SAIGON PASSENGER TRANSPORT JOINT STOCK COMPANY

SaigonBus

M.S.D.N:0300478044-C.T.C.P
CÔNG TY CỔ PHẦN XE KHÁCH SÀI GÒN
T.P HỒ CHÍ MINH

INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF SAIGON PASSENGER TRANSPORT JOINT STOCK COMPANY

INTERNAL REGULATIONS ON CORPORATE GOVERNANCE
SAIGON PASSENGER TRANSPORT JOINT STOCK COMPANY

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 providing detailed guidance on 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 certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government providing detailed guidance on the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter of Saigon Passenger Transport Joint Stock Company;

Pursuant to Resolution of the General Meeting of Shareholders No. 267/NQ-ĐHĐCĐ/2022 dated April 21, 2022.

The Board of Directors hereby promulgates the Internal Regulations on Corporate Governance of Saigon Passenger Transport Joint Stock Company, comprising the following provisions:

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope and Subjects of Regulation

1. The Corporate Governance Regulations (hereinafter referred to as the "Regulations") are formulated and issued in accordance with the provisions of enterprise law, securities law, and other relevant laws on the governance of joint stock companies.

2. In order to ensure sustainable development and to promote clarity and transparency in the Company's operations, these Regulations provide fundamental principles of corporate governance to protect the lawful rights and interests of shareholders; define the authority, obligations, procedures, and methods of operation of the Company's management and executive officers; establish ethical standards for executive officers and the Supervisory Board; and regulate coordination procedures and working processes among executive officers, the Supervisory Board, and the General Director in participating in the Company's governance process.

3. Scope of Regulation:

The Internal Regulations on Corporate Governance prescribe the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the order and procedures for convening and conducting meetings of the General Meeting of Shareholders; the nomination, self-nomination, election, dismissal, and removal of members of the Board of Directors, the Supervisory Board, and the General Director; and other activities in accordance with the Company's Charter and other applicable legal provisions.

4. Subjects of Application:

These Regulations shall apply to members of the Board of Directors, the Supervisory Board, the General Director, and related persons.

Article 2. Interpretation of Terms and Abbreviations

1. Terms already defined in the Company's Charter shall be automatically understood and applied similarly in these Regulations. The defined terms and abbreviations below shall have the following meanings:

a) "Corporate governance" means a system of principles and rules to ensure that the Company is directed, managed, and controlled effectively for the benefit of shareholders and stakeholders of the Company;

b) "Charter" means the Charter of the Company duly approved by the General Meeting of Shareholders;

c) "General Meeting of Shareholders" (abbreviated as "GMS") consists of all shareholders with voting rights and is the highest decision-making body of the Company;

d) "Board of Directors" (abbreviated as "BOD") means the Company's management body, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company that do not fall under the authority of the GMS, and being responsible for managing the Company in the lawful interests of shareholders;

đ) "Supervisory Board" (abbreviated as "SB") means the body responsible for supervising executive officers in the management and administration of the Company and accountable to the GMS for the performance of its assigned duties. The powers, responsibilities, and operating mechanism of the SB are prescribed in Chapter V of these Regulations.

e) "Manager" shall have the meaning prescribed in Clause 24, Article 4 of the Law on Enterprises 2020, including the Chairperson of the Board of Directors, members of the Board of Directors, and the General Director of the Company.

f) "Executive Officer" means the General Director, Deputy General Director(s), and the Chief Accountant.

g) "Major Shareholder" means a shareholder holding 5% or more of the voting shares.

h) "Related Person" means an individual or organization as prescribed in Clause 46, Article 4 of the Law on Securities, and other persons specified in the relevant internal regulations of the Company.

i) "Company" means Saigon Passenger Transport Joint Stock Company.

j) "Organizational Structure" shall be construed in accordance with Article 18 of the Company's Charter.

k) "Shareholder Attending the General Meeting of Shareholders Online" means a person owning at least one share of the Company whose name appears on the list of shareholders entitled to attend the General Meeting of Shareholders provided by the Vietnam Securities Depository Center, or a person duly authorized in writing by a shareholder, who has been granted an access account by the Company to register for participation in the online General Meeting of Shareholders and/or to cast votes electronically.

l) "Online General Meeting" means a General Meeting of Shareholders conducted through the application of modern information technology solutions for transmitting audio and/or visual content of the meeting, enabling shareholders located at different places to attend, observe, discuss, and vote on matters submitted to the meeting.

m) "Venue of the Online General Meeting" includes the principal venue and other venues. The principal venue is where the Presidium is present and presides over the meeting, while the other venues are locations where shareholders log in to the online system using the access accounts provided by the Company to participate in the Online General Meeting.

n) "Electronic Voting" means the voting process whereby a shareholder or a shareholder's authorized representative casts votes at the General Meeting of Shareholders through the online system.

o) "Online System" means the application, software system, or website used by the Company to facilitate the organization of the Online General Meeting of Shareholders and/or Electronic Voting.

p) "Registration for Attendance at the Online General Meeting" means the process by which a shareholder uses the login credentials provided to access the online system and register for participation in the Online General Meeting in accordance with these Regulations and the Company's instructions.

q) "Login Credentials" include the user ID and password specified in the Notice of Meeting, or the One-Time Password (OTP) sent to the shareholder's telephone number or the telephone number of the shareholder's authorized representative. The password and OTP are uniquely issued by the Company to each shareholder or the shareholder's authorized representative and are provided in the Notice of Meeting or sent to the registered telephone number of the shareholder or the authorized representative.

r) "Opening Time of the Online System" means the time from which shareholders may access the online system to review meeting materials, register for attendance at the Online General Meeting, and vote on matters submitted for approval at the meeting.

s) "Closing Time of the Online System" means the time at which access to the online system, voting, or other functions is closed in accordance with the announcement made by the Chairperson of the General Meeting.

2. In these Regulations, references to one or more provisions of the Charter or any legal document shall include any amendments, supplements, or replacement documents thereto.

Article 3. Principles of Corporate Governance

The fundamental principles of corporate governance are as follows:

1. Comply with applicable laws and regulations and the Company's Charter; uphold business ethics and fulfill corporate social responsibility;

2. Ensure openness, clarity, and transparency in the management and administration of the Company's production and business operations;

3. Ensure equal and fair treatment of all shareholders, protect the lawful rights and interests of shareholders, and recognize the role of stakeholders having interests related to the Company;

4. Ensure that all strategic planning, policy direction, and supervisory activities are carried out with the common objective of maximizing the interests of the Company;

5. Establish a unified system of relationships, defined through organizational structures, procedures, and processes among the Executive Officers, the Supervisory Board, and the management apparatus, thereby ensuring an effective corporate governance structure.

CHAPTER II. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 4. Role of the General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall convene an Annual General Meeting once each year within four (04) months from the end of the fiscal year. Where necessary, the Board of Directors may decide to extend the time for convening the Annual General Meeting; however, such extension shall not exceed six (06) months from the end of the fiscal year. In addition to the Annual General Meeting, the General Meeting of Shareholders may convene Extraordinary General Meetings. The venue of the General Meeting of Shareholders shall be determined as the location where the Chairperson presides over the meeting and must be within the territory of the Socialist Republic of Vietnam..

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue for the meeting. The Annual General Meeting of Shareholders shall decide on matters prescribed by law and the Company's Charter, including, in particular, the approval of the audited annual financial statements. Where the auditor's report on the Company's annual financial statements contains material qualified opinions, an adverse opinion, or a disclaimer of opinion, the Company shall invite a representative of the approved audit firm that audited the Company's financial statements to attend the Annual General Meeting of Shareholders. Such representative of the approved audit firm shall be responsible for attending the Company's Annual General Meeting of Shareholders.

3. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in accordance with Article 21 of the Company's Charter and these Regulations.;

Article 5. Rights and Obligations of the General Meeting of Shareholders

The General Meeting of Shareholders shall have all rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, and other relevant provisions of the laws of Vietnam. The rights and obligations of the General Meeting of Shareholders are specifically set out in Article 22 of the Company's Charter.

Article 6. Rights and Obligations of Shareholders

Shareholders shall have all rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, and other relevant provisions of the laws of Vietnam. The rights and obligations of shareholders are specifically set out in Articles 19 and 20 of the Company's Charter.

Article 7. Equal Treatment of Shareholders

1. Shareholders shall be treated equally through the protection of their rights as prescribed in the Company's Charter, these Regulations, and applicable laws.

2. Minority shareholders or groups of minority shareholders shall also have their rights protected through collective action by combining their voting rights to achieve the voting threshold required to exercise their voting rights in accordance with their collective will.

Article 8. Rights and Obligations of Major Shareholders in Corporate Governance

In addition to the fundamental rights of shareholders as prescribed by applicable laws and the Charter, major shareholders shall not abuse their position to cause harm to the legitimate and legally protected rights and interests of the Company and other shareholders. Major shareholders shall be obliged to disclose information in accordance with the law.

Article 9. Dividend Policy of the Company

A dividend is the net profit paid for each share in cash or in other assets from the remaining profits of the Company after the Company has fulfilled its financial obligations. Receiving dividends is one of the fundamental rights of the Company's shareholders.

1. Method of Dividend Payment:

The Board of Directors may decide to make an interim dividend payment if it deems that such payment is consistent with the Company's profitability. Dividends shall be paid in accordance with Article 56 of the Company's Charter.

2. Procedures and Order for Dividend Payment:

a) The Board of Directors shall propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors shall be the body responsible for implementing such decision;

b) Where dividends or other amounts relating to a class of shares are paid in cash, the Company shall make such payment in Vietnamese Dong. Payment may be made directly or through banks based on the banking details provided by the shareholder. Where the Company has transferred the payment in accordance with the banking details provided by the shareholder but the shareholder fails to receive the funds, the Company shall not be liable for the amount transferred to the intended beneficiary;

c) In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution specifying a record date for determining the list of shareholders. Based on such record date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notices, or other documents.;

d) Subject to the approval of the General Meeting of Shareholders, the Board of Directors may decide and announce that holders of ordinary shares shall have the option to receive dividends in the form of ordinary shares in lieu of cash dividends. Such additional shares shall be deemed fully paid-up, and their value shall be equivalent to the amount of the cash dividend otherwise payable, calculated on the basis of the most accurate valuation available.

3. Other matters relating to the Company's dividend policy include:

a) Profits available for distribution;

b) Interim dividend payment level;

c) Time and place of dividend payment;

d) Method of dividend payment in assets (if any);

f) Conditions for dividend payment and circumstances in which dividends shall not be paid.

The above matters shall be proposed by the General Director as part of the dividend policy and approved by the Board of Directors. The dividend policy may be amended at any time upon the decision of the Board of Directors.

Article 10. Preparation for the Annual General Meeting of Shareholders

1. The Board of Directors shall be responsible for convening the Annual General Meeting of Shareholders and selecting an appropriate venue for the meeting within the territory of Vietnam. The Company shall publish on its website the internal procedures governing the order, procedures for convening the meeting, and voting at the General Meeting of Shareholders.

2. The authority of the General Meeting of Shareholders is prescribed in Article 22 of the Company's Charter.

3. The procedures for preparing the Annual General Meeting of Shareholders, as well as the provisions governing the convening of the General Meeting of Shareholders, the meeting agenda, and the notice of meeting, are set out in Article 25 of the Company's Charter. Specifically, the preparation for the Annual General Meeting of Shareholders shall include the following:

a) Preparation of the draft meeting agenda and contents:

\+ The meeting agenda and meeting contents shall define the structure of the meeting and identify the matters to be discussed and approved at the Annual General Meeting of Shareholders;

\+ During the period preceding the decision to convene the General Meeting of Shareholders, the Board of Directors shall consider all requests and proposals, whether formal or informal, submitted by shareholders for inclusion in the meeting agenda;

+ The preparation and distribution of meeting materials to members of the Board of Directors shall ensure that they have sufficient time for review and decision-making, and shall comply with the Board of Directors' working procedures;

+ The Board of Directors shall prepare draft resolutions for each matter included in the meeting agenda.

b) Preliminary Decisions:

The Board of Directors shall make preliminary decisions on the following matters in preparation for the General Meeting of Shareholders:

+ The agenda and contents of the General Meeting;

+ The determination of the date and venue for the Annual General Meeting of Shareholders in accordance with Article 25 of the Company's Charter. The venue of the General Meeting of Shareholders shall enable shareholders to attend the meeting and shall provide adequate seating capacity for attending shareholders. The Board of Directors shall estimate in advance the expected number of attending shareholders and formulate a detailed plan for the meeting venue;

+ Procedures relating to the notice of meeting and the list of meeting documents;

+ Preparation of the List of Shareholders:

The list of shareholders shall be prepared for the purpose of identifying shareholders entitled to attend the General Meeting of Shareholders. The list of shareholders shall include information on all shareholders registered as of the record date, including:

(i) Full name;

(ii) Permanent residential address, nationality, Identity Card/Citizen Identity Card number, passport number, or other lawful personal identification of an individual shareholder; or the name, head office address, nationality, establishment decision number or Enterprise Registration Certificate number of an institutional shareholder;

(iii) Number of shares of each class held;

(iv) Email address (if any).

4. The Company shall disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date.

5. The notice of the General Meeting of Shareholders to shareholders shall be given in accordance with Article 25 of the Company's Charter.

6. The Company Secretary shall assist shareholders in verifying their information to ensure that their rights have been duly recorded. Shareholders shall have the right to verify the accuracy of the information relating to themselves and the number of shares they hold as recorded in the register of shareholders. Shareholders shall have the right to request the correction of inaccurate information or the supplementation of necessary information relating to themselves in the list of shareholders entitled to attend the General

Meeting of Shareholders in accordance with applicable regulations.

7. The Board of Directors may amend, supplement, or revise the list of shareholders after the record date for the purpose of restoring the lawful rights of shareholders who were omitted from the list or correcting other errors, including those relating to shareholders' information.

8. Nominee Shareholders:

Where the register of shareholders contains only the information of an individual or organization acting as a nominee shareholder, rather than the information of the beneficial owner of the shares, the notice of the General Meeting of Shareholders shall be sent to the nominee shareholder if the address of the beneficial owner is unknown.

9. Regulations on the Notice of the General Meeting of Shareholders:

9.1 The notice of the General Meeting of Shareholders shall be given in accordance with Article 25 of the Company's Charter, specifically as follows::

a) The notice of the General Meeting of Shareholders shall be sent to all shareholders and simultaneously disclosed through the information disclosure system of the Stock Exchange (where the Company is listed or registered for trading) and on the Company's website.

b) The notice of the General Meeting of Shareholders shall be sent at least twenty-one (21) days prior to the date of the General Meeting of Shareholders (calculated from the date on which the notice is duly dispatched, postage prepaid, or deposited in the mail)..

c) The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website.

d) Where the meeting documents are not enclosed with the notice of the General Meeting of Shareholders, the notice shall clearly specify the website address where shareholders may access such documents.

