

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

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**REGULATION ON THE OPERATION OF THE  
BOARD OF DIRECTORS  
JOINT STOCK COMPANY  
THE GOLDEN GROUP**

*(Issued together with Resolution No. .../2025/TGG/GMS-Res dated .../.../2025 of the  
Annual General Meeting of Shareholders)*

*Pursuant to the Law on Securities dated November 26, 2019;*

*Pursuant to the Law on Enterprises dated June 17, 2020;*

*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 articles on corporate governance applicable to public companies under 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 Charter of The Golden Group Joint Stock Company*

*The Board of Directors hereby issues the Regulation on the Operation of the Board of Directors of The Golden Group Joint Stock Company*

*The Regulation on the Operation of the Board of Directors of The Golden Group Joint Stock Company includes the following contents:*

## **Chapter I GENERAL PROVISIONS**

### **Article 1. Scope of regulation and subjects of application**

1. Scope of regulation: The Regulation on the operation of the Board of Directors stipulates the organizational structure, operating principles, rights, and obligations of the Board of Directors and its members to operate in accordance with the provisions of the Law on Enterprises, the Company Charter, and other relevant laws.

2. Subjects of application: This Regulation applies to the Board of Directors and its members.

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

1. The Board of Directors works on the principle of collectivity. 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 the resolutions and decisions of the Board of Directors regarding the development of the Company.

2. The Board of Directors assigns responsibility to the General Director to organize and implement 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 as stipulated by the Law on Securities, relevant laws, and the Company Charter, 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 obligations as stipulated in the Company Charter and the following obligations:

- a) To perform their duties honestly and diligently for the highest interests of the shareholders and the Company;
- b) To fully attend meetings of the Board of Directors and provide opinions on matters discussed;
- c) To promptly and fully report to the Board of Directors any remuneration received from subsidiaries, associate companies, and other organizations;
- d) To report to the Board of Directors at the nearest meeting any transactions between the Company, its subsidiaries, or other companies controlled by the Company holding 50% or more of the charter capital, and the member of the Board of Directors and their related persons; transactions between the Company and a company in which the member of the Board of Directors was a founding member or a business manager within the last 03 years prior to the

transaction time;

d) Disclose information when conducting Company stock transactions in accordance with the provisions of law.

e) Other rights and obligations as stipulated by the Law on Enterprises and the Company Charter.

3. Independent members of the Board of Directors of a listed company must prepare a report evaluating the activities of the Board of Directors.

#### **Article 4. Right of Board Members to Information**

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

2. The requested managers must provide information and documents promptly, fully, and accurately as required by the members of the Board of Directors. The procedures for requesting and providing information shall be stipulated by the Company Charter.

#### **Article 5. Term of Office and Number of Members of the Board of Directors**

1. The Board of Directors shall have a minimum of 3 members and a maximum of 7 members. The General Meeting of Shareholders shall decide the specific number of members of the Board of Directors from time to time.

2. The term of office for a member of the Board of Directors shall not exceed 05 years and they 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 no more than 02 consecutive terms.

3. In case all members of the Board of Directors conclude their term of office simultaneously, those members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over the work, unless otherwise stipulated by the Company Charter.

4. Structure 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 shall minimize the concurrent holding of executive titles within the Company by members of the Board of Directors to ensure the independence of the Board of Directors;

b. There must be at least 01 independent member of the Board of Directors.

5. Independent members of the Board of Directors shall have all the rights and obligations of members of the Board of Directors as stipulated in the Law on Enterprises, the Law on Securities, the Company Charter, and these regulations.

6. Independent members of the Board of Directors shall organize and coordinate activities according to the following principles:

a. Exercise the assigned rights and obligations honestly, diligently, and to the best of their ability to ensure the maximum legitimate interests of the Company;

b. Be loyal to the interests of the Company and shareholders; not use the Company's information, know-how, business opportunities, position, title, or 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 comply with the provisions of law and the Company 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 fall under the subjects specified in Clause 2, Article 17 of the Law on Enterprises;

b) Possess professional qualifications and experience in business administration or in the Company's business field, sector, or industry, and are not necessarily shareholders of the Company, unless otherwise stipulated by the Company Charter;

c) A member of the Company's Board of Directors may concurrently be a member of the board of directors of another company;

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d) For state-owned enterprises as stipulated in point b, Clause 1, Article 88 of the Law on Enterprises and subsidiaries of state-owned enterprises as stipulated in Clause 1, Article 88 of the Law on Enterprises, a member of the Board of Directors must not be a family relation of the General Director and other managers of the company; of the manager, the person with authority to appoint managers of the parent company;

2. Independent members of the Board of Directors as stipulated in point b, Clause 1, Article 137 of the Law on Enterprises must meet the following standards and conditions:

a) Not be a person currently working for the Company, its parent company, or its subsidiary; not be a person who has worked for the Company, its parent company, or its subsidiary for at least 03 consecutive years preceding that time;

b) Not be a person currently receiving salary or remuneration from the company, except for allowances that members of the Board of Directors are entitled to according to regulations;

c) Not be a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, 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 who directly or indirectly owns at least 01% of the total voting shares of the Company;

đ) Not be a person who has served as a member of the Company's Board of Directors for at least 05 consecutive years preceding that time, except in cases of continuous appointment for 02 terms;

3. Independent members of the Board of Directors must notify the Board of Directors when they no longer meet the standards and conditions stipulated in Clause 2 of this Article and shall naturally cease to be independent members of the Board of Directors from the date they no longer meet the standards and conditions. The Board of Directors must report 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 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.

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

1. The Chairman of the Board of Directors shall be elected, relieved from duty, or dismissed by the Board of Directors from among its members.

2. The Chairman of the Company's Board of Directors shall not concurrently hold the position of General Director.

3. The Chairman of the Board of Directors shall have the following rights and obligations:

a) Develop programs and operational plans for the Board of Directors;

b) Prepare programs, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;

c) Organize the adoption of resolutions and decisions of the Board of Directors;

d) Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;

đ) Chair the General Meeting of Shareholders;

e) Other rights and obligations as stipulated by the Law on Enterprises and the Company Charter.

4. In case the Chairman of the Board of Directors submits a letter of resignation or is dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the letter of resignation or dismissal. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors according to the principles stipulated in the Company Charter. In case there is no authorized person or the Chairman of the Board of Directors dies, is missing, is held in temporary custody, is serving a prison sentence, is undergoing administrative handling measures at a compulsory drug

rehabilitation center, compulsory education center, has absconded from place of residence, has restricted or lost civil act capacity, has difficulty in perception, controlling behavior, or is prohibited by the Court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one person from among the remaining members to hold the position of Chairman of the Board of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

5. When deemed necessary, the Board of Directors shall decide on the appointment of a company secretary. The company secretary shall have the following rights and obligations:

a) Assist in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;

b) Assist members of the Board of Directors in performing their assigned rights and obligations;

c) Assist the Board of Directors in applying and implementing corporate governance principles;

d) Assist the Company in building shareholder relations and protecting the lawful rights and interests of shareholders; in complying with obligations regarding information provision, information disclosure, and administrative procedures;

d) Other rights and obligations as stipulated in the company's Charter.

#### **Article 8. Removal, dismissal, replacement, and addition of members of the Board of Directors**

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

a) Not meeting the standards and conditions as stipulated in Article 155 of the Law on Enterprises;

b) Having submitted a resignation letter which has been accepted;

c) Other cases stipulated in the company's Charter.

2. The General Meeting of Shareholders shall dismiss a member 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's Charter.

3. When deemed necessary, the General Meeting of Shareholders shall decide on the replacement of a member of the Board of Directors; the removal or dismissal of a member of the Board of Directors in cases other than those stipulated in clauses 1 and 2 of this Article.

4. The Board of Directors must convene a meeting of the 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 compared to the number stipulated in the company's Charter. In this case, the Board of Directors must convene a meeting of the 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 decreases, failing to ensure the ratio as stipulated in point b, clause 1, Article 137 of the Law on Enterprises;

c) Except for the cases stipulated in points a and 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 removed or dismissed at the nearest meeting.

#### **Article 9. Method of electing, removing, and dismissing members of the Board of Directors**

1. Shareholders or groups of shareholders holding from 10% of the total ordinary shares shall have the right to nominate persons to the Board of Directors. The nomination of persons to the Board of Directors shall be carried out as follows:

a) Ordinary shareholders forming a group to nominate persons to the Board of Directors must notify the shareholders attending the meeting about the group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors, the shareholders or group of shareholders stipulated in this clause shall have the right to nominate one or more persons as candidates for the Board of Directors as decided by the General Meeting of Shareholders. If the number of candidates nominated by the shareholders or group of shareholders is less than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

2. In case the number of candidates for the Board of Directors nominated and self-nominated is still insufficient as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Company Charter, the Internal Corporate Governance Regulations, and the Board of Directors' Operating Regulations. The nomination 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 as prescribed by law.

3. The voting for electing 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 accumulate all or part of their total votes for one or more candidates. The elected members of the Board of Directors shall be 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 case two or more candidates receive the same number of votes for the last member of the Board of Directors, a re-election shall be conducted among the candidates with the equal number of votes or selection shall be made according to the criteria in the election regulations or the Company Charter.

4. The election, dismissal, and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders based on the principle of voting. The voting ratio for approval by voting method shall be implemented in accordance with Clause 2, Article 20 of the Company Charter.

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

1. In case candidates for the Board of Directors have been identified, the Company must disclose 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 regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and for the highest 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 disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other management positions (including Board of Directors positions in other companies);
- đ) Interests related to the Company and its related parties;
- e) Other information (if any) as stipulated in the Company Charter;
- g) Public companies must be responsible for disclosing information about the companies where the candidate currently holds a position as a member of the Board of Directors, other management positions, and the candidate's interests related to the company (if any).

2. The notification of the results of the election, dismissal, and removal of members of the Board of Directors shall be carried out in accordance with the 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 management body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the company, except for the rights and obligations falling 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 Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

a) Decide on the strategy, medium-term development plan, and annual business plan of the Company;

b) Propose 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 scope of the number of shares authorized 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;

d) Decide on the repurchase of shares in accordance with the provisions of Clauses 1 and 2, Article 133 of the Law on Enterprises;

e) Decide on investment plans and investment projects within the authority and limits prescribed by law;

g) Decide on market development, marketing, and technology solutions;

h) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions valued at 35% or more of the total asset value recorded in the Company's most recent financial statement, and contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;

i) Elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts with, and terminate contracts with the General Director and other important managers as stipulated by the Company Charter; decide on the salaries, remuneration, bonuses, and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders in other companies, and decide on the remuneration and other benefits of such persons;

k) Supervise and direct the General Director and other managers in the daily business operations of the Company;

l) Decide on the organizational structure, internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;

m) Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect opinions for the General Meeting of Shareholders to adopt resolutions;

n) Submit the audited annual financial statement to the General Meeting of Shareholders;

o) Propose the dividend payout rate; decide on the time limit and procedures for dividend payment or handling losses incurred during business operations;

p) Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company;

q) Decide on the issuance of the Board of Directors' Operating Regulations and the Internal Corporate Governance Regulations 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 and the Company's Information Disclosure Regulations;

r) Other rights and obligations as stipulated by the Law on Enterprises, the Law on Securities, other legal provisions, and the Company Charter.

3. The Board of Directors must report the results of its operations to the General Meeting of Shareholders in accordance with the provisions of Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities

4. The Board of Directors adopts resolutions and decisions by voting at meetings, collecting written opinions, or other forms as stipulated by the Company Charter. Each member of the Board of Directors has one voting right.

5. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of law, the resolution of the General Meeting of Shareholders, or the Company Charter, causing damage to the Company, the members who voted in favor of passing such resolution or decision shall be jointly and severally liable personally for such resolution or decision and must compensate the Company for the damage; members who voted against passing the aforementioned resolution or decision shall be exempted from liability. In this case, a shareholder of the Company has the right to request the Court to suspend the implementation of or annul the aforementioned resolution or decision.

#### **Article 12. Duties and powers of the Board of Directors in approving and signing contracts and transactions**

1. The Board of Directors shall approve contracts and transactions with a value smaller than 35% or transactions resulting in the total value of transactions arising within 12 months from the date of the first transaction being smaller than 35% of the total asset value recorded in the most recent financial statement or a smaller percentage or value as stipulated in the Company Charter between the Company and one of the following subjects:

- Members of the Board of Directors, members of the Audit Committee, General Director, other managers, and persons related to these subjects;
- Shareholders, authorized representatives of shareholders owning over 10% of the total ordinary shares of the Company and their related persons;
- Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.