9.2 The notice of the General Meeting of Shareholders shall contain sufficient information to instruct shareholders on the procedures for attending the meeting. Such information shall include:

a) The name and address of the Company;

b) The number and date of issuance of the Enterprise Registration Certificate, and the place of business registration of the Company;

c) The time and venue of the meeting;

d) The name and permanent residential address of the shareholder or the shareholder's authorized representative;

e) The record date;

f) The meeting agenda;

g) The form of proxy;

h) The voting ballot, discussion materials, and draft resolutions;

i) Information on the time and place where shareholders may obtain the meeting materials;

j) Procedures for obtaining essential information;

k) The time at which registration for attendance at the meeting commences;

l) The place for registration of attendance at the meeting;

m) The person designated by the Company to receive notifications from shareholders regarding any irregularities in the registration for attendance at the meeting;

n) The contact address and information of the person to whom shareholders shall send their written voting instructions.

9.3 The information and documents to be made available to shareholders attending the General Meeting of Shareholders shall include::

a) The annual financial statements;

b) The Independent Auditor's Report;

c) The Report of the Supervisory Board;

d) The Report of the Board of Directors on its activities;

e) The draft amendments to the Company's Charter and the draft new Charter (if any);

f) The draft resolution of the Annual General Meeting of Shareholders;

g) Information on candidates nominated for election to the Board of Directors and the Supervisory Board;

h) The opinions of the Board of Directors on each matter included in the meeting agenda and any dissenting opinions (if any);

i) Documents required where the General Meeting of Shareholders considers and approves the restructuring of the Company;

j) A detailed explanation by the Board of Directors regarding the conditions and procedures for the restructuring (Board of Directors' Report);

k) The annual reports and annual financial statements of all companies involved in the restructuring for the three (03) most recent financial years, or from the date of incorporation if such company has been established for less than three (03) years;

l) The accounting records for the quarter immediately preceding the quarter in which the restructuring decision is to be made, together with the Independent Auditor's Report and the Report of the Supervisory Board (if any).

9.4 The method for distributing voting ballots shall be governed by Clause 1, Article 27 of the Company's Charter or by the instructions enclosed with the Notice of the General Meeting of Shareholders.

9.5 Approval of the Meeting Agenda and Contents:

(i) A shareholder or a group of shareholders as prescribed in Clause 2, Article 12 of the Company's Charter shall have the right to propose additional matters for inclusion in the agenda of the General Meeting of Shareholders;

(ii) Any proposal to include matters in the agenda of the General Meeting of Shareholders shall be made in writing and submitted to the Company in accordance with Clause 4, Article 25 of the Company's Charter. Such written proposal shall include the following information:

a) Name of the shareholder;

b) Number and class of shares held by the shareholder;

c) Shareholder registration number and date of registration with the Company;

d) The matter proposed for inclusion in the meeting agenda;

e) Signature of the shareholder;

f) The reasons for making the proposal.

(iii) Where the person signing the written proposal is a representative of a shareholder, a valid power of attorney shall be enclosed;

(iv) The Board of Directors shall have the right to reject shareholders' proposals in the cases prescribed in Clause 5, Article 25 of the Company's Charter. In addition, the Board of Directors may reject any proposal that does not comply with applicable laws;

(v) The Board of Directors shall include all valid shareholder proposals that are not rejected as separate agenda items for the General Meeting of Shareholders.;

(vi) The Board of Directors shall notify shareholders at the General Meeting of Shareholders of any decision to reject a shareholder's proposal, together with the reasons for such rejection. The Board of Directors may also send a written notice of rejection stating the reasons therefor.

(vii) Matters to be included in the meeting agenda shall include:

a) Approval of the dividend rate applicable to each class of shares;

b) Approval of the Company's annual financial statements;

c) Approval of the Report of the Board of Directors and the Report of the Supervisory Board;

d) Other matters falling within the authority of the General Meeting of Shareholders.

9.6 Draft Resolutions of the General Meeting of Shareholders:

The Board of Directors shall prepare draft resolutions for all matters included in the agenda of the General Meeting of Shareholders.

Article 11. Organization of the Annual General Meeting of Shareholders

1. The order, procedures, and conditions for conducting the Annual General Meeting of Shareholders are prescribed in Article 26 of the Company's Charter. In addition, the procedures for organizing the General Meeting of Shareholders are supplemented as follows:

+ Registration for Attendance at the General Meeting of Shareholders:

The registration for attendance at the General Meeting of Shareholders shall be conducted in accordance with Clause 1, Article 27 of the Company's Charter, specifically as follows:

- The Company Secretary or a department/individual designated by the Board of Directors shall be responsible for registering attendees of the General Meeting of Shareholders. Registration shall include the registration of shareholders and their duly authorized representatives prior to the opening of the General Meeting of Shareholders. Shareholders shall be registered for the purpose of verifying that the minimum attendance quorum of shareholders or their duly authorized representatives, as required by law and the Company's Charter, has been satisfied so that the General Meeting of Shareholders may be validly convened.

- Where a shareholder appoints more than one authorized representative, the number of shares and voting rights authorized to each representative must be clearly specified.

- Where the notice of meeting is accompanied by a voting ballot, a shareholder shall be deemed to have attended the meeting if the completed voting ballot is sent by registered mail to the Board of Directors no later than one (1) day prior to the opening of the meeting.

- The procedures for authorization and the execution of powers of attorney by shareholders shall be carried out in accordance with Article 23 of the Company's Charter.

- The verification of attendees' eligibility shall be conducted in accordance with Clause 7, Article 27 of the Company's Charter. The documents required to be brought to the meeting and presented for inspection upon registration for attendance at the General Meeting of Shareholders shall be clearly specified in the Notice of the General Meeting of Shareholders, including: the Identity Card, Citizen Identity Card, passport, or a copy of the Enterprise Registration Certificate, the Notice of Meeting, and the power of attorney (where attendance is by an authorized representative). Registration shall be conducted at the venue of the General Meeting of Shareholders..

2. Verification and Announcement of the Minimum Attendance Quorum:

The verification and announcement of the minimum attendance quorum shall be carried out in accordance with Clause 1, Article 26 of the Company's Charter. Specifically, the Company Secretary or a department/individual designated by the Board of Directors shall be responsible for verifying and announcing that the number of attendees satisfies the minimum quorum required by law and the Company's Charter. The attendance quorum shall be announced by the Chairperson or the Head of the Shareholder Eligibility Verification Committee immediately after the completion of shareholder registration and before shareholders commence voting

3. Opening of the General Meeting of Shareholders:

a) Once the minimum attendance quorum prescribed in Clause 1, Article 26 of the Company's Charter has been satisfied, the Chairperson of the Board of Directors shall declare the opening of the General Meeting of Shareholders.

b) The Chairperson of the General Meeting of Shareholders shall be determined in accordance with Clause 2, Article 27 of the Company's Charter. Where the Chairperson is to be elected due to the absence of the Chairperson of the Board of Directors, the names of the nominees and the number of votes received by each nominee shall be announced, and the nominee receiving the highest number of votes shall serve as the Chairperson of the meeting.

c) The Chairperson, or a person designated by the Chairperson, shall nominate one or more secretaries to record the minutes of the General Meeting of Shareholders in accordance with Article 30 of the Company's Charter.