2. The Company's representative signing contracts and transactions must notify the members of the Board of Directors and members of the Audit Committee about the related parties to such contracts and transactions 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 Charter stipulates a different period; a member of the Board of Directors with related interests to the parties in the contract or transaction shall not have the right to vote.

#### **Article 13. Responsibilities of the Board of Directors in convening extraordinary General Meetings 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 remaining number of members of the Board of Directors is less than the minimum number of members stipulated by law;
- c) Upon the request of a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request to convene a 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 written request is made in multiple copies and collects sufficient signatures of the relevant shareholders;
- d) Other cases as stipulated by law and the Company Charter.

2. Convening an extraordinary General Meeting of Shareholders

The Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the remaining number of members of the Board of Directors, independent

members of the Board of Directors is less than the minimum number of members stipulated in the Company Charter or from receiving the request specified in points c and d, Clause 1 of this Article;

3. The person convening the General Meeting of Shareholders must perform the following tasks:

- a) Prepare the list of shareholders entitled to attend the meeting;
- b) Provide information and resolve complaints related to the list of shareholders;
- c) Prepare the agenda and content of the meeting;
- d) Prepare documents for the meeting;
- d) Draft the resolution of the General Meeting of Shareholders according to the proposed content of the meeting; list and detailed information of candidates in case of electing members of the Board of Directors (if candidates have been identified before the opening date of the General Meeting of Shareholders);
- e) Determine the time and location of the meeting;
- g) Send the notice of meeting to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;
- h) Other tasks serving the meeting.

#### **Article 14. Subcommittees assisting the Board of Directors.**

1. The Board of Directors may establish subcommittees to be responsible for development policy, human resources, compensation, internal audit, and risk management. The number of members of a subcommittee shall be decided by the Board of Directors, with a minimum of 02 persons 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 a majority in the subcommittee, and one of these members shall be appointed as the Head of the subcommittee by decision of the Board of Directors. The operation of the subcommittee must comply with the regulations of the Board of Directors. A resolution of the subcommittee shall only be effective when a majority of attending members vote to approve it at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors, or of a subcommittee directly under the Board of Directors, must comply with current legal regulations and the provisions of the Company Charter and the Internal Regulation on Corporate Governance.

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

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

1. within 07 working days from the date of conclusion 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. If 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 must meet at least once every quarter and may hold extraordinary meetings.
3. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a. Upon the proposal of the Audit Committee or an independent member of the Board of Directors;
  - b. Upon the proposal of the General Director or at least 05 other managers;
  - c. Upon the proposal of at least 02 members of the Board of Directors;
4. The proposal specified 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.

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 receiving the proposal specified in Clause 3 of this Article. If the meeting of the Board of Directors is not convened upon the proposal, the Chairperson of the Board of Directors shall be responsible for any damages incurred by the Company; the proposing person shall have the right to replace the Chairperson of the Board of Directors to convene the meeting of the Board of Directors.
6. The Chairperson of the Board of Directors or the person convening the meeting of the Board of Directors must send the notice of meeting at least 01 working day before the meeting date. The notice of meeting must clearly specify the time and location of the meeting, the agenda, issues for discussion and decision. The notice of meeting must be accompanied by documents to be used at the meeting and the voting slip of the members. The notice of the Board of Directors meeting may be sent by invitation letter, telephone, fax, electronic means, or other methods stipulated in the Company Charter and must ensure delivery to the contact address of each Board member registered with the Company.
7. The Chairman of the Board of Directors or the convener shall send the notice of meeting and accompanying documents to the members of the Audit Committee in the same manner as to the members of the Board of Directors.
8. A meeting of the Board of Directors shall be conducted if at least 3/4 of the total number of members attend. If a meeting convened in accordance with this Clause does not have the required number of attending members, a second meeting shall be convened within 07 days from the date scheduled for the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend.
9. A member of the Board of Directors shall be deemed to attend and vote at a meeting in the following cases:
  - a. Attending and voting directly at the meeting;
  - b. Authorizing another person to attend and vote as stipulated in Clause 11 of this Article;
  - c. Attending and voting through online conference, electronic voting, or other electronic forms;
  - d. Sending ballot papers to the meeting via mail, fax, or email.
10. In case ballot papers are sent to the meeting via mail, the ballot papers must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than 01 hour before the opening of the meeting. The ballot papers shall only be opened in the presence of all attendees.
11. Voting
  - a. Except as stipulated in point b, Clause 11 of Article 15 herein, each member of the Board of Directors or authorized person as stipulated in Clause 9 of this Article who is 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 related person has an interest, and such interest conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted towards the minimum number of members required for the quorum of a Board of Directors meeting regarding decisions on which that member is not entitled to vote;
12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been entered into or is planned to be entered into with the Company and knows that they have an interest therein is responsible for disclosing this interest at the first meeting of the Board discussing the execution of such contract or transaction. If a member of the Board of Directors does not know that they and related persons have an interest at the time the contract or transaction is entered into with the Company, this member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after this member becomes aware that they have or will have an interest in the aforementioned transaction or contract.

13. Members must fully attend the meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by the majority of the members of the Board of Directors.
14. Resolutions and decisions of the Board of Directors shall be adopted if approved by the majority of the attending members; in case of a tie vote, the final decision shall rest with the opinion of the Chairman of the Board of Directors.
15. The Board of Directors has the right to obtain the opinions of the members of the Board of Directors in writing to adopt Resolutions of the Board of Directors when approving matters falling under the authority of the Board of Directors as stipulated in Clause 2 of Article 26 of this Charter.

A Resolution in the form of obtaining written opinions shall be adopted based on the affirmative votes of the majority of the members of the Board of Directors with voting rights. This Resolution shall have the same effect and validity as a resolution adopted at a meeting.
16. A meeting of the Board of Directors may be held in the form of an online conference among members of the Board of Directors when all or some members are in different locations, provided that each participating member can:
  - a. Hear each other participating member of the Board of Directors speak during the meeting;
  - b. Speak to all other participating members simultaneously. Discussions among members may be conducted directly via telephone or other communication means, or a combination of these methods. A member of the Board of Directors participating in such a meeting shall be considered "present" at that meeting. The location where the meeting is held in accordance with this provision shall be the location with the largest number of Board of Directors members present, or the location where the meeting chairperson is present.

Decisions adopted at a meeting held via telephone, which is organized and conducted legally, shall be effective immediately upon the conclusion of the meeting but must be confirmed by the signatures on the minutes of all members of the Board of Directors who attended the meeting.
17. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may be prepared in English. The minutes must be signed by the chairperson, all members of the Board of Directors who attended the meeting, and the minute-taker. The Chairperson of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and such minutes shall be authentic evidence of the work conducted during the meeting.

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

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, video-recorded, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may be prepared in a foreign language, including the following main contents:
  - a) Name, head office address, enterprise code;
  - b) Time and place 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;
  - d) Issues discussed and voted on at the meeting;
  - e) Summary of the opinions expressed by each attending member in the order of the meeting proceedings;
  - g) Voting results, clearly stating the members who voted for, against, and abstained;
  - h) Issues adopted and the corresponding voting percentage for adoption;
  - i) Full name and signature of the chairperson and the minute-taker, except for cases specified in Clause 2 of this Article.

2. If the chairperson or the minute-taker refuses to sign the meeting minutes, but the minutes are signed by all other attending members of the Board of Directors and contain all the contents specified in points a, b, c, d, đ, e, g, and h of Clause 1 of this Article, these minutes shall be valid.

3. The chairperson, the minute-taker, and those who sign the minutes shall be responsible for the truthfulness and accuracy of the contents of the Board of Directors meeting minutes.

4. The minutes of the Board of Directors meeting and documents used at the meeting must be kept at the Company's head office.

5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy in content between the minutes in Vietnamese and in a foreign language, the content in the Vietnamese minutes shall prevail.

## **Chapter V**

### **REPORTING, DISCLOSURE OF INTERESTS**

#### **Article 17. Submission of Annual Reports**

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

- a) The Company's business results report;
- b) Financial statements;
- c) Report evaluating the management and operation of the Company;
- d) Appraisal report of the Audit Committee.

2. The reports specified in points a, b, and c of Clause 1 of this Article must be sent to the Audit Committee for appraisal no later than 30 days before the opening date of the annual General Meeting of Shareholders, unless the Company Charter provides otherwise.

3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Audit Committee, and the audit report must be kept at the Company's head office no later than 10 days before the opening date of the annual General Meeting of Shareholders, unless the Company Charter specifies a longer period. Shareholders holding shares of the Company continuously for at least 01 year have the right, by themselves or together with a lawyer, accountant, or auditor holding a professional practice certificate, to directly review the reports specified in this Article.

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

1. The Company has the right to pay remuneration and bonuses to Board members based on business results and efficiency.

2. Board members 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 Board member and the daily remuneration rate. The Board of Directors estimates 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 Board member is included in the Company's business expenses in accordance with 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. Board members holding executive positions or Board members working in sub-committees of the Board of Directors or performing other tasks outside the scope of the ordinary duties of a Board member, may be paid additional remuneration in the form of a lump-sum fee per instance, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.

5. Board members are entitled to be reimbursed for all travel, accommodation, meals, and other reasonable expenses incurred while performing their duties as Board members,

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. Board members may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not cover the liabilities of Board members related to violations of law and the Company Charter.

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

Unless the Company Charter provides otherwise more strictly, the disclosure of interests and related persons of the Company shall be carried out in accordance with the following provisions:

1. A member of the Company's Board of Directors must declare their related interests to the company, including:

a) The name, enterprise code, head office address, business lines and sectors of the enterprise in which they own capital contributions or shares; the percentage and time of owning such capital contributions or shares;

b) The name, enterprise code, head office address, business lines and sectors of the enterprise in which their related persons jointly own or individually own capital contributions or shares representing over 10% of the charter capital.

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

3. A member of the Board of Directors acting in their personal capacity or on behalf of another person to perform work in any form within the scope of the Company's business activities must explain the nature and content of such work to the Board of Directors and may only proceed if approved by the majority of the remaining members of the Board of Directors; if performed without declaration or without the approval of the Board of Directors, all income derived from that activity shall belong to the Company.

### **Chapter VI**

#### **RELATIONSHIP OF THE BOARD OF DIRECTORS**

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

1. The relationship among members of the Board of Directors is one of coordination; members of the Board of Directors are responsible for informing each other about relevant matters during the process of handling assigned tasks.

2. In the process of handling work, the member of the Board of Directors assigned primary responsibility must proactively coordinate the handling, if the matter relates to an area overseen by another member of the Board of Directors. In cases where there are differing opinions among members of the Board of Directors, the member with primary responsibility shall report to the Chairman of the Board of Directors for consideration and decision within their authority or organize a meeting or solicit opinions from members of the Board of Directors in accordance with the law, the company's Charter, and these Regulations.

3. In case of reassignment among members of the Board of Directors, the members of the Board of Directors must hand over related work, files, and documents. This handover must be documented in writing and reported to the Chairman of the Board of Directors.

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

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

##### **Article 22. Relationship with the Audit Committee**

1. The relationship between the Board of Directors and the Audit Committee is one of coordination. The working relationship between the Board of Directors and the Audit Committee is based on the principles of equality and independence, while also coordinating

closely and supporting each other in the performance of their duties.

2. Upon receiving inspection reports or summary reports from the Audit Committee, the Board of Directors is responsible for reviewing them and directing relevant departments to develop plans and implement timely corrective actions.

## **Chapter VII IMPLEMENTATION PROVISIONS**

### **Article 23. Effectiveness**

The Operating Regulations of the Board of Directors of The Golden Group Joint Stock Company comprise 7 chapters, 23 articles and shall be effective from the date... month ... year 2025

**On behalf of the Board of Directors  
CHAIRMAN**

**Ngo Quang Tuan**

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

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**THE GOLDEN**  
GROUP

**INTERNAL REGULATION ON CORPORATE  
GOVERNANCE**

**JOINT STOCK COMPANY  
THE GOLDEN GROUP**

*(Issued together with the Annual General Meeting of Shareholders Resolution No.  
.../2025/TGG/GMS-RES dated .../.../2025)*

**Pursuant to:**

- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government providing detailed regulations for the implementation of a number of articles of the Securities Law;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government providing detailed regulations for the implementation of a number of articles of the Securities Law;
- Pursuant to the Charter of The Golden Group Joint Stock Company;

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## CHAPTER 1 – GENERAL PROVISIONS

### Điều 1. Scope of regulation and subjects of application

1. Scope of regulation: These Regulations are developed in accordance with Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance, stipulating the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the sequence and procedures for convening the General Meeting of Shareholders; the nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Audit Committee, and the General Director, and other activities as stipulated in the Company Charter and other current legal provisions.
2. Subjects of application: These Regulations apply to members of the Board of Directors, the Audit Committee, the General Director, and related persons mentioned in these regulations.
3. In case of any conflict between the provisions of these Regulations and the Law on Enterprises 2020, the Law on Securities, and the Company Charter, the provisions of the Law on Enterprises 2020, the Law on Securities, and the Company Charter shall prevail.