4. Vote Counting Committee:

4.1 Election of the Vote Counting Committee:

a) The Chairperson, or a person designated by the Chairperson, shall propose that the General Meeting of Shareholders elect a Vote Counting Committee for each General Meeting of Shareholders.

b) The Vote Counting Committee shall consist of nine (09) members, including one (01) Head of the Committee, who shall be nominated by the Chairperson or a person designated by the Chairperson and elected by the General Meeting of Shareholders. Members of the Vote Counting Committee shall not be included in the list of nominees or self-nominated candidates for election to the Board of Directors or the Supervisory Board.

c) To ensure that the vote-counting process is conducted openly and transparently, the Vote Counting Committee shall be subject to supervision throughout the vote-counting process. The Chairperson of the General Meeting of Shareholders may appoint a person or a unit responsible for supervising the vote-counting process. Such person or unit shall have the authority to intervene and immediately report any indication of irregularity or lack of transparency detected during the vote-counting process..

d) The person appointed to supervise the vote-counting process shall have the following powers:

+ To prevent any acts in violation of the regulations governing voting and elections;

+ To report to the Chairperson of the General Meeting of Shareholders any indication of irregularity detected during the vote-counting process (if any).

+ The Head of the Vote Counting Committee shall have the authority to determine the number of personnel assigned to assist the Vote Counting Committee and to appoint, supplement, or replace such personnel for the organization of voting at the General Meeting of Shareholders.

e) The members of the Vote Counting Committee shall satisfy the following qualifications:

+ At least one member of the Vote Counting Committee shall possess knowledge of applicable laws and regulations and may be an employee of the Company's legal department;

+ A member of the Vote Counting Committee shall not be a member of the Board of Directors or a candidate for election to the Board of Directors;

+ A member of the Vote Counting Committee shall not be a member of the Board of Management or a candidate for appointment to the Board of Management;

+ A member of the Vote Counting Committee shall not be a Related Person of any of the persons referred to above;;

+ Members of the Vote Counting Committee should have experience in voting and election procedures.

f) Responsibilities of the Vote Counting Committee::

+ To present the Regulations on Nomination, Self-nomination, and Election of Members of the Board of Directors and the Supervisory Board of the Joint Stock Company;

+ To instruct shareholders on the procedures for electing members of the Board of Directors and the Supervisory Board in accordance with the Regulations on Nomination, Self-nomination, and Election of Members of the Board of Directors and the Supervisory Board.

+ To prepare the ballot boxes; collect ballots; supervise the voting process; count the votes; and report to the General Meeting on the voting results and/or the results of the election of members of the Board of Directors and the Supervisory Board.

+ To be responsible for counting the votes and preparing a written report on the vote-counting results upon completion of the vote count. Such report shall be made available to shareholders through the Company's website and in printed form at the Company's head office. The vote-counting report must bear the signatures of all members of the Vote Counting Committee. Any member refusing to sign the report shall provide the reasons for such refusal, and those reasons shall be attached as an appendix to the report;.

+ To hand over the Minutes of Vote Counting together with all voting cards and/or ballot papers to the Secretary of the General Meeting.

+ To cooperate with the Chairperson of the General Meeting in reviewing and resolving complaints or denunciations relating to the voting results or election results (if any) and to report the matter to the General Meeting for decision.

+ To perform such other duties as may be assigned..

4.2 Voting and Vote-Counting Principles:

a) The Vote Counting Committee shall inspect the ballot box prior to the commencement of voting in the presence of the shareholders;

b) Shareholders shall openly cast their voting cards and/or ballot papers into the ballot box;

c) Voting shall commence upon the announcement of the Head of the Vote Counting Committee and shall conclude when no shareholder remains to cast a vote;

d) Vote counting shall be conducted immediately after the voting process has concluded;

e) The vote-counting results shall be recorded in the Minutes of Vote Counting and announced to the General Meeting by the Head of the Vote Counting Committee

4.3 Preparation and Announcement of the Minutes of Vote Counting:

a) Upon completion of the vote counting, the Vote Counting Committee shall prepare the Minutes of Vote Counting;

b) The Minutes of Vote Counting shall include:

+ The total number of valid ballots and the total number of invalid ballots;

+ The number of votes and the percentage of votes based on the total number of valid voting shares participating in the voting and/or election for each voting item and/or for each candidate nominated for election to the Board of Directors and the Supervisory Board.

5. Invited Attendees:

The Independent Auditor may be invited to attend the General Meeting of Shareholders in accordance with Clause 2, Article 22 of the Company's Charter to express opinions on audit-related matters and matters concerning the approval of the annual financial statements. In addition, the Board of Directors may invite creditors, prospective investors, employees, leaders of state management authorities, members of the press, experts, and other individuals or organizations that do not hold shares in the Company to attend the General Meeting of Shareholders by invitation issued by the Board of Directors upon convening the meeting..

6. Announcement of the Meeting Agenda and Rules of Procedure:

a) The Chairperson, or a person designated by the Chairperson, shall present the meeting agenda to the attendees. The Chairperson, or the person designated by the Chairperson, shall also explain the order, procedures, and rules governing the conduct of the meeting in accordance with Article 27 of the Company's Charter. The meeting agenda shall specify in detail each matter to be considered and the time allocated for discussion of each matter. The agenda and meeting contents shall be approved by the General Meeting of Shareholders at the opening session. Only the General Meeting of Shareholders shall have the authority to amend the meeting agenda that was enclosed with the Notice of the General Meeting of Shareholders..

b) With respect to procedural matters or events arising outside the approved agenda of the General Meeting of Shareholders, the decision of the Chairperson, or the person designated by the Chairperson, shall be final and binding in accordance with Article 27 of the Company's Charter.

7. Agenda and Proceedings of the General Meeting:

a) The agenda and proceedings of the General Meeting of Shareholders shall be approved by the General Meeting immediately following the opening session. The agenda shall clearly specify the time allocated for each item on the meeting agenda.

b) Any amendment to the meeting agenda previously enclosed with the Notice of the General Meeting of Shareholders shall be subject to the approval of the General

Meeting of Shareholders.

8. Discussions and Opinions at the General Meeting:

a) Principles:

- To ensure that the General Meeting is conducted in an orderly manner and remains focused on the matters set out in the meeting agenda, any shareholder wishing to express opinions or participate in discussions shall record the intended comments on a Discussion Registration Form, submit it to the Secretariat, and may speak only upon obtaining the consent of the Chairperson of the General Meeting..

- Rules for Speaking:

(i) Shareholders shall make concise statements and focus only on the key matters requiring discussion that are relevant to the agenda approved by the General Meeting. Shareholders shall not address:

+ Matters outside the scope of the agenda submitted for approval at the General Meeting;

+ Matters that violate applicable laws;

+ Matters relating to personal issues or issues beyond the authority of the Company.

(ii) Matters that have already been presented by a previous speaker shall not be repeated in order to avoid duplication.

b) Procedures for Conducting Discussions by the Chairperson of the General Meeting:

+ The Chairperson of the General Meeting, or a person designated by the Chairperson, shall invite shareholders to speak in the order in which they registered and shall respond to shareholders' questions. Comments and questions shall be collected and addressed in sequence, and shareholders may express their opinions only during the discussion session of the General Meeting. Where several shareholders raise substantially identical comments or questions, the Chairperson shall consolidate them and provide a single response applicable to all such shareholders. After all shareholders wishing to speak have done so, the Chairperson of the General Meeting, or the person designated by the Chairperson, shall respond to each shareholder's comments and questions in turn.

+ The Chairperson of the General Meeting, or a person designated by the Chairperson, shall have the authority to require a shareholder to confine his or her remarks to the registered topic or to discontinue the shareholder's presentation if the shareholder violates the provisions set out in Point (a) of this Clause.

c) Procedures for Voting on Matters Submitted to the General Meeting:

+ All matters included in the agenda of the General Meeting shall be submitted for approval by obtaining votes from all shareholders attending the meeting through one of the following methods: Voting Cards, Voting Ballots, or Election Ballots, with voting rights exercised in proportion to the number of shares owned or validly represented by proxy.

d) Voting Procedure at the General Meeting:

Each matter falling within the authority of the General Meeting and submitted for consideration shall be put to a vote in the following order:

+ In favor (Agree) with the proposed resolution;

+ Against (Disagree with) the proposed resolution;

+ Abstain on the proposed resolution.

e) All matters submitted to the General Meeting shall be voted on using one of the following methods:

+ Voting by Show of Voting Ballots: When a vote is called at the General Meeting, shareholders shall cast their votes by raising their voting ballots.

+ Voting by Voting Card: Each shareholder shall be issued one (01) Voting Card, containing three (03) voting options for each matter submitted for approval: **Agree, Disagree, and No Opinion**. The shareholder shall mark an "X" in the box corresponding to his or her selected option..

+ Voting by Election Ballot: This method shall be used for the election of members of the Board of Directors and the Supervisory Board.

9. Specific Voting Matters:

a) **Voting by Voting Ballot:**

+ Election of the Presidium, the Chairperson of the General Meeting, the Secretariat, and the Vote Counting Committee;

+ Adoption of the Rules of Procedure and Voting Rules of the General Meeting;

+ Approval of the meeting agenda;

+ Adoption of the Regulations on Nomination, Self-nomination, and Election of Members of the Board of Directors and the Supervisory Board;

+ Dismissal of members of the Board of Directors and the Supervisory Board, and approval of the list of candidates for election to the Board of Directors and the Supervisory Board;

+ Approval of the Minutes of the General Meeting and the Resolution of the General Meeting.

b) **Voting by Voting Card:**

The principal matters of the General Meeting (other than those voted on by Voting Ballot as specified above) shall be voted on by marking an "X" in the appropriate box of the Voting Card, namely **Agree, Disagree, or No Opinion**, for each matter submitted for approval.

+ Invalid Voting Cards include:

- Voting Cards not issued by the Company, or containing additional contents, information, or symbols not requested by the Chairperson of the General Meeting;
- Voting Cards that are erased, altered, torn, or otherwise not intact;

- Voting Cards on which no option is selected, or on which two (02) or more options are selected for the same voting matter. In such case, the vote on that particular matter shall be deemed invalid.

+ Within a single Voting Card, each matter submitted for approval shall be voted on independently. The invalidity of the vote cast for one matter shall not affect the validity of the votes cast for the other matters..

+ Where a shareholder marks the Voting Card incorrectly or the Voting Card is damaged or no longer intact, the shareholder may contact the Organizing Committee to request the issuance of a replacement Voting Card and shall surrender the original Voting Card.

+ The voting period shall commence upon the announcement by the Chairperson of the General Meeting or the Head of the Vote Counting Committee that voting has begun and shall conclude when no shareholder remains to cast a ballot into the ballot box.

+ Voting Results:

The total number of votes In Favor, Against, Abstaining, and Invalid for each matter shall be reported to the General Meeting by the Vote Counting Committee immediately after the voting on that matter has been completed and shall be recorded in the Minutes of Vote Counting.

c) **Election Ballots:**

+ Election of members of the Board of Directors;

+ Election of members of the Supervisory Board.

d) Where a shareholder has registered to attend the General Meeting of Shareholders but, for compelling reasons, is unable to remain until the conclusion of the meeting, such shareholder shall submit the Voting Card, Voting Ballot, and Election Ballot, on which votes have been cast for the matters submitted for approval, to the Organizing Committee or the Vote Counting Committee before leaving the meeting. Such votes shall remain valid and be included in the voting and election results. If a shareholder fails to return the Voting Card, Voting Ballot, and Election Ballot to the Organizing Committee or the Vote Counting Committee, the voting and election results shall be determined based on the total number of ballots collected. In such case, it shall be deemed that the shareholder who left the meeting before the voting or election took place was not present at the time of voting or election.

10. Voting:

a) As a general rule, voting at the General Meeting of Shareholders shall be conducted by secret ballot. Any public voting shall be subject to the approval of the General Meeting of Shareholders on a case-by-case basis.

b) The Board of Directors shall formulate and adopt the Voting and Election Regulations based on these Regulations. The information to be included on the Voting Card shall comprise:

+ The name and address of the Company;

+ The type of the General Meeting of Shareholders (Annual or Extraordinary);;

+ The time and place of the General Meeting of Shareholders;

+ The matters to be voted on, arranged in the order set out in the meeting agenda;;

+ The voting options "**Agree", "Disagree", or "No Opinion**" for each matter submitted for approval.

+ Where the election of members of the Board of Directors and/or the Supervisory Board is to be conducted, the names of each candidate.

+ The deadline for submitting the completed Voting Cards to the Company (where such Voting Cards are required to be submitted to the Company);

+ The address to which the completed Voting Cards are to be sent (where such Voting Cards are required to be submitted to the Company);

+ An explanation of the cumulative voting method in the following terms: "Where members of the Board of Directors are elected by cumulative voting, each shareholder may allocate all of his or her voting rights to a single candidate or distribute them among one or more candidates.";

+ The Voting Card shall clearly state the number of votes that each shareholder is entitled to cast with respect to each matter submitted for approval;

+ Instructions on how to complete the Voting Card, including guidance that where the Voting Card is completed by an individual representing a corporate shareholder, such individual shall specify his or her full name, position, and the full name of the organization represented

+ Guidance that a copy of the Power of Attorney shall be attached to the Voting Card, and that the authorized representative of such shareholder shall sign the Voting Card (where voting is exercised through an authorized representative).

11. Vote Counting and Recording of Voting Results:

a) The Vote Counting Committee shall be responsible for compiling the vote-counting results in the Minutes of Vote Counting. All members of the Vote Counting Committee shall sign the Minutes of Vote Counting. The Minutes of Vote Counting shall include the following details:

+ The name and registered head office address of the Company; the number and date of issuance of the Enterprise Registration Certificate, and the place of business registration;

+ The place of the General Meeting of Shareholders;;

+ The date and time of the General Meeting of Shareholders;

+ The total number of votes for each matter submitted for voting, and the total number of voting ballots issued and collected;

+ The total number of votes cast on each matter included in the meeting agenda and the minimum attendance quorum of shareholders;

+ The meeting agenda and contents;

+ The voting results, clearly stating the total number of votes in favor, votes against, and abstentions, together with the corresponding percentages based on the total voting rights of the shareholders attending the meeting;

+ The nature of the General Meeting of Shareholders (Annual or Extraordinary);

+ The time at which shareholder registration for attendance at the meeting commenced;

+ The total number of invalid votes with respect to each matter included in the meeting agenda;

+ The voting method employed;

+ The names of the members of the Vote Counting Committee;

+ The date of preparation of the Minutes of Vote Counting;;

+ The time at which the vote counting commenced, where the resolutions are adopted by the General Meeting of Shareholders and the vote-counting results are announced during the meeting.

b) Announcement of Vote-Counting Results and Resolutions of the General Meeting of Shareholders:

+ The vote-counting results shall be announced by the Chairperson of the General Meeting or the Head of the Vote Counting Committee immediately prior to the closing of the General Meeting of Shareholders. The announced results shall include the total number of votes in favor, votes against, and abstentions for each matter submitted for approval.

+ Closing of the General Meeting of Shareholders:

The Chairperson, or a person designated by the Chairperson, shall declare the General Meeting of Shareholders closed after; All matters included in the meeting agenda have been discussed and voted upon; and The voting results have been announced.

+ Retention of Voting Cards:

Upon the conclusion of the General Meeting of Shareholders, the Vote Counting Committee shall ensure that all Voting Cards and written voting instructions are duly sealed and placed into the ballot box. All such documents shall be retained by the Organization and Administration Department on a confidential basis in accordance with the Company's Records and Archives Management Regulations.