### Điều 2. Explanation of terms and abbreviations

1. A non-executive member of the Board of Directors is a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, and other key executives appointed by the Board of Directors in accordance with the Company Charter.
2. Independent member of the Board of Directors (hereinafter referred to as independent member) is a member stipulated in Clause 2, Article 155 of the Law on Enterprises.
3. Company: means The Golden Group Joint Stock Company.
4. BOD: means Board of Directors.
5. AC: means Audit Committee.
6. VSDC: means Vietnam Securities Depository and Clearing Corporation.
7. Delegate: means Shareholder, representative (person authorized by the shareholder).
8. Person in charge of corporate governance: means the person with responsibilities and powers stipulated in Article 281 of Decree 155/2020/ND-CP.
9. In addition, terms defined in the Company Charter shall be automatically understood and applied similarly in this Regulation.

## CHAPTER 2 – GENERAL MEETING OF SHAREHOLDERS

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

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

## **I. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO ADOPT RESOLUTIONS BY WAY OF VOTING AT THE GENERAL MEETING OF SHAREHOLDERS**

### **Section 1. Regulations on the order and procedures for convening and voting at the General Meeting of Shareholders**

#### **Điều 4. Authority to convene the General Meeting of Shareholders**

*(Based on the provisions in Clause 1, Clause 4, Article 13 of the Company Charter)*

##### **1. Authority to convene the Annual General Meeting of Shareholders:**

The authority to convene the Annual General Meeting of Shareholders is stipulated in Clause 1, Article 13 of the Company Charter.

##### **2. Authority to convene the Extraordinary General Meeting of Shareholders:**

The authority to convene the Annual General Meeting of Shareholders is stipulated in Clause 4, Article 13 of the Company Charter.

#### **Điều 5. Officials of the General Meeting of Shareholders**

*(Based on the provisions in Article 146 of the Law on Enterprises No. 59/2020/QH14; Clause 2, Article 19 of the Company Charter)*

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

- a. The Chairman of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to act as the chairperson of the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to act as the chairperson of the meeting based on the majority principle. If a chairperson cannot be elected, the General Meeting of Shareholders shall elect the chairperson of the meeting from among the attendees, and the person with the highest number of votes shall act as the chairperson of the meeting;
- b. Except for the case stipulated in point a of this clause, the person who signed the notice convening the General Meeting of Shareholders shall preside over the meeting for the General Meeting of Shareholders to elect the chairperson of the meeting, and the person with the highest number of votes shall act as the chairperson of the meeting;
- c. The chairperson has the right to take necessary measures to conduct the meeting in a reasonable and orderly manner, in accordance with the approved agenda, and to reflect the will of the majority of attendees.
- d. The Chairman of the General Meeting of Shareholders shall have the following rights:
  - Request all attendees to undergo inspection or other lawful and reasonable security measures;
  - Request competent authorities to maintain order at the meeting; expel individuals who do not comply with the chairman's authority, intentionally disrupt order, impede the normal progress of the meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders.
- e. The Chairman has the right to postpone the General Meeting of Shareholders that has met the quorum for attendance for a maximum of no more than 03 working days from the scheduled opening date of the meeting and may only postpone the meeting or change the meeting location in the following cases:

- The meeting location does not have sufficient convenient seating for all attendees;
  - Communication facilities at the meeting location do not ensure that attending shareholders can participate, discuss, and vote;
  - There are attendees obstructing or disrupting order, posing a risk that the meeting cannot be conducted fairly and lawfully.
- f. Some other rights and obligations of the Chairman as stipulated by current law.
- g. Duties of the Chairman:
- Preside over 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 discussing the agenda items;
  - Present drafts and conclude necessary matters for the General Meeting to vote on;
  - Answer questions raised by the General Meeting;
  - Resolve issues arising during the entire process of the General Meeting.

## **2. Meeting Secretary:**

- a. The Chairman shall appoint one or more persons to act as meeting secretary;
- b. Duties of the Meeting Secretary:
- Fully and accurately record the content of the General Meeting;
  - Receive registration forms for speaking from shareholders/delegates;
  - Prepare the Meeting Minutes and draft the Resolution of the General Meeting of Shareholders;
  - Assist the Chairman in disclosing information related to the General Meeting of Shareholders and notifying shareholders in accordance with legal regulations and the Company Charter;
  - Other duties as required by the Chairman.

## **3. Vote Counting Committee:**

- a. The General Meeting of Shareholders shall elect one or more persons to the vote counting committee upon the proposal of the chairman of the meeting;
- b. Duties of the Vote Counting Committee:
- Disseminate the principles, rules, and instructions on how to vote.
  - Count and record ballot papers, prepare the vote counting minutes, announce the results; transfer the minutes to the Chairman for approval of the voting results.
  - Promptly inform the secretary of the voting results.
  - Review and report to the General Meeting on cases of violation of voting rules or complaints regarding voting results.

## **4. Shareholder Eligibility Verification Committee:**

- a. The Chairman shall propose and submit to the General Meeting for decision the appointment of one or more persons to the Shareholder Eligibility Verification Committee.
  - b. Duties of the Shareholder Eligibility Verification Committee:
    - Verify the eligibility and status of shareholders and shareholder representatives attending the meeting.
    - The Head of the Shareholder Eligibility Verification Committee shall report to the General Meeting of Shareholders on the status of attending shareholders. If the meeting has a sufficient number of shareholders and authorized representatives entitled to attend the meeting to meet the conditions for conducting the General Meeting as stipulated in Article 18 of the Charter, the Company's General Meeting of Shareholders shall be held.
    - Participate in counting votes on other matters before the establishment of the Vote Counting Committee.
5. Meeting Supervisory Board
- Observe the proceedings of the Meeting;
  - Supervise the voting and election process (if any) of shareholders or shareholder representatives and supervise the vote counting process.

**Điều 6. Prepare the list of shareholders entitled to attend the meeting and announce the record date for the list of shareholders entitled to attend the General Meeting of Shareholders**

*(Pursuant to the provisions of Point a, Clause 2, Article 18 of the Company Charter; Regulations on the exercise of rights by the Vietnam Securities Depository and Clearing Corporation)*

1. The company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date.
2. The company shall carry out procedures for preparing the list of shareholders and related procedures in accordance with the regulations on the exercise of rights by the Vietnam Securities Depository and Clearing Corporation.

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

*(Pursuant to the provisions of Article 143 of the Law on Enterprises No. 59/2020/QH14, Clause 3, Article 17 of the Company Charter)*

1. The person convening the General Meeting of Shareholders must send a notice of meeting to all shareholders on the list of shareholders entitled to attend the meeting as stipulated in Clause 3, Article 17 of the Company Charter
2. In case the company has an electronic information page, sending meeting documents together with the notice of meeting stipulated in Clause 1 of this Article may be replaced by posting them on the company's electronic information page. In this case, the notice of meeting must clearly state where and how to download the documents.

**Điều 8. Agenda and contents of the General Meeting of Shareholders**

*(Pursuant to the provisions of Clause 1, Article 142 of the Law on Enterprises and Clauses 4, 5, 6, Article 17 of the Company Charter)*

1. The person convening the General Meeting of Shareholders must prepare the agenda and contents of the meeting

2. Shareholders or groups of shareholders as stipulated in Clause 3, Article 11 of the Company Charter have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The preparation of proposals shall be carried out in accordance with the provisions of Clause 4, Article 17 of the Company Charter.
3. The person convening the General Meeting of Shareholders has the right to refuse the proposal stipulated in Clause 2 of this Article if it falls into one of the cases stipulated in Clause 5, Article 17 of the Company Charter.
4. The person convening the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 2 of this Article in the proposed agenda and contents of the meeting, except for the cases stipulated in Clause 2 of this Article; the proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

#### **Điều 9. Method of registration and authorization to attend the General Meeting of Shareholders**

*(Pursuant to the provisions of Article 144 of the Law on Enterprises No. 59/2020/QH14; Article 15 of the Company Charter; Clauses 1, 2, 3, Article 19 of the Company Charter)*

1. Method of registering to attend the General Meeting of Shareholders before the opening date of the General Meeting of Shareholders:
  - a. The method of registering to attend the General Meeting of Shareholders is clearly stipulated in the Notice of the General Meeting of Shareholders, including contacting the Company or sending the Meeting Attendance Registration Form (attached to the Notice of the General Meeting of Shareholders sent to shareholders) to the Company.
  - b. Shareholders shall choose the method of registering to attend the General Meeting of Shareholders as stated in the notice, including:
    - Attend and vote/elect directly at the meeting;
    - Authorize another representative to attend and vote/elect at the meeting and comply with the provisions in Clause 2 of this Article; (If more than one representative is appointed, the specific number of shares and voting/election rights authorized for each representative must be clearly specified).
    - Attend and vote/elect via online conference, electronic voting, or other electronic forms;
    - Send voting/election ballots to the meeting via mail, fax, or email;
    - Other forms of registration for attending the General Meeting of Shareholders in accordance with the provisions of Law.
    - The Company must make maximum efforts to apply modern information technology so that shareholders can attend and express opinions at the General Meeting of Shareholders in the best possible way, including guiding shareholders to vote via online General Meeting of Shareholders, electronic voting, or other electronic forms as stipulated in Article 144 of the Law on Enterprises and the Company Charter.
2. Regulations on authorizing attendance at the meeting are stipulated in Article 15 of the Company Charter.
3. Method of registering for attendance at the General Meeting of Shareholders and verifying delegate eligibility on the day the General Meeting of Shareholders is held:

Before the meeting opens, the Company must carry out the shareholder registration procedure and must continue registration until all shareholders entitled to attend the meeting who are present have registered in the order stipulated in Clause 1 Article 19 of the Company Charter.

#### **Điều 10. Conditions for conducting the General Meeting of Shareholders**

*(Based on the provisions in Article 18 of the Company Charter)*

The conditions for conducting the General Meeting of Shareholders shall be implemented in accordance with the provisions in Article 18 of the Company Charter.

#### **Điều 11. Form of passing resolutions of the General Meeting of Shareholders**

*(Based on the provisions in Article 147 of Law on Enterprises No. 59/2020/QH14; Article 20 of the Company Charter)*

1. The General Meeting of Shareholders shall pass resolutions within its authority by voting at the meeting, collecting written opinions, and other forms as stipulated by current law.

#### **Điều 12. Contents approved at the General Meeting of Shareholders**

*(Based on the provisions in Articles 138, 139, 167 of Law on Enterprises No. 59/2020/QH14; Clause 4 Article 293 of Decree 155, Article 14 of the Company Charter)*

1. Approving the Company's development orientation;
2. The Company's annual business plan;
3. Audited annual financial statements;
4. Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;
5. Report of the Audit Committee on the Company's business results, the performance of the Board of Directors, and the General Director;
6. Self-assessment report on the performance of the Audit Committee and members of the Audit Committee;
7. The dividend rate for each type of share;
8. The number of members of the Board of Directors;
9. Electing, removing from office, dismissing members of the Board of Directors;
10. Deciding the budget or total remuneration, bonuses, and other benefits for the Board of Directors;
11. Approving the list of approved audit firms; deciding on the approved audit firm to inspect the company's operations when deemed necessary;
12. Supplementing and amending the Company Charter;
13. Type of shares and the number of new shares to be issued for each type of share;
14. Dividing, separating, consolidating, merging, or converting the Company;
15. Reorganizing and dissolving (liquidating) the Company and appointing the liquidator;
16. Deciding on investment in or sale of assets valued at 50% or more of the total asset value recorded in the Company's most recent financial statement;
17. Deciding to repurchase over 10% of the total number of sold shares of each type;
18. Reviewing and handling violations by members of the Board of Directors causing damage to the Company and its shareholders;
19. The Company entering into contracts or transactions with subjects specified in Clause 1, Article 167 of the Law on Enterprises 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 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 a number of articles of the Law on Securities;
21. Approving, supplementing, and amending the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Audit Committee;
22. Other matters as stipulated by law and the Company Charter.