+ Preparation of the Minutes of the General Meeting of Shareholders:

The Secretary of the General Meeting of Shareholders shall be responsible for preparing the Minutes of the General Meeting of Shareholders in accordance with Article 30 of the Company's Charter. The Chairperson and the Secretary of the General Meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the Minutes. In addition, the Minutes of the General Meeting of Shareholders shall comply with the following requirements:

(i) The Minutes of the General Meeting of Shareholders shall be prepared and approved before the close of the meeting;

(ii) The Minutes of the General Meeting of Shareholders shall be published on the Company's website within twenty-four (24) hours;

(iii) The Minutes of the General Meeting of Shareholders shall bear the signatures of the Chairperson and the Secretary of the meeting;

(iv) Where practicable, the Minutes of the General Meeting of Shareholders should be reviewed by one (01) shareholder approved by the General Meeting of Shareholders, and such shareholder shall sign the Minutes upon completion of the review;

(v) The Minutes of the General Meeting of Shareholders shall contain the information specified in the preceding provisions of these Regulations, together with the following:

- The names of the Chairperson and the Secretary of the General Meeting of Shareholders;
- The name of the shareholder elected to review the Minutes of the meeting;
- The resolutions adopted at the meeting;
- A summary of the proceedings of the meeting and the opinions expressed by shareholders at the General Meeting of Shareholders with respect to each matter included in the meeting agenda;
- The commencement and closing times of the meeting;
- The mailing address of the Company to which shareholders shall return their completed Voting Cards, where the Company has sent Voting Cards to shareholders prior to the General Meeting of Shareholders;
- The date on which the Minutes of the General Meeting of Shareholders were prepared.

+ In addition, the following documents shall be retained together with the Minutes of the General Meeting of Shareholders at the Company's registered head office::

(i) The list of shareholders registered to attend the meeting;

(ii) The full text of the resolutions adopted at the meeting;

(iii) The documents enclosed with the Notice of the General Meeting of Shareholders;

(iv) The powers of attorney authorizing attendance at the General Meeting of Shareholders.

Article 12. Extraordinary General Meeting of Shareholders

1. The circumstances under which an Extraordinary General Meeting of Shareholders shall be convened are prescribed in Clause 3, Article 21 of the Company's Charter.

2. Preparation for an Extraordinary General Meeting of Shareholders:

a) The responsibility for convening an Extraordinary General Meeting of Shareholders, including the authority to convene the meeting and the time limit for convening it, shall be governed by Clauses 3 and 4, Article 21 of the Company's Charter;

b) Where the Board of Directors or the Supervisory Board fails to convene the General Meeting of Shareholders as required, the Chairperson of the Board of Directors and the Head of the Supervisory Board shall be held liable before the law and shall compensate the Company for any loss or damage arising therefrom;

c) The Board of Directors shall have the right to refuse a request to convene an Extraordinary General Meeting of Shareholders in the following cases:

+ The request to convene an Extraordinary General Meeting of Shareholders is not in accordance with applicable laws;

+ The requesting shareholder or group of shareholders does not own or represent the required percentage of voting rights, namely at least 5% of the total voting shares with respect to the matter proposed for discussion and approval at the General Meeting of Shareholders;

+ The matter proposed for inclusion in the meeting agenda does not fall within the authority of the Extraordinary General Meeting of Shareholders.

3. The agenda of an Extraordinary General Meeting of Shareholders shall vary depending on the specific purpose for which the Extraordinary General Meeting of Shareholders is convened. The timing of the meeting may be affected by the following factors:

a) The maximum period from the date of the decision to convene the Extraordinary General Meeting of Shareholders to the date of the meeting;

b) The maximum period from the date of receipt of the request to convene the Extraordinary General Meeting of Shareholders to the date of the meeting;

c) The record date;

d) The notice of meeting sent to shareholders.

4. The authority and procedures for collecting shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders shall comply with Article 29 of the Charter.

Article 13. Resolutions of the General Meeting of Shareholders

Resolutions of the General Meeting of Shareholders shall be adopted in accordance with Articles 28 and 29 of the Company's Charter, specifically as follows:

1. Resolutions shall be adopted by the voting thresholds prescribed in Clauses 1 and 2, Article 28, and Clause 8, Article 29 of the Company's Charter;

2. Resolutions adopted by written shareholders' opinions shall be approved by the majority required under the Company's Charter. Resolutions relating to the issuance of securities of any class shall also comply with the provisions of the laws on securities and the securities market.

3. Publication of Resolutions of the General Meeting of Shareholders:

Upon completion of the vote counting in accordance with Clause 11, Article 11 of these Regulations, the Secretary shall announce the resolutions of the General Meeting of Shareholders at the meeting, and such resolutions shall be published on the Company's website within twenty-four (24) hours.

4. Resolutions of the General Meeting of Shareholders may be requested to be annulled in accordance with Article 31 of the Company's Charter. Particular care shall also be taken in the following circumstances, as they may constitute grounds for the annulment of resolutions of the General Meeting of Shareholders:

a) Failure to send the notice of meeting to all shareholders within the prescribed time limit;

b) Failure to provide shareholders with the opportunity to access the meeting documents of the General Meeting of Shareholders;

c) Adoption of a resolution on a matter falling outside the authority of the General Meeting of Shareholders;

d) Inclusion in the Resolution of matters that were not included in the meeting agenda actually considered by the General Meeting of Shareholders.

5. Procedure for Objecting to Resolutions of the General Meeting of Shareholders:

Where a shareholder disagrees with a resolution duly adopted by the General Meeting of Shareholders, such shareholder shall have the right to express his or her opinion during the meeting, and the Secretary shall be responsible for recording such opinion in the minutes of the meeting. No later than three (03) days after the conclusion of the General Meeting of Shareholders, the Board of Directors shall designate appropriate personnel to meet with the shareholder and explain the applicable legal provisions governing the adoption of resolutions of the General Meeting of Shareholders. If the shareholder continues to disagree, the shareholder shall be instructed on the exercise of his or her rights in accordance with Article 31 of the Company's Charter.

6. Adoption of Resolutions by Written Shareholders' Opinions:

a) Procedure for Obtaining Shareholders' Written Opinions:

The procedure for obtaining shareholders' written opinions shall be carried out in strict accordance with Article 22 of the Company's Charter.

b) Principles Governing Written Shareholders' Opinions:

Matters relating to the appointment, dismissal, or removal of members of the Board of Directors or the Supervisory Board, as well as the matters specified in Clause 1, Article 28 of the Company's Charter, shall not be submitted for approval by way of written shareholders' opinions.

Article 14. Reports of the Board of Directors and the Supervisory Board to the General Meeting of Shareholders

1. The Report of the Board of Directors submitted to the General Meeting of Shareholders shall include, at a minimum, the following contents:

a) An assessment of the Company's operating performance during the financial year;

b) The activities of the Board of Directors;

c) A summary of the meetings of the Board of Directors and the resolutions and decisions adopted by the Board of Directors;

d) Future plans and strategic directions.

2. The Report of the Supervisory Board submitted to the General Meeting of Shareholders shall include, at a minimum, the following contents:

a) The activities of the Supervisory Board;;

b) A summary of the meetings of the Supervisory Board and the resolutions and decisions adopted by the Supervisory Board;

c) The results of its supervision of the Company's operations and financial condition;

d) An assessment report on the coordination among the Supervisory Board, the Board of Directors, the Management, and the shareholders.