### **Điều 13. Voting on matters at the meeting**

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

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

- a. All matters on the agenda and content of the General Meeting must be discussed and openly voted on by the General Meeting of Shareholders.
- b. Voting cards, Voting ballots, and Election ballots are printed, stamped with a hanging seal by the Company, and directly handed to delegates at the meeting (together with the set of documents for attending the General Meeting of Shareholders). Each delegate is issued a Voting card, Voting ballot, and Election ballot. The Voting card, Voting ballot, and Election ballot clearly state the delegate code, full name, number of shares owned, and authorized voting rights of that delegate.

#### **2. Regulations on the validity of voting ballots and election ballots**

##### **a. Voting ballot**

- **A valid voting ballot is a ballot printed according to the template issued by the Organizing Committee, without erasure, scraping, tearing, damage, etc., without adding any content other than what is specified for this ballot, and must bear the handwritten signature and full name below the signature of the attending delegate, and must be submitted to the Vote Counting Committee before the ballot box is unsealed.**

On the voting ballot, the voting content is valid when the delegate marks one (01) of the three (03) voting boxes..

##### ➤ **Invalid voting ballot:**

- Content does not comply with the regulations for a valid voting ballot

##### **b. Election ballot**

- **Valid election ballot: is a ballot printed according to the template issued by the organizing committee, without erasure, scraping, without adding any content other than what is specified for the election ballot; must bear the signature and clearly state the full name of the attending delegate and must be submitted to the Vote Counting Committee before the ballot box is unsealed.**

##### ➤ **Invalid election ballot:**

- Ballot not issued by the Organizing Committee;
- Ballot with erasures, corrections, incorrect names, names not included in the list of candidates unanimously approved by the General Meeting of Shareholders before voting;

- Ballot with voting rights exceeding the number of voting rights held by that shareholder;
- The ballot paper contains additional information and symbols;
- The ballot is no longer intact.

#### **Điều 14. Voting methods**

*(Based on the provisions of the Working Regulations at the General Meeting of Shareholders)*

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

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

##### **2. Voting methods**

- Voting by voting card:** When voting by raising the Voting Card, the front of the Voting Card must be raised towards the Presidium. If a delegate does not raise the Voting Card in all three votes of Approval, Disapproval, or Abstention on an issue, it is considered as an approval of that issue. If a delegate raises the Voting Card more than one (01) time when voting to Approve, Disapprove, or Abstain on an issue, it is considered an invalid vote. According to the form of voting by raising the Voting Card, members of the Shareholder Qualification Verification Committee/Vote Counting Committee mark the delegate code and the corresponding number of votes of each shareholder for Approval, Disapproval, Abstention, and Invalid.
- Voting by ballot:** When voting by filling in the Ballot, for each content, the delegate selects one of the three options "Approve", "Disapprove", "No opinion" pre-printed on the Ballot by marking "X" or "□" in the box of their choice. After completing all the contents to be voted on at the Meeting, the delegate sends the Ballot to the sealed ballot box at the Meeting according to the instructions of the Vote Counting Committee. The ballot must have the signature and full name of the delegate.
- Electronic voting is similar to the provisions in Article 32 of this regulation.

#### **Điều 15. Election voting method**

*(Based on the provisions of the Election Regulations at the General Meeting of Shareholders)*

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

- Implemented in accordance with the provisions of law and the company's charter;
- Members of the vote counting committee must not be named in the list of nominees for the Board of Directors

##### **2. Election voting methods**

##### **a. Election by cumulative voting**

- Accordingly, each delegate has a total number of votes corresponding to the total number of shares owned, representing ownership multiplied by the number of members to be elected;
- Attending delegates have the right to allocate all of their total votes to one or more candidates;

- In case additional candidates arise on the day of the meeting, delegates can contact the Vote Counting Committee to request a new ballot and must return the old ballot (before putting it in the ballot box);
- In case of confusion, delegates should contact the Vote Counting Committee to be re-issued a new ballot and must return the old ballot;
- How to fill out the ballot:
  - Each delegate has a total number of voting rights corresponding to the number of voting shares (including owned and authorized shares) multiplied by the number of members to be elected.
  - Delegates have the right to allocate all or part of their total voting rights to one or more candidates.
  - Delegates shall clearly write the number of votes cast in the “Number of votes cast” box for the corresponding candidates.
- Principle of Election:
  - + Elected individuals are determined based on the number of votes received, counted from highest to lowest, starting from the candidate with the highest number of votes until the required number of members to be elected is reached.
  - + In case two (02) or more candidates receive the same number of votes for the last member position, a re-election shall be conducted among the candidates who received an equal number of votes.
  - + If the result of the first election does not yield the required number of elected individuals, elections shall continue until the required number of members to be elected is met.
- b. Voting by show of hands: Shall be conducted in accordance with the provisions at Point b, Clause 2, Article 13 of this Regulation.
- c. Electronic voting is similar to the provisions in Article 32 of this Regulation.

#### **Điều 16. Method of Vote Counting**

*(Based on the provisions in the Working Regulation of the General Meeting of Shareholders)*

The vote counting method is conducted by aggregating the cards/ballots for approval, disapproval, and abstention.

For sensitive matters and if requested by a shareholder, the Company must appoint an independent organization to collect and count the votes.

#### **Điều 17. Conditions for a Resolution to be Approved**

*(Based on the provisions in Article 20 of the Company Charter)*

#### **Điều 18. Announcement of Vote Counting Results**

*(Based on the provisions in the Working Regulation of the General Meeting of Shareholders)*

1. In case of open voting at the Meeting: The total number of “approval”, “disapproval”, and “abstention” cards shall be announced by the Chairperson immediately after the Vote Counting Committee completes counting the voting cards for that matter.

2. In case of voting by secret ballot: After counting the votes, the Vote Counting Committee must prepare a Vote Counting Result Report to announce before the Meeting.

#### **Điều 19. Method of Objecting to Decisions of the General Meeting of Shareholders**

*(Based on the provisions in Article 132 & Article 151 of the Law on Enterprises No. 59/2020/QH14, Article 23 of the Company Charter)*

##### **1. Requesting the Company to repurchase shares**

a. A shareholder who voted against the resolution on company restructuring or changing the rights and obligations of shareholders stipulated in the Company Charter has the right to request the company to repurchase their shares. The request must be in writing, clearly stating the shareholder's name, address, the number of shares of each type, the proposed selling price, and the 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 approves the resolution on the matters stipulated in this clause.

b. The company must repurchase the shares at the request of the shareholder stipulated in Clause 1 of this Article at market price or a price calculated according to the principles stipulated in the Company Charter within 90 days from the date of receiving the request. If an agreement on the price cannot be reached, the parties may request a valuation organization to determine the price. The company shall introduce at least 03 valuation organizations for the shareholder to choose from, and that choice shall be final.

##### **2. Requesting the annulment of a Resolution of the General Meeting of Shareholders**

Shall be carried out in accordance with the provisions in Article 23 of the Company Charter.

#### **Điều 20. Preparation of the Minutes of the General Meeting of Shareholders**

*(Based on the provisions in Clauses 1, 2, 3, Article 22 of the Company Charter)*

Shall be carried out in accordance with the provisions in Clauses 1, 2, 3, Article 22 of the Company Charter

#### **Điều 21. Announcing the Resolution, Minutes of the General Meeting of Shareholders**

*(Based on the provisions in Clause 4, Article 22 of the Company Charter)*

Shall be implemented in accordance with the provisions in Clause 4, Article 22 of the Company Charter

### **II. REGULATIONS FOR GENERAL MEETING OF SHAREHOLDERS ADOPTING RESOLUTIONS THROUGH WRITTEN BALLOT**

#### **Điều 22. Cases where shareholder opinions are obtained in writing**

*(Based on the provisions in Article 21 of the Company Charter)*

Shall be implemented in accordance with the provisions in Clause 1, Article 21 of the Company Charter

#### **Điều 23. Cases where opinions are not obtained in writing**

*Based on the provisions in Article 21 of the Company Charter*

The Board of Directors has the right to obtain shareholder opinions in writing regarding the matters stipulated in Clause 1, Article 21 of the Company Charter. In cases where the Board of Directors deems it necessary for shareholders to have direct discussion on a matter, the Board of Directors shall

consider the method for adopting the GMS resolution, or convene an extraordinary GMS, or address it at the nearest GMS.

#### **Điều 24. Order and procedures for the General Meeting of Shareholders to adopt Resolutions through Written Ballot**

*(Based on the provisions in Point a, Clause 2, Article 17; Article 21 of the Company Charter)*

1. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date.
2. The order and procedures for the General Meeting of Shareholders to adopt Resolutions through Written Ballot shall be implemented in accordance with the provisions from Clause 2 to Clause 8, Article 21 of the Company Charter.
3. Request for Annulment of the General Meeting of Shareholders' Decision adopted through Written Ballot

Within 90 days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the ballot counting results for obtaining opinions of the General Meeting of Shareholders, a shareholder or group of shareholders specified 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 a part of the content of the General Meeting of Shareholders' resolution in the following cases:

- a. The order and procedures for convening the meeting and adopting the resolution of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Clause 4, Article 20 of the Company Charter.
- b. The content of the resolution violates the law or the Company Charter.

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

#### **Điều 25. Notice of Convening the Online General Meeting of Shareholders**

Shall be implemented in accordance with the provisions in Article 7 of this Regulation.

Note: Ballot/voting slips do not need to be enclosed with the notice of meeting.

#### **Điều 26. Method for Registering to Attend the Online General Meeting of Shareholders**

The method for registering to attend the Online General Meeting of Shareholders before the opening date of the General Meeting of Shareholders is clearly stipulated in the Notice of General Meeting of Shareholders, including:

1. Conditions for Participation:
  - Having the name on the list of shareholders (DSCĐ) entitled to attend the General Meeting of Shareholders prepared according to the Company's notice of rights exercise.
  - Authorized representatives are eligible to attend in accordance with the law and the company's charter.
2. Technical requirements:

Delegates shall equip themselves with internet-connected electronic devices (e.g., computers, tablets, mobile phones, other internet-connected electronic devices...).

3. Method for recording attendance of Delegates at the online General Meeting of Shareholders:

A Delegate is recorded by the electronic voting system as attending the online General Meeting of Shareholders when that Delegate accesses the system using the access information provided in accordance with Article 26 of this Regulation and has cast an electronic vote on any matter within the agenda of the online General Meeting of Shareholders.

#### **Điều 27. Providing login information and electronic voting**

1. The link to access the electronic voting system, login name, access password, and other identification factors (if any) for attending the online General Meeting of Shareholders will be provided in the meeting notice (or in the form of login information notification stipulated by the Board of Directors). Delegates are responsible for keeping their login name, password, and other granted identification factors confidential to ensure that only the Delegate has the right to vote on the electronic voting system and shall bear full responsibility for this registered information.
2. When a Delegate requests re-issuance of login information, the Meeting Organizing Committee may provide notification through the following forms: in person or via email/phone. The form of providing login information via email or phone shall only be carried out based on shareholder information from the list of shareholders entitled to vote compiled by the Vietnam Securities Depository (VSD) according to the Company's notice on exercising rights.
3. Delegates shall use the login name, access password, or other identification factors (if any) to access the electronic voting system and cast electronic votes according to the agenda of the online General Meeting of Shareholders.

#### **Điều 28. Proxy authorization for attending the online General Meeting of Shareholders**

1. Shareholders shall grant proxy authorization in accordance with Clause 2, Article 9 of this Regulation.
2. Some regulations to note when granting online proxy authorization:

Shareholders must fully provide information to grant online proxy authorization, especially providing information of the proxy recipient: phone number, contact address, and email address. This serves as the basis for granting the login name, access password, and other identification factors (if any) to the proxy recipient.

Validity of online proxy authorization: the proxy authorization shall only have legal effect when satisfying the following conditions:

- When the shareholder has fully completed the information on the online proxy form and finished granting the online proxy authorization.
- The proxy form printed from the online proxy template has full signatures, clearly states the full name, and bears the seal (if an organization) of both the authorizing party and the proxy recipient.
- The Company receives the original proxy form before the official opening of the meeting.

Revocation of proxy authorization for shareholders who have granted online proxy authorization: shareholders shall send an official written request to revoke the online proxy authorization to the company before the official opening of the meeting. Note that the time of recording the effective revocation shall be calculated based on the time the Company receives the official written request for online proxy revocation.

Revocation of proxy authorization shall 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.

#### **Điều 29. Conditions for Proceeding**

Implemented according to the provisions in Article 10 of this Regulation.

### **Điều 30. Discussion at the Online General Meeting of Shareholders**

#### **a. Principles:**

- Discussion shall only be conducted within the specified time and within the scope of matters presented in the agenda of the General Meeting of Shareholders;
- Only Delegates are permitted to participate in discussions;
- Delegates with opinions shall register the discussion content in the form specifically stipulated in the meeting's working regulation;
- The Secretariat will arrange the discussion contents from the Delegates in the order of registration and forward them to the Chairman.