CHAPTER III. VIRTUAL GENERAL MEETING OF SHAREHOLDERS AND ELECTRONIC VOTING

Article 15. General Provisions

These provisions on Virtual General Meetings shall apply when the Company convenes an Annual General Meeting of Shareholders (AGM) or an Extraordinary General Meeting of Shareholders (EGM) in the form of a Virtual General Meeting, where shareholders cast their votes by means of Electronic Voting during the Virtual General Meeting.

Article 16. Principles for the Application of the Provisions

1. Matters relating to the order, procedures, authority, and the rights and obligations of shareholders and other organizations and individuals in connection with the General Meeting of Shareholders (GMS) that are not provided for in this Chapter shall be governed by the applicable laws, the Charter, these Rules of Procedure, and other regulations of the Company.

2. The General Director shall direct the relevant functional departments to develop and implement the model for convening the General Meeting of Shareholders (GMS) in the Virtual Format in accordance with these Rules of Procedure, or engage a qualified service provider to carry out such implementation.

Article 17. Eligibility to Attend the Virtual General Meeting

Individual shareholders or authorized representatives of institutional shareholders whose names appear on the list of shareholders as of the record date for determining the right to attend the General Meeting of Shareholders (GMS) shall be entitled to attend the Virtual General Meeting or validly authorize another person in writing to attend the Virtual General Meeting on their behalf, provided that they have been issued with login credentials by the Company to register for participation in the Virtual General Meeting in accordance with these Rules of Procedure and the applicable laws.

Article 18. Methods of Participation in the Virtual General Meeting

A shareholder shall be deemed to have attended the Virtual General Meeting under the following circumstances:

1. Each shareholder shall be provided with a login account and password to access the online system. The shareholder's login account shall be encrypted to ensure authentication of the shareholder's eligibility to attend the General Meeting of Shareholders. The Company shall notify shareholders of their login account and password in the meeting invitation.

2. Shareholders registering to attend the meeting in the Virtual Format shall have their eligibility verified and shall be deemed to have validly attended and voted at the Virtual General Meeting upon successfully logging into the system using the Username and password/OTP code provided by the Company.

3. The Organizing Committee of the Virtual General Meeting shall open the online system to enable shareholders to access the system for meeting registration and voting in accordance with the Company's notice.

Article 19. Rights and Obligations of Shareholders Attending the General Meeting

1. Rights of Shareholders

a) Shareholders or their duly authorized representatives shall have the right to attend the Virtual General Meeting and to vote on all matters submitted to the Virtual General Meeting in accordance with the Law on Enterprises and other applicable laws;

b) Shareholders attending the Virtual General Meeting shall log into the online system at the address specified in the meeting invitation in order to participate in the Virtual General Meeting and vote on matters presented at the Meeting. Shareholders may log into the system using one of the following methods:

- Using their Username and OTP code to access the online system; or;

- Using their Username and the password provided in the meeting invitation to access the online system:

+ Username: The shareholder's Citizen Identity Card (ID Card)/Citizen Identification Card number or Enterprise Registration Number;

+ OTP Code: After the shareholder logs into the system, an OTP code shall be sent to the shareholder's registered telephone number or the telephone number of the authorized representative. If the shareholder changes the registered telephone number, the shareholder shall contact the Company to update the new telephone number;

+ Password: The password shall be provided to the shareholder in the meeting invitation.

c) Shareholders and their representatives shall have the right to register for attendance at the Virtual General Meeting and to participate in voting on the remaining matters of the Meeting. The Virtual General Meeting shall not be required to suspend the Meeting or conduct a re-vote on matters that have already been approved, and the validity of any voting conducted prior to such registration or login shall remain unaffected. This provision shall also apply to shareholders who log into the online system after the Virtual General Meeting has commenced;

d) Shareholders may authorize another person to attend the Meeting in accordance with the Charter of the Company. Accordingly, where the authorized representative is not a shareholder of the Company, upon receipt of a valid written authorization executed by both the shareholder and the authorized representative, the Company shall provide the authorized representative with login credentials, including a Username and password, enabling such representative to exercise the rights and perform the obligations within the scope of the authorization. The Company shall provide the login credentials to the authorized representative via email or other means in accordance with the contact information registered by the shareholder. The shareholder shall bear full responsibility for the authorization information submitted to the Company. The authorized representative attending the Virtual General Meeting shall comply with these Rules of Procedure, be subject to the direction of the Chairperson, and respect the proceedings and resolutions of the Virtual General Meeting.

2. *Obligations of Shareholders*

a) During the Virtual General Meeting, shareholders shall comply with the instructions of the Chairperson, conduct themselves in a courteous and professional manner, and maintain order throughout the Meeting;

b) Shareholders and attendees shall wear appropriate attire consistent with the formal nature of the Meeting;

c) Shareholders attending the Meeting through the online system shall have the following obligations:

- To prepare and use suitable devices with a stable Internet connection to ensure uninterrupted access to and monitoring of the proceedings of the Virtual General Meeting.

- To keep confidential all information relating to their login credentials, including the Username, password, and any other authentication factors (if any), in order to ensure that only the shareholder is entitled to access and attend the Meeting through the online system (except where such information is provided to the shareholder's duly authorized representative). The shareholder shall be responsible for ensuring that the authorized representative complies with obligations equivalent to those applicable to the shareholder under these Rules of Procedure.

- To bear full responsibility for any risks or disputes arising from attendance at the Meeting using the shareholder's login credentials on the online system. Any attendance and voting conducted on the online system using the correct Username together with the corresponding password and/or other authentication factors shall be conclusively deemed to represent the shareholder's intent and will..

- To regularly update their telephone number, contact address, and email address accurately, fully, and truthfully with the securities depository institution to ensure receipt of notifications regarding their login credentials. Shareholders shall bear full responsibility for the accuracy of the information they have registered.

Article 20. Discussion and Questions at the Virtual General Meeting

1. Discussions shall only be conducted within the time allocated and shall be limited to matters included in the agenda and contents of the General Meeting of Shareholders (GMS).

2. Depending on the number of attending shareholders and the time available for the Meeting, the Chairperson may determine the appropriate method for conducting the Meeting. Shareholders shall participate in discussions in accordance with the Chairperson's instructions during the Virtual General Meeting, either by participating in online discussions and question-and-answer sessions with the Chairperson's approval or by submitting questions to the Chairperson through the online system. At any given time, only one shareholder shall be entitled to speak. Where multiple shareholders wish to speak simultaneously, the Chairperson shall invite them to present their opinions in turn.

3. Shareholders shall keep their remarks concise and focused on the matters under discussion, consistent with the agenda approved by the General Meeting. Shareholders' comments and proposals must not violate applicable laws, relate to personal matters, or exceed the authority of the Company. The Chairperson shall have the right to remind shareholders or request them to focus on the relevant issues in order to save time and ensure the effectiveness of the discussion.

4. The General Meeting agrees that the maximum speaking time for each shareholder shall not exceed five (05) minutes per speaking turn. If a shareholder exceeds this time limit, the Chairperson may request the shareholder to submit his/her questions or recommendations in writing. The Meeting Secretariat shall record such written submissions, and the Board of Directors (BOD), within the scope of its authority, shall provide a written response to the shareholder as soon as practicable.

Article 21. Voting Procedures for the Adoption of Matters at the Virtual General Meeting

1. Timing of Voting

a) Shareholders may begin accessing the online system to cast their electronic votes three (03) days prior to the opening date of the Virtual General Meeting and may continue voting until the Chairperson announces the close of the voting period..

b) Electronic voting may be conducted before the General Meeting of Shareholders (GMS) takes place and/or during the General Meeting of Shareholders. Shareholders shall be entitled to vote from the time the online system is opened until the voting period closes as announced by the Chairperson.