#### **b. Answering Delegates' Opinions:**

- Based on the discussion content from the Delegates, the Chairman or a member designated by the Chairman will answer the Delegates' opinions;
- In cases where, due to time constraints, questions have not been answered directly at the Meeting, the Company will provide answers later.

### **Điều 31. Method of Adopting Resolutions of the Online General Meeting of Shareholders**

The General Meeting of Shareholders shall adopt resolutions within its authority through electronic voting.

### **Điều 32. Online Voting Method**

#### **a. Method of Voting on Resolutions:**

- Delegates shall select one of three voting options: Approve, Disapprove, or Abstain for each matter put to a vote at the Meeting, as configured in the electronic voting system.
- Subsequently, Delegates shall proceed to confirm their vote for the electronic voting system to record the result.

#### **b. Method of Voting in Elections:**

- Election by cumulative voting method: Unless otherwise stipulated in the Company's charter, the voting for electing members of the Board of Directors must be conducted using the cumulative voting method (equal cumulative voting or specific number cumulative voting). Accordingly, Delegates shall cast their votes by marking the "Cumulative Voting" box or clearly stating the number of votes in the "Number of Votes" box for the corresponding candidates on the Ballot Paper configured in the electronic voting system. Subsequently, Delegates shall proceed to confirm their vote for the electronic voting system to record the result.
- Election by resolution voting method (if any): Shall be conducted according to the provisions on resolution voting stated in Clause a of this Article.

#### **c. Some Other Regulations when Conducting Electronic Voting:**

- If a Delegate does not vote on all matters for resolution or election according to the Meeting agenda, the matters not voted on or elected shall be considered as if the Delegate did not cast a vote for that matter.
- In case matters arise outside the circulated meeting agenda, Delegates may cast additional votes for resolution or election. If a Delegate does not vote on these arising matters, it shall be considered as if the Delegate did not cast a vote for that arising matter.

- Delegates may change their voting results for resolutions or elections (but cannot cancel the voting results); this includes the results of additional votes for resolutions or elections on matters arising outside the Meeting agenda. The online system will only count votes based on the final voting results for resolutions or elections at the time the electronic voting for each counting session, as stipulated in the meeting's working regulation, concludes.
- In the case where a Delegate votes by specifying the number of votes: An invalid ballot is one where the total number of votes cast for the candidates differs from (is greater than or less than) the total number of votes represented by the Delegate, calculated at the time of vote counting for the election.
- The electronic voting period is specifically stipulated in the working regulations of the general meeting. Delegates can access the electronic voting system and cast their votes 24 hours a day, 07 days a week, except in cases of system maintenance or other reasons beyond the Company's control. Upon the end of the voting period, the system will not record any further electronic voting results from Delegates.

### **Điều 33. Method of Online Vote Counting**

When Delegates cast votes/elect, the number of votes for resolutions or ballots for elections are recorded in the system according to the principle of votes for approval, votes against approval, and votes for abstention.

### **Điều 34. Announcement of Vote Counting Results**

Based on the vote counting minutes recorded as stipulated in Article 33 of this Regulation, the Vote Counting Committee will check, compile, and report the vote counting results for each matter according to the agenda of the general meeting to the Chairperson. The vote counting results will be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting.

### **Điều 35. Preparation of the Minutes of the General Meeting of Shareholders**

- To be implemented according to the provisions in Article 20 of this Regulation.
- The location for holding the online General Meeting of Shareholders recorded in the minutes is the location where the Chairperson of the General Meeting is present to preside over the meeting. This location must be within the territory of Vietnam.
- The method for approving the minutes of the General Meeting of Shareholders is specifically stipulated in the company's working regulations for the General Meeting of Shareholders session.

### **Điều 36. Announcement of the Resolution and Minutes of the General Meeting of Shareholders**

To be implemented according to the provisions in Article 21 of this Regulation.

## **IV. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS APPROVING RESOLUTIONS THROUGH A HYBRID (IN-PERSON COMBINED WITH ONLINE) MEETING FORMAT**

### **Điều 37. Notice of Convening the General Meeting of Shareholders**

To be implemented according to the provisions in Article 7 of this Regulation.

### **Điều 38. Method of Registering to Attend the General Meeting of Shareholders**

To be implemented according to the provisions in Clause 1 of Article 9 and Article 26 of this Regulation.

### **Điều 39. Authorization for a Representative to Attend the General Meeting of Shareholders**

To be implemented according to the provisions in Clause 2 of Article 9 and Article 28 of this Regulation.

**Điều 40. Conditions for Proceeding**

To be implemented according to the provisions in Article 10 of this Regulation.

**Điều 41. Method of Approving Resolutions of the General Meeting of Shareholders**

To be implemented according to the provisions in Article 11 and Article 31 of this Regulation.

**Điều 42. Method of Voting**

To be implemented according to the provisions in Article 14, Article 15, and Article 32 of this Regulation.

**Điều 43. Method of Vote Counting**

To be implemented according to the provisions in Article 16 and Article 33 of this Regulation.

**Điều 44. Announcement of Vote Counting Results**

To be implemented according to the provisions in Article 18 and Article 34 of this Regulation.

**Điều 45. Preparation of the Minutes of the General Meeting of Shareholders**

To be implemented according to the provisions in Article 20 and Article 35 of this Regulation.

**Điều 46. Announcement of the Resolution and Minutes of the General Meeting of Shareholders**

To be implemented according to the provisions in Article 21 of this Regulation.

**CHAPTER 3 – BOARD OF DIRECTORS**

**Section 1. General Provisions**

**Điều 47. Role, Rights, and Obligations of the Board of Directors**

*(Based on the provisions in Articles 278, 297 of Decree No. 155/2020/ND-CP, Article 26 of the Company Charter)*

The Board of Directors must fully comply with the responsibilities and obligations stipulated by the Law on Enterprises and as stipulated in Clause 2, Article 27 of the Company Charter, in addition, the Board of Directors has the following responsibilities and obligations:

1. Be responsible before shareholders for the company's operations;
2. Treat all shareholders equally and respect the interests of stakeholders related to the company;
3. Ensure the company's operations comply with the provisions of law, the Charter, and the company's internal regulations;
4. Develop the Operating Regulations of the Board of Directors for submission to the General Meeting of Shareholders for approval and disclosure on the company's website as guided by Circular No. 116/2020/TT-BTC dated December 31, 2020 guiding a number of articles on corporate governance applicable to public companies under 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.;
5. Supervise and prevent conflicts of interest among members of the Board of Directors, the General Director, and other managers, including the misuse of company assets and abuse of related-party transactions;

6. Develop internal regulations on corporate governance and submit them to the General Meeting of Shareholders for approval as stipulated in Article 270 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
7. Appoint the Corporate Governance Officer;
8. Organize training and workshops on corporate governance and necessary skills for members of the Board of Directors, the General Director, and other managers of the company;
9. Report on the activities of the Board of Directors at the General Meeting of Shareholders as stipulated in Clause 3, Article 26 of the Company Charter.
11. Other rights and obligations as stipulated by the Company Charter and the company's internal governance regulations

#### **Điều 48. Rights and obligations, responsibilities of members of the Board of Directors**

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

1. Members of the Board of Directors have full rights as stipulated by the Law on Securities, relevant laws, the company charter, and 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 obligations as stipulated in the company charter and the following obligations:
  - a. Perform their duties honestly and diligently for the highest interests of the shareholders and the company;
  - b. Attend all meetings of the Board of Directors and provide opinions on matters raised for discussion;
  - c. Report promptly and fully to the Board of Directors on remuneration received from Subsidiaries, associate companies, and other organizations;
  - d. Report to the Board of Directors at the nearest meeting on transactions between:
    - "The Company, Subsidiaries, Other companies where the Company holds control of 50% or more of the charter capital" and "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 was a founding member or a business manager within the last 03 years" prior to the transaction time;
  - e. Disclose information when conducting transactions involving company shares as stipulated by law. The independent member of the company's Board of Directors must prepare a report evaluating the activities of the Board of Directors

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

#### **Điều 49. Number, term, and structure of members of the Board of Directors**

*(Pursuant to the provisions in Article 25 of the Company Charter)*

The number, term, and structure of members of the Board of Directors are stipulated in Article 25 of the Company Charter.

#### **Điều 50. Standards and conditions for Members of the Board of Directors**

*(Pursuant to the provisions in Clause 1, Clause 2 of Article 155 of the Enterprise Law No. 59/2020/QH14, Article 275 of Decree No. 155/2020/NĐ-CP)*

1. Members of the Board of Directors must meet the standards and conditions stipulated in Clause 1, Clause 2 of Article 155 of the Enterprise Law and the Company Charter.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director of the Company
3. A member of the Board of Directors may concurrently be a member of the board of directors in a maximum of 05 other companies.

#### **Điều 51. Nomination and candidacy for members of the Board of Directors**

*(Pursuant to the provisions in Article 274 of Decree No. 155/2020/NĐ-CP; Clause 2, 3 of Article 24 of the Company Charter)*

The nomination and candidacy for Members of the Board of Directors shall be carried out in accordance with the provisions in Clause 2, 3 of Article 24 of the Company Charter.

#### **Điều 52. Method of electing members of the Board of Directors**

*(Pursuant to the provisions in Clause 3 of Article 148 of the Enterprise Law No. 59/2020/QH14, Clause 3 of Article 20 of the Company Charter)*

The method of electing Members of the Board of Directors shall be carried out in accordance with the provisions in Clause 3 of Article 20 of the Company Charter.

#### **Điều 53. Cases of dismissal, removal, replacement, and supplementation of members of the Board of Directors**

*(Pursuant to Article 160 of the Enterprise Law No. 59/2020/QH14)*

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
  - a. Not meeting the standards and conditions stipulated in Article 155 of the Enterprise Law;
  - b. Having submitted a letter of resignation and it has been accepted;
  - c. Other cases stipulated in the Company 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 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 a member of the Board of Directors; dismiss or remove a member of the Board of Directors in cases other than those stipulated in Clause 1 and Clause 2 of this Article.
4. The Board of Directors must convene a meeting of the 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 stipulated in the Company Charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

- b. The remaining number of members of the Board of Directors is less than the minimum number of members stipulated by law
- c. Except for the cases stipulated in points a and 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.

#### **Điều 54. Notification of election, dismissal, and removal of members of the Board of Directors**

After the decision on the election, dismissal, or removal of a member of the Board of Directors is made, the Company is responsible for disclosing information internally within the Company and to relevant agencies, on mass media, and on the Company's website in accordance with the procedures and regulations of current Law.

#### **Điều 55. Method for nominating candidates for the Board of Directors**

*(Based on Clause 1, Article 24 of the Company Charter)*

The method for nominating candidates for the Board of Directors shall be implemented in accordance with the provisions of Clause 1, Article 24 of the Company Charter.

#### **Điều 56. Election, removal, and dismissal of the Chairman of the Board of Directors**

*(Based on the provisions of Clauses 1, 2, 4, 5, Article 28 of the Company Charter)*

The election, removal, and dismissal of the Chairman of the Company's Board of Directors shall be implemented in accordance with the provisions of Clauses 1, 2, 4, 5, Article 28 of the Company Charter.

### **Section 3 – Remuneration, salary, bonuses, and other benefits of members of the Board of Directors**

#### **Điều 57. Remuneration, bonuses, and other benefits of members of the Board of Directors**

*(Based on the provisions of Article 27 of the Company Charter)*

The remuneration, salary, bonuses, and other benefits of members of the Board of Directors shall be implemented in accordance with the provisions of Article 27 of the Company Charter.

### **Section 4 – Regulations on the order and procedures for organizing meetings of the Board of Directors**

#### **Điều 58. Minimum number of Board of Directors meetings per month/quarter/year**

*(Based on the provisions of Article 157 of the Enterprise Law No. 59/2020/QH14; Clauses 1, 2, Article 29 of the Company Charter)*

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of the conclusion of the election of that Board of Directors. This meeting shall be convened and presided over by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest and equal number 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 once every quarter and may hold extraordinary meetings.

#### **Điều 59. Cases requiring the convening of extraordinary meetings of the Board of Directors**

*(Based on the provisions of Article 157 of the Enterprise Law No. 59/2020/QH14; Clauses 3, 4, 5, Article 29 of the Company Charter)*

Cases requiring the convening of extraordinary meetings of the Board of Directors shall be implemented in accordance with the provisions of Clauses 3, 4, 5, Article 29 of the Company Charter.

#### **Điều 60. Notice of meeting of the Board of Directors**

*(Based on the provisions of Article 157 of the Enterprise Law No. 59/2020/QH14; Clauses 6, 7, Article 29 of the Company Charter)*

The notice of meeting of the Board of Directors shall be implemented in accordance with the provisions of Clauses 6, 7, Article 29 of the Company Charter.

#### **Điều 61. Conditions for holding a meeting of the Board of Directors**

*(Based on the provisions of Article 157 of the Enterprise Law No. 59/2020/QH14; Clause 8, Article 29 of the Company Charter)*

A meeting of the Board of Directors shall be conducted when at least 3/4 of the total number of members attend. In case a meeting convened in accordance with this clause does not have the required number of attending members, it shall be convened for the second time within 07 days from the date scheduled for the first meeting. In this case, the meeting shall be conducted if more than half of the total number of members of the Board of Directors attend.

#### **Điều 62. Voting Method**

*(Pursuant to Clauses 9, 10, 11, 12, 15, 16, Article 29 of the Company Charter)*

The voting method for Board of Directors meetings shall be implemented in accordance with the provisions in Clauses 9, 10, 11, 12, 15, 16, Article 29 of the Company Charter.

#### **Điều 63. Method for Approving Resolutions of the Board of Directors**

*(Pursuant to Clause 14, Article 30 of the Company Charter)*

Resolutions and decisions of the Board of Directors shall be approved if assented to by a majority of the attending members; in case of an equal number of votes, the final decision shall rest with the side having the opinion of the Chairman of the Board of Directors.

#### **Điều 64. Authorization of a Board of Directors Member to Attend a Meeting**

*(Pursuant to Clause 13, Article 29 of the Company Charter)*

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

#### **Điều 65. Preparation of Board of Directors Meeting Minutes**

*(Pursuant to the provisions in Article 158 of the Law on Enterprises No. 59/2020/QH14)*

Board of Directors meetings must be recorded in minutes and may be 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, head office address, enterprise 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 person and method of attendance; full name of absent members and reasons;
- e. Issues discussed and voted on at the meeting;

- f. Summary of the opinions expressed by each attending member in the order of the meeting's proceedings;
- g. Voting results, clearly stating the members who assented, dissented, and abstained;
- h. Issues approved and the corresponding approval voting percentage;
- i. Full name and signature of the chairperson and the minute-taker, except for cases specified in Article 66 of these Regulations.

Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any difference in content between the minutes in Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall apply.

The chairperson, minute-taker, and signatories in the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.

The Board of Directors meeting minutes and documents used at the meeting must be kept at the company's head office.

#### **Điều 66. Case where the Chairperson and/or Secretary Refuses to Sign the Board of Directors Meeting Minutes**

*(Pursuant to the provisions in Clause 2, Article 158 of the Law on Enterprises No. 59/2020/QH14)*

In case the chairperson or minute-taker refuses to sign the meeting minutes, but if all remaining attending members of the Board of Directors sign and the minutes contain all the contents as stipulated in points a, b, c, d, dd, e, g, and h, Article 65 of these Regulations, then these minutes shall be valid.

#### **Điều 67. Notification of Resolutions and Decisions of the Board of Directors**

a. Based on the Minutes signed by the attending members of the Board of Directors, the Chairman of the Board of Directors (or the Board of Directors member presiding over the meeting on behalf of the Chairman of the Board of Directors) shall sign and issue the resolutions and decisions of the Board of Directors. Each issue agreed upon by the Board of Directors in the meeting must be issued within the content of a resolution or decision. The resolutions and decisions of the Board of Directors shall be sent to each member of the Board of Directors, the Supervisor(s), and the General Director, and shall be kept by the Company Secretary and the Company Archives.

b. From the Resolution of the Board of Directors, the Chairman of the Board of Directors may issue an extract of the Resolution with content consistent with the original Resolution. This extract of Resolution is signed by the Chairman of the Board of Directors and has the same legal validity as resolutions adopted by the Board of Directors at a meeting convened and organized in the usual manner.

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

#### **Điều 68. Sub-committees under the Board of Directors**

*(Pursuant to Article 30 of the Company Charter)*

1. The Board of Directors may establish sub-committees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors, with a minimum of 02 persons 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 a majority in the sub-committee, and one of these members shall be appointed as the 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. A resolution of the sub-committee shall only be effective when a majority of attending members vote to approve it 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 be consistent with current legal regulations and the provisions of the Company Charter and the Internal Regulations on Corporate Governance.
3. The establishment and operation of internal audit sub-committees under the Board of Directors (if any) are stipulated in detail in Appendix 1 attached to these Regulations.

## **Section 6 - Selection, appointment, dismissal of the Corporate Governance Officer**

### **Điều 69. Standards for the Corporate Governance Officer**

*(Pursuant to Clause 2, Article 31 of the Company Charter)*

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

### **Điều 70. Appointment of the Corporate Governance Officer**

*(Pursuant to Clause 1, Article 31 of the Company Charter)*

The Company's Board of Directors must appoint at least 01 Corporate Governance Officer to support corporate governance activities at 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.

### **Điều 71. Cases for dismissal of the Corporate Governance Officer**

1. The Board of Directors may remove/dismiss the Corporate Governance Officer when necessary but not contrary to current labor law regulations.
2. The Corporate Governance Officer may be dismissed by a resolution of the General Meeting of Shareholders.

### **Điều 72. Notification of appointment, dismissal of the Corporate Governance Officer**

After the decision on appointment or dismissal of the Corporate Governance Officer is made, the Company is responsible for disclosing information internally within the Company and to relevant authorities, in the mass media, and on the Company's website in accordance with the procedures and regulations of current law.

### **Điều 73. Rights and Obligations of the Corporate Governance Officer**

*(Pursuant to Clause 3, Article 31 of the Company Charter)*

The Corporate Governance Officer has the rights and obligations as stipulated in Clause 3, Article 31 of the Company Charter.

## **CHAPTER 4 – AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS**

### **Điều 74. Rights and obligations of the Audit Committee**

(Pursuant to Article 161 of the Enterprise Law No. 59/2020/QH14 and Article 38 of the Company Charter)

### **Điều 75. Nomination and election of Members of the Audit Committee**

1. Term of office of the Audit Committee: The term of office of the Audit Committee corresponds to the term of the Board of Directors. Accordingly, the term of office of a Member of the Audit Committee shall not exceed 5 (five) years.
2. Number, structure, and standards of the Audit Committee:
  - a. The Audit Committee shall have a minimum of 2 members. The specific number of members of the Audit Committee shall be decided by the Board of Directors at the first meeting of the Board of Directors' term. Specifically:
    - The Chairman of the Audit Committee must be an independent member of the Board of Directors appointed by the Board of Directors and
    - The members of the Audit Committee must be non-executive members of the Board of Directors.
  - b. Standards for the Audit Committee:

Members of the Audit Committee must have knowledge of accounting and auditing, a general understanding of the law and the Company's operations, and shall not fall into the following cases:

    - Work in the accounting or finance department of the Company;
    - Are members or employees of the approved audit firm that audited the Company's financial statements in the 3 consecutive preceding years.
    - The Chairman of the Audit Committee must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, or business administration.
3. Nomination and election of members of the Audit Committee:
  - After the General Meeting of Shareholders elects members of the Board of Directors for the new term, at the first meeting of the new term, the Members of the Board of Directors shall proceed to elect the Chairman of the Board of Directors. The Chairman of the Board of Directors shall, based on the profiles of the candidates for the Board of Directors, nominate the list of members of the Audit Committee.
  - Other members of the Board of Directors may self-nominate to be members of the Audit Committee if they deem themselves meeting the standards.
  - The entire Board of Directors shall vote to elect the Chairman of the Audit Committee and the remaining members of the Audit Committee based on the list of candidates prepared as described above.

#### **Điều 76. Activities of the Audit Committee**

The Audit Committee is responsible for activities related to:

- Financial statements;
- Internal audit activities;
- Services provided by independent auditors;
- Internal control, risk management;
- Compliance.

##### **Financial statements:**

- Review quarterly, semi-annual, and annual financial statements before the General Director submits them to the Board of Directors, the General Meeting of Shareholders, or discloses them externally as required by law; provide opinions on the truthfulness, completeness, timeliness, and conformity of the Financial Statements with the accounting regime, accounting standards, and current legal regulations;
- Review significant accounting and financial reporting matters, the impact of legal and professional regulations on the Company's Financial Statements;

- Discuss and review the results of the financial statement audit with the Chief Accountant, independent auditors, and relevant departments;
- Review the management letter from the Independent Auditor, provide opinions to the executive board regarding significant findings, recommendations, and related implementation plans.

#### **Internal Audit Activities**

The Audit Committee supervises matters related to the internal audit function, including:

- Internal audit plan;
- Audit methodology;
- Audit quality and effectiveness;
- Reviewing internal audit reports, with a focus on related recommendations and implementation plans.

#### **Services provided by the external auditor:**

- Proposing the selection of the external audit firm, audit fees, and all related matters for the Board of Directors to submit to the General Meeting of Shareholders for approval;
- Reviewing the nature and scope of the audit, the approach proposed by the External Auditor, including coordination with internal audit (if any);
- The Audit Committee and the External Auditor shall discuss matters that the Audit Committee or the External Auditor deems necessary (Management Letter, difficulties and issues identified from audit results, etc.).

#### **Internal Control, Risk Management**

- Supervising the internal control system and the risk management system;
- Reviewing external audit reports and internal audit reports assessing the internal control system and risk management, noting audit findings and recommendations, and feedback from the Executive Board.

#### **Compliance:**

- Monitoring the effectiveness of activities and measures to prevent fraud, violations of internal regulations, the Company Charter, professional ethics, or violations of law;
- Discussing with the General Director and/or members of the Executive Board about measures to prevent fraud and violations of professional ethics.

## **CHAPTER 5 - GENERAL DIRECTOR**

### **Điều 77. Role, Responsibilities, Rights, and Obligations of the General Director**

*(Pursuant to Clauses 2 and 4, Article 34 of the Company Charter)*

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; and is responsible before the Board of Directors and the law for the exercise of assigned rights and obligations.
2. The General Director has the rights and obligations as stipulated in Clause 4 of the Company Charter.

### **Điều 78. Term, Standards, and Conditions of the General Director**

*(Pursuant to the provisions in Clause 5, Article 162 of the Law on Enterprises No. 59/2020/QH14; Clause 3, Article 35 of the Company Charter)*

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

The General Director must satisfy the following standards and conditions:

- a. Not falling under the subjects stipulated in Clause 2, Article 17 of the Law on Enterprises;
- b. Must not be a family member of the enterprise's manager, the company's Controller, or the parent company's Controller; the representative of state capital, or the representative of the enterprise's capital contribution in the company and the parent company;
- c. Having professional qualifications and experience in the company's business management.

#### **Điều 79. Nomination and Appointment of the General Director**

Members of the Board of Directors have the right to nominate candidates for General Director in accordance with the standards and conditions stipulated in Article 78 of this Regulation and submit them to the Board of Directors for consideration when the Company needs to find a General Director.

#### **Điều 80. Appointment, Dismissal, Contract Signing, and Contract Termination for the General Director**

*(Pursuant to Clause 1, Clause 5 Article 35 of the Company Charter)*

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to be the General Director.
2. The Board of Directors may dismiss the General Director when a majority of the voting members of the Board of Directors attending the meeting approve and appoint a new General Director to replace.
3. The Board of Directors has the authority to sign/terminate the contract and decide the terms of the labor contract with the General Director as stipulated in Point i Clause 2 Article 27 and Article 35 of the Company Charter.

#### **Điều 81. Notice of appointment, dismissal, signing of contract, termination of contract for the General Director**

After a decision on the election, dismissal, or removal of the General Director is made, the Company is responsible for disclosing information internally within the Company, to relevant authorities, in the mass media, and on the Company's website in accordance with the procedures and regulations of current law.

#### **Điều 82. Salary and other benefits of the General Director**

*(Pursuant to Clause 2, 3 of the Enterprise Law No. 59/2020/QH14 and Clause 2, 3 Article 34 of the Company Charter)*

1. The General Director shall be paid salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.
2. The salary of the General Director shall be included in the business expenses of the Company in accordance with the law on corporate income tax, shall be 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.

## CHAPTER 6 – OTHER ACTIVITIES

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

#### **Điều 83. Procedures, sequence for convening, notice of meeting invitation, recording minutes, notice of meeting results between the Board of Directors and the General Director**

The procedures and sequence for convening, notice of meeting invitation, recording minutes, and notice of meeting results between the Board of Directors and the General Director shall be carried out according to the procedures and sequence for convening Board of Directors meetings as stipulated in Section 4 Chapter 3 of this Regulation.

#### **Điều 84. Notice of Resolution/Decision of the Board of Directors to the General Director**

*(Pursuant to the provisions in Clause 1 Article 171 of the Enterprise Law No. 59/2020/QH14)*

The Resolution/Decision and minutes of the Board of Directors meeting, after being issued, must be sent to the General Director at the same time and by the same method as for members of the Board of Directors.

#### **Điều 85. Cases where the General Director proposes convening a Board of Directors meeting and issues requiring the opinion of the Board of Directors**

*(Pursuant to the provisions in Point h Clause 3 Article 162 of the Enterprise Law No. 59/2020/QH14, Article 288 of Decree No. 155/2020/ND-CP, Clause 4 Article 35 of the Company Charter)*

##### 1. Cases for proposing to convene a Board of Directors meeting

The General Director may propose convening a Board of Directors meeting in the following cases:

- When finding that the rights of the General Director as stipulated in Article 35 of the Company Charter are not being exercised;
  - When discovering acts of violation of law or violation of the Company Charter by other enterprise executives after providing written notice to the Board of Directors, but the person committing the violation has not ceased the violation or has not provided solutions to remedy the consequences;
- ##### 2. Issues requiring the opinion of the Board of Directors:
- a. Proposing to the Board of Directors regarding the organizational structure plan and internal management regulations of the Company;
  - b. The General Director must prepare an annual recruitment plan for submission to the Board of Directors for approval.
  - c. In case of changes in structure or technology affecting the employment of many employees, the General Director is responsible for developing and submitting to the Board of Directors a labor utilization plan. The development of the labor utilization plan must involve the participation of the grassroots-level employee representative organization.
  - d. Proposing the dividend payment plan;
  - e. Seeking the Board of Directors' opinion for approval of the detailed business plan for the next fiscal year;
  - f. Other matters within the decision-making authority of the Board of Directors.

**Điều 86. Report of the General Director to the Board of Directors on the performance of assigned duties and powers**

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

1. Report on the implementation status of Resolutions of the Board of Directors and the General Meeting of Shareholders, the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders;
2. Quarterly and annual reports evaluating the Company's financial situation and business performance;
3. Reports on improvements in organizational structure, policies, and management;
4. Annual reports on the implementation of obligations towards the environment, community, and employees;
5. Future development plan
6. Report on the implementation status of other matters authorized by the Board of Directors and the General Meeting of Shareholders;
7. Report on other matters as required by the Board of Directors.

**Điều 87. Review of the General Director's implementation of resolutions and other matters authorized by the Board of Directors**

Based on the General Director's report on the performance of assigned duties and powers, the Board of Directors will review the results of the implementation of resolutions and other matters authorized by the Board of Directors by the General Director.

**Điều 88. Matters that the General Director must report, provide information, and the method of notification to the Board of Directors**

*(Based on the provisions in Clause 3, Article 291 of Decree No. 155/2020/ND-CP, Article 35, Article 42, Clause 3, Article 43 of the Company Charter)*

1. Matters that the General Director must report, provide information, and the method of notification to the Board of Directors
  - a. Matters that must be implemented according to the Resolutions / Decisions of the Board of Directors;
  - b. The General Director is obligated to notify the Board of Directors of transactions between the Company, its subsidiaries, or other companies controlled by the Company holding 50% or more of the charter capital, with the same entity or its related persons as stipulated by law.
  - c. Other matters requiring opinions or reporting to the Board of Directors must be sent at least five (05) working days in advance, and the Board of Directors will respond within five (05) working days.

In case of approving contracts and transactions as stipulated in Clause 1, Article 167 of the Law on Enterprises, with a value less than 35% of the total asset value of the enterprise recorded in the most recent financial statement, the company's legal representative, upon signing the contract or transaction, shall compile periodic reports for the Board of Directors at Board of Directors meetings. Specifically,

transactions with a value exceeding VND 10 billion per transaction must be reported to the Board of Directors via email within 24 working hours after the transaction arises.

3. Matters that the General Director must report, provide information, and the method of notification to the Audit Committee
  - a. The report of the General Director or other documents issued by the company submitted to the Board of Directors shall be sent to the members of the Audit Committee at the same time and by the same method as for members of the Board of Directors.
  - b. The General Director and other company executives must provide full, accurate, and timely information and documents regarding the company's management, operations, and business activities as requested by members of the Audit Committee.
  - c. The method of notification to the Audit Committee shall be the same as for the Board of Directors.

**Điều 89. Coordinate the control, operational, and supervisory activities among the members of the Board of Directors, the controllers, and the General Director according to the specific duties of the aforementioned members.**

**1. Coordination of activities between the Audit Committee and the Board of Directors:**

The Audit Committee plays a supervisory, coordinating, advisory, and information role, ensuring information is full, timely, and accurate. Specifically as follows:

- a. Regularly inform the Board of Directors about operational results, consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;
- b. In meetings of the Audit Committee, the Audit Committee has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing firm to attend and answer questions that need clarification;
- c. Periodic and ad-hoc inspections by the Audit Committee must have written conclusions (no later than fifteen (15) days from the date of completion) sent to the Board of Directors to provide additional basis for the Board of Directors in managing the Company. Depending on the extent and results of the aforementioned inspection, the Audit Committee 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, they are authorized to reserve their opinions in the minutes, and the Chairman of the Audit Committee is responsible for reporting to the nearest General Meeting of Shareholders;
- d. If the Audit Committee discovers acts violating the law or the company's Charter by members of the Board of Directors, the Audit Committee shall notify the Board of Directors in writing within forty-eight (48) hours, requesting the person committing the violation to cease the violation and implement remedial measures;
- e. Members of the Audit Committee are obligated to inform the Board of Directors of transactions between the Company, its subsidiaries, or other companies controlled by the Company holding 50% or more of the charter capital, with themselves or with related persons of such individuals as stipulated by law;
- f. For recommendations related to the Company's operational and financial situation, the Audit Committee must send the written document along with relevant materials at least fifteen (15) days before the expected date of receiving a response;

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

The Board of Directors shall facilitate the Audit Committee in performing its rights and obligations.

**2. Coordination of activities between the Audit Committee and the General Director:**

The Audit Committee has the function of inspection and supervision.

- a. In meetings of the Audit Committee, the Audit Committee has the right to request the General Director (concurrently requesting members of the Board of Directors, the General Director, and representatives of the approved auditing firm) to attend and answer questions that need clarification, and issues of interest to the members of the Audit Committee;
- b. Periodic and ad-hoc inspections by the Audit Committee must have written conclusions (no later than fifteen (15) days from the date of completion) sent to the General Director to provide additional basis for the General Director in managing the Company. Depending on the extent and results of the aforementioned inspection, the Audit Committee needs to discuss and agree with the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, they are authorized to reserve their opinions in the minutes, and the Chairman of the Audit Committee is responsible for reporting to the nearest General Meeting of Shareholders;
- c. Members of the Audit Committee have the right to request the General Director to facilitate access to records and documents related to the Company's business activities at the Head Office or where records are stored;
- d. For information and documents regarding the management and operation of business activities, business reports, and financial reports, the Audit Committee's request for provision must be sent to the Company at least forty-eight (48) working hours before the intended time of receiving a response. The Audit Committee shall not use the Company's non-public information or disclose it to others to carry out related transactions;
- e. The recommendations regarding measures to amend, supplement, and improve the organizational structure for management, supervision, and operation of the company's business activities by the Audit Committee must be sent to the General Director at least seven (07) working days before the intended date of receiving a response;

The General Director shall facilitate the Audit Committee in exercising its rights and fulfilling its obligations;

**3. Coordination of activities between the General Director and the Board of Directors:**

- a. In accordance with the law and the Company's Charter, the Board of Directors performs the governance function with the task of planning strategies, objectives, plans, policies, and capital; the General Director performs the executive function, implementing the strategies, objectives, and plans approved by the Board of Directors;
- b. The Board of Directors issues resolutions for the General Director and the executive apparatus to implement. Concurrently, the Board of Directors inspects and supervises the implementation of these resolutions;

- c. When proposing plans for the company's organizational structure or internal management regulations, the General Director shall send them to the Board of Directors as early as possible, but no less than five (05) working days before the date the content needs to be decided;
- d. The General Director is obligated to notify the Board of Directors of transactions between the Company, its subsidiaries, or other companies where the Company holds control of 50% or more of the charter capital, with the same entities or their related persons as stipulated by law;
- e. The delegation and authorization by the Board of Directors to the General Director shall be documented in a Resolution of the Board of Directors. In cases where there is no delegation or authorization from the Board of Directors, the maximum limit within the scope of the General Director's authority in executive matters shall be the highest level permitted by law, the Company's Charter, and other Regulations of the Board of Directors;
- f. The General Director has the right to propose that the Chairman of the Board of Directors convene an extraordinary meeting of the Board of Directors to consider and decide on issues arising in executive work that exceed the General Director's authority;
- g. The General Director may refuse to implement and reserve his opinions regarding decisions of the Board of Directors if he determines that such decisions are contrary to law or detrimental to the shareholders' interests. In such a case, the General Director must immediately provide a written report and explanation to the Board of Directors and the Audit Committee;

**Section 2 – Regulations on annual evaluation of reward and disciplinary actions for members of the Board of Directors, members of the Audit Committee, the General Director, and other corporate executives;**

**Điều 90. Regulations on the evaluation of the performance of Members of the Board of Directors, members of the Audit Committee, the General Director, and other executives;**

1. The Board of Directors shall consider developing performance evaluation standards for all members of the Board of Directors, the General Director, and other executives.
2. Annually, based on the assigned functions and duties and the results achieved, the BoD shall review and evaluate the performance of BoD members.
3. The evaluation of the performance of Audit Committee members shall be conducted according to the operational regulations of the Audit Committee.
4. The evaluation of the performance of other executives shall be carried out according to internal regulations or may be based on the self-assessment of these executives' performance.

**Điều 91. Rewards**

1. The BoD shall implement rewards based on the performance evaluation results stipulated in Article 95 of this Regulation.
2. Forms of rewards: monetary or other forms as decided by the BoD within its authority. The forms of rewards shall be planned by the General Director and submitted to the BoD for approval; in cases exceeding the BoD's authority, they shall be submitted to the General Meeting of Shareholders for approval.
3. The reward system for BoD members and Audit Committee members shall be decided by the General Meeting of Shareholders.
4. For enterprise executives: the reward fund shall be drawn from the Company's Reward and Welfare Fund and other legal sources. The reward level shall be based on the actual annual business results;

the General Director shall propose it to the BoD for approval, and in cases exceeding the BoD's authority, it shall be submitted to the General Meeting of Shareholders for approval.

## **Điều 92. Discipline**

1. The BoD shall consider establishing forms of discipline based on the nature and severity of the violation.
2. BoD members, Audit Committee members, and enterprise executives who fail to fulfill their duties as required with honesty, diligence, and prudence shall be personally liable for the damages caused by them.
3. BoD members, Audit Committee members, and enterprise executives who commit acts violating legal regulations or Company regulations while performing their duties shall, depending on the severity of the violation, be subject to disciplinary action, administrative penalties, or criminal prosecution in accordance with the law and the Company Charter. In case of causing damage to the interests of the Company, shareholders, or others, they shall compensate according to the provisions of law.

## **CHAPTER 7 - AMENDMENT OF CORPORATE GOVERNANCE REGULATIONS**

### **Điều 93. Supplementation and Amendment of Corporate Governance Regulations**

1. Any supplementation or amendment to this Regulation must be considered and decided by the Company's General Meeting of Shareholders.
2. In case there are legal provisions related to the company's operations that are not mentioned in this regulation, or in case there are new legal provisions different from the clauses in this regulation, those legal provisions shall automatically apply and govern the company's operations.

## **CHAPTER 8 - EFFECTIVE DATE**

### **Điều 94. Effective Date**

1. This Regulation, comprising 08 Chapters and 94 Articles, was unanimously approved by the General Meeting of Shareholders of The Golden Group Joint Stock Company on [Day] [Month], 2025, and its full text was accepted as effective.
2. This Regulation is the sole and official regulation of the company.
3. Copies or extracts of the Corporate Governance Regulation must bear the signature of the Chairman of the BoD.

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

**Ngo Quang Tuan**

## APPENDIX I

### INTERNAL AUDIT SUBCOMMITTEE UNDER THE AUTHORITY OF THE BOD

#### **Điều 1. Role, responsibilities, and authority of subcommittees under the Board of Directors and each member within the subcommittee**

##### **1. Role of the internal audit subcommittee:**

Through inspection, evaluation, and consulting activities, internal audit provides independent and objective assurance and recommendations on the following matters:

- The company's internal control system has been appropriately established and operated to prevent, detect, and handle the company's risks.
- The company's governance processes and risk management processes ensure effectiveness and high efficiency.
- The operational objectives and strategic objectives, plans, and tasks achieved by the company.

##### **2. Responsibilities of the internal audit subcommittee:**

- Maintain confidentiality of documents and information in accordance with current legal regulations and the company's Internal Audit Charter.
- Be accountable to the Board of Directors for the results of internal audit work, and for the assessments, conclusions, recommendations, and proposals in internal audit reports.
- Monitor, urge, and check the implementation results of post-internal audit recommendations by the company's departments.
- Organize continuous training to enhance and ensure the professional competence of internal audit personnel.

##### **3. Authority of the internal audit subcommittee**

- Be equipped with necessary resources and provided with full and timely access to all information, documents, and records necessary for internal audit activities, such as: The preparation, allocation, and assignment of budget estimates, accounting, and budget finalization for estimated budget companies; state budget estimates and state budget finalization for localities, financial reports, management reports, strategies for enterprises, and other types of reports related to the organization and operations of the company.
- Be granted access to and review all business processes and assets when performing internal audit; be granted access to and interview all officers and employees of the company regarding matters related to the audit scope.
- Be entitled to receive documents, written materials, and meeting minutes from the Board of Directors and other relevant functional departments related to internal audit work.
- Be entitled to attend internal meetings as stipulated by law or as provided in the company's Charter and internal regulations.
- Be entitled to supervise, evaluate, and monitor the corrective, remedial, and improvement actions taken by the leadership of the companies and departments regarding issues identified and recommended by internal audit.
- Be protected from uncooperative actions by the audited department/company.
- Be provided with training to enhance the capacity of personnel within the internal audit department.
- Be entitled to proactively perform duties according to the approved audit plan.
- Other rights as stipulated by law and the company's internal audit regulations.

##### **4. Responsibilities and authority of individuals performing internal audit work**

a. Responsibilities:

- Execute the approved audit plan;
- Identify information that is sufficient, reliable, relevant, and useful for achieving audit objectives;
- Base conclusions and audit results on appropriate analysis and evaluation in an independent and objective manner;
- Retain relevant information to support conclusions and provide audit results;
- Be responsible for the results of the assigned audit work;
- Maintain confidentiality of information in accordance with legal regulations;
- Continuously improve professional competence and maintain professional ethics;
- Other responsibilities as stipulated by law and the unit's Internal Audit Regulations.

b. Authorities:

- While conducting audits, have the right to be independent in commenting, evaluating, concluding, and making recommendations on the audited contents;
- Have the right to request the audited department/unit to provide timely and complete documents and information related to the audit content;
- Reserve opinions in writing regarding the audit results within the assigned scope;
- Exercise other authorities as stipulated by law and the unit's Internal Audit Regulations.

5. Responsibilities and authorities of the head of internal audit

a. Responsibilities:

- Manage and direct the internal audit department to perform tasks as regulated;
- Ensure that the personnel of the internal audit department are regularly trained and possess sufficient qualifications and professional competence to perform their tasks;
- Implement measures to ensure the independence, objectivity, and integrity of internal audit;
- Report to the subjects specified in Clause 4, Article 12 of this Decree when detecting weaknesses or deficiencies in the internal control system;
- Provide opinions when requested for consultation by the heads of internal audit of directly affiliated state-owned enterprises and public service units;
- Be responsible for the audit results performed by the internal audit department;
- Maintain information confidentiality in accordance with the law;
- Other responsibilities as stipulated by law and the unit's Internal Audit Regulations.

b. Authorities:

- Propose to the subjects specified in Clause 4, Article 12 of Decree 05/2019/ND-CP on issuing internal audit regulations, procedures, and professional internal audit methods;
- Be entitled to request the secondment of personnel from other departments of the unit; be entitled to propose hiring experts, consultants, or audit services to participate in internal audits when necessary, provided that the independence of internal audit is ensured;
- Attend meetings in accordance with the unit's internal regulations and the law;
- Exercise the authorities specified in Points a, b, c, Clause 2, Article 23 of Decree 05/2019/ND-CP;
- Exercise other authorities as stipulated by law and the unit's Internal Audit Regulations.

**Điều 2. Nomination, candidacy, election, dismissal, and removal of members of the internal audit subcommittee**

1. Term, number, standards, and structure of the internal audit subcommittee:

- a. The term of office for a member of the internal audit subcommittee is the same as the term of office for that member as a member of the Board of Directors. The Company's internal audit subcommittee

consists of 02 members, established by the Board of Directors / [through an authorized affiliated department (if any) by the Board of Directors].

- b. Standards for members of the internal audit subcommittee and the head of the subcommittee:
  - Hold a university degree or higher in majors relevant to audit requirements, possess sufficient knowledge and keep updated on the areas assigned for internal audit.
  - Have worked for 05 years or more in their trained major or 03 years or more working at the current company or 03 years or more working in audit, accounting, or inspection.
  - Possess general knowledge and understanding of law and the company's operations; have the ability to collect, analyze, evaluate, and synthesize information; possess knowledge and skills in internal audit.
  - Has not been disciplined at the level of reprimand or higher due to violations in economic, financial, or accounting management, or is not currently serving a disciplinary sentence.
  - The head of the internal audit subcommittee must be a member of the Board of Directors;
- c. The structure of the internal audit subcommittee members must ensure the following:
  - At least 01 member responsible for performing internal audit work.
  - At least 01 member responsible for overseeing the company's internal audit work.
  - If necessary, the Company may hire an independent audit organization qualified to operate in accordance with the law to provide internal audit services or establish an assisting group.
- 2. Method for election, nomination, dismissal, and removal of members of the internal audit subcommittee:

Members of the Board of Directors have the right to nominate candidates who meet the standards and conditions specified in Point b, Clause 1, Article 2 of this Appendix and submit them to the Board of Directors for consideration when the Board of Directors needs to find candidates. The Board of Directors will proceed to vote to elect members of the Internal Audit Subcommittee according to the order and procedures for organizing Board of Directors meetings as stipulated in this regulation.

The Board of Directors shall dismiss or remove a member of the internal audit subcommittee when they no longer meet the standards specified in Point b, Clause 1, Article 2 of this Appendix.

### **Điều 3. Activities of the internal audit subcommittee**

The activities of the internal audit subcommittee shall be carried out in accordance with the Internal Audit Regulation and procedures issued by the company's Board of Directors.



**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**  
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**REGULATION ON OPERATION OF  
THE AUDIT COMMITTEE**

**THE GOLDEN GROUP JOINT STOCK COMPANY**  
**(Initially issued on ... day ... month ... year 2025)**

## **REGULATION ON OPERATION OF THE AUDIT COMMITTEE**

*Pursuant to the Law on Securities dated November 26, 2019;*

*Pursuant to the Law on Enterprises dated June 17, 2020;*

*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 articles on corporate governance applicable to public companies under 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 Charter of The Golden Group Joint Stock Company;*

*The Board of Directors issues the Regulation on Operation of the Audit Committee of The Golden Group Joint Stock Company;*

*The Regulation on Operation of the Audit Committee of The Golden Group Joint Stock Company includes the following contents:*

### **Article 1. Scope of application and applicable subjects**

1. Scope of application: The Regulation on Operation of the Audit Committee stipulates the organizational structure and personnel, operating principles, rights, and obligations of the Audit Committee and its members to operate in accordance with the provisions of the Law on Enterprises, the Company's Charter, and other relevant legal provisions.

2. Applicable subjects: The Regulation on Operation of the Audit Committee applies to the Audit Committee and its members.

### **Article 2. Operating principles of the Audit Committee**

1. The Audit Committee must report directly in writing to the Board of Directors and shall not be interfered with in performing its duties to ensure the Company's compliance with all legal regulations.

2. Members of the Audit Committee shall perform their work in compliance with legal provisions and relevant regulations; they shall not participate in activities that affect professional reputation.

3. Members of the Audit Committee shall not disclose information provided to them unless such disclosure is required by law.

4. Members of the Audit Committee must be honest and not be influenced or controlled by anyone in making their conclusions.

### **Article 3. Rights and obligations of the Audit Committee**

The Audit Committee has the following rights and obligations:

1. Supervise the integrity of the Company's financial statements and official disclosures related to the Company's financial results;

2. Review the internal control and risk management systems;
3. Review related party transactions under the approval authority of the Board of Directors or the General Meeting of Shareholders and provide recommendations on transactions requiring approval from the Board of Directors or the General Meeting of Shareholders;
4. Supervise the Company's internal audit department;
5. Recommend the independent audit firm, remuneration level, and related terms in the contract with the audit firm for the Board of Directors' approval before submitting to the annual General Meeting of Shareholders for approval;
6. Monitor and evaluate the independence and objectivity of the auditing firm and the effectiveness of the audit process, especially when the Company uses non-audit services from the auditing party;
7. Supervise to ensure the Company complies with legal regulations, requirements of regulatory bodies, and other internal regulations of the Company;
8. Be entitled to access documents related to the Company's operations, communicate with other members of the Board of Directors, the General Director, the Chief Accountant, and other management personnel to gather information for the Audit Committee's activities;
9. Have the right to request representatives of the approved auditing organization to attend and answer questions related to the audited financial statements at meetings of the Audit Committee;
10. Use external legal, accounting, or other consulting services when necessary;
11. Develop and submit to the Board of Directors policies for risk identification and management, propose to the Board of Directors solutions for handling risks arising in the Company's operations;
12. Prepare written reports to the Board of Directors when discovering that members of the Board of Directors, the General Director, and other managers have not fully performed their responsibilities as stipulated in the Law on Enterprises and the Company's Charter;
13. Develop the Operating Regulations of the Audit Committee and submit them to the Board of Directors for approval;
14. Other rights and obligations as stipulated in the Company's Charter.

#### **Article 4. Composition of the Audit Committee**

1. The Audit Committee shall have 02 or more members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.
2. Members of the Audit Committee must have knowledge of accounting and auditing, a general understanding of the law and the Company's operations, and must not fall into the following cases:
  - a) Working in the accounting or finance department of the Company;
  - b) Being a member or employee of the approved auditing organization that performed the audit of the Company's financial statements in the immediately preceding 03 years.
3. The Chairman of the Audit Committee must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, or business administration.
4. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of

Directors.

5. The salary and operating expenses of the Audit Committee and its members shall be determined by the General Meeting of Shareholders and must be reported at the annual General Meeting of Shareholders and disclosed in the Company's Annual Report.

#### **Article 5. Meetings of the Audit Committee**

1. The Audit Committee must meet at least 02 times a year. Meeting minutes shall be prepared in detail and clearly, and must be fully retained. The minute-taker and the attending members of the Audit Committee must sign the meeting minutes.

2. The Audit Committee shall adopt decisions by voting at meetings, obtaining opinions in writing, or using other methods similar to meetings of the Board of Directors. Each member of the Audit Committee shall have one vote. Decisions of the Audit Committee shall be adopted if approved by a majority of the attending members; in case of a tie vote, the final decision shall rest with the opinion of the Chairman of the Audit Committee.

#### **Article 6. Report on the Activities of the Independent Member of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders**

1. The independent member of the Board of Directors in the Audit Committee is responsible for reporting on activities at the Annual General Meeting of Shareholders.

2. The report on the activities of the independent member of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders must include the following contents:

a) Remuneration, operating expenses, and other benefits of the Audit Committee and each member of the Audit Committee in accordance with the Law on Enterprises and the Company Charter;

b) Summary of the Audit Committee's meetings and the Audit Committee's conclusions and recommendations;

c) Results of supervision over the Company's financial statements, business performance, and financial situation;

d) Evaluation report on transactions between the Company, its subsidiaries, other companies where the Company holds control over 50% or more of the charter capital, and members of the Board of Directors, Director (General Director), other executives of the enterprise, and their related persons; transactions between the Company and companies in which a member of the Board of Directors, Director (General Director), or other executive of the enterprise was a founding member or an enterprise manager within the last 03 years prior to the transaction date;

đ) Results of evaluation of the Company's internal control and risk management systems;

e) Results of supervision over the Board of Directors, General Director, and other executives of the enterprise;

g) Results of evaluation of the coordination of activities between the Audit Committee and the Board of Directors, General Director, and shareholders;

#### **Article 7. Effectiveness**

The Operating Regulations of the Audit Committee of The Golden Group Joint Stock Company comprise 7 articles and shall be effective from the date of ... month of ... year 2025

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