2. Voting Procedures

a) When casting electronic votes through the online system, shareholders shall comply with the obligations set out in Point c, Clause 2, Article 19 of these Rules of Procedure. Each shareholder shall log into the online system using the login credentials provided in the meeting invitation and cast votes through the online system. Instructions for accessing the system shall be enclosed with the meeting invitation sent to each shareholder and shall also be published on the Company's website.

b) Shareholders entitled to vote shall be shareholders or duly authorized representatives of shareholders who have registered to attend the Virtual General Meeting by the time the vote is conducted. The number of such shareholders shall serve as the basis for calculating the voting ratio applicable to the shareholders.

c) Voting Methods:

- Shareholders or their duly authorized representatives shall cast their votes by selecting one (01) of the two (02) corresponding options, **"Approve" or "Disapprove,"** for each matter submitted for approval and clicking the **"Vote"** button to save and submit their voting results to the online system. This voting method shall be used for the adoption of the following matters:

- Approval of the Chairperson, the Meeting Secretariat, the Vote Counting Committee, the Rules of Procedure, the Minutes of the General Meeting, the Resolution of the General Meeting, and other related matters, **except** for the approval of reports and proposals submitted to the General Meeting..

- Shareholders or their duly authorized representatives shall cast their votes by selecting one (01) of the three (03) corresponding options, **"Approve," "Disapprove,"** or **"Abstain,"** for each matter submitted for approval and clicking the **"Vote"** button to save and submit their voting results to the online system. This voting method shall be used for the adoption of the following matters:

+ Reports and proposals submitted to the General Meeting.

Shareholders or their duly authorized representatives may not amend or withdraw their voting results once such votes have been successfully submitted through the online system. For any matters that are amended or newly arising during the course of the Virtual General Meeting, shareholders or their duly authorized representatives shall cast supplementary votes on such amended or newly arising matters. The voting result of each shareholder or duly authorized representative shall be the aggregate of all valid votes recorded by the online system as of the close of the voting period announced by the Chairperson at the General Meeting of Shareholders (GMS). From the time the voting period for each matter submitted to the General Meeting of Shareholders closes, the online system shall automatically lock that voting item, and shareholders or their duly authorized representatives shall no longer be permitted to cast votes in respect of the locked matter. The Vote Counting Committee shall report the voting results for each agenda item to the General Meeting immediately upon completion of the vote counting process.

d) Before the voting period closes, each shareholder shall only be able to view his/her own voting results. After the voting period has closed, shareholders shall be informed of the overall voting results for each agenda item as announced by the Chairperson or the Vote Counting Committee.

e) In conducting the General Meeting, the Chairperson shall announce the closing time of the voting period on the online system to enable shareholders to exercise their voting rights within the prescribed timeframe. In the event that a shareholder encounters technical difficulties when casting votes through the online system, the shareholder may contact the support channels specified in the meeting invitation for guidance and assistance in completing the voting process. From the time the online system closes the voting period for a particular agenda item, shareholders shall no longer have the right to amend any vote already cast. The voting results recorded on the online system shall constitute the shareholder's final voting results and shall not be subject to any complaint or dispute relating to such results.

3. Validity of Votes: A vote shall be deemed valid if the shareholder or the shareholder's duly authorized representative has participated in the voting process, selected a voting option, and successfully submitted the vote through the online system.

Where a shareholder has successfully logged into the online system to attend the Virtual General Meeting but does not select any voting option (i.e., does not tick any voting box), such shareholder shall be deemed to have waived the right to vote and not to have participated in the voting on that particular agenda item. The voting rights attached to such shareholder's shares shall not be included in the total number of votes cast for that agenda item.

CHAPTER IV. BOARD OF DIRECTORS

Article 22. Qualifications and Authority of the Board of Directors

1. The qualifications and eligibility requirements for election as a member of the Board of Directors (BOD) shall comply with the provisions of Clause 4, Article 34 of the

Charter of the Company.

2. Authority:

a) The authority, responsibilities, and duties of the Board of Directors (BOD) are set out in Article 35 of the Charter of the Company. The BOD shall be responsible for formulating the Company's strategy, determining the Company's business priorities, directing and supervising the Company's management activities, and making decisions on matters falling outside the authority of the General Meeting of Shareholders (GMS).

b) The Board of Directors (BOD) shall have the authority to make decisions in the areas specifically prescribed in Article 35 of the Charter, including, in particular, the following principal categories:

- Supervising and overseeing management activities; appointing, selecting, supervising, and evaluating the performance of the General Director and other members of the Management:

- The Board of Directors (BOD) plays a key role in overseeing the formulation and implementation of the Company's development strategy and business plans for each period, and in supervising the activities of the Management in accordance with Article 35 of the Charter of the Company, including in particular:

Formulating strategic directions and approving the Company's medium-term development strategies and annual business plans.

- The Board of Directors (BOD) shall promulgate the Company's internal regulations to ensure the proper exercise of its rights and performance of its duties in accordance with Article 35 of the Charter.

- The Board of Directors (BOD) shall be responsible for approving internal documents, except for those falling within the authority of the General Meeting of Shareholders (GMS). Such documents include, but are not limited to:

- Internal regulations governing and controlling the Company's operations;
- Guidelines for the cumulative voting process in the election of members of the Board of Directors (BOD) and the Board of Supervisors (BOS);
- Information disclosure regulations in compliance with applicable laws;
- Code of Conduct;
- Dividend Policy;
- Risk Management Policy;
- Internal Audit of the Company's financial and business operations;
- Company Secretary;
- Other internal documents.

(ii) Organization of the General Meeting of Shareholders (GMS):

To safeguard the rights and interests of shareholders, the Board of Directors (BOD) shall be responsible for organizing the General Meeting of Shareholders (GMS) in accordance with Articles 11, 12 and Chapter III of these Rules of Procedure. The BOD shall also be responsible for formulating the Company's Dividend Policy to protect shareholders' interests and shall take the lead in preventing and resolving conflicts between shareholders and the Company.

(iii) Determination of the Company's Organizational Structure:

Within the scope of its authority and responsibilities, the Board of Directors (BOD) shall consider and decide on the Company's organizational structure; establish branches and representative offices of the Company; and establish, merge, divide, consolidate, convert the legal form of, or dissolve the Company's subsidiaries. Based on the Company's operational requirements from time to time, the Board of Directors (BOD) may establish committees or sub-committees to assist it in performing its functions and duties.

(iv) Oversight, Information Disclosure, and Transparency:

+ The Board of Directors (BOD) shall approve the audited financial statements before submitting them to the Board of Supervisors (BOS) for review and appraisal prior to their submission to the General Meeting of Shareholders (GMS).

+ The Board of Directors (BOD) shall be responsible for preparing reports on the Company's management and operational performance, in particular the Corporate Governance Report, and submitting such reports to the Annual General Meeting of Shareholders (AGM).

+ The Board of Directors (BOD) shall be responsible for approving reports on material events. The disclosure of such material information shall be carried out in accordance with the provisions set out in Chapter VIII of these Rules of Procedure.

Article 23. Composition, Term of Office of the Board of Directors, and the Rights and Duties of the Board of Directors

1. The Board of Directors (BOD) shall consist of seven (07) members.

2. The term of office of a member of the Board of Directors shall not exceed five (05) years and members may be re-elected for an unlimited number of terms. An individual may serve as an Independent Member of the Board of Directors of a company for no more than two (02) consecutive terms. Where the terms of office of all members of the Board of Directors expire simultaneously, such members shall continue to serve until their successors are duly elected and assume their positions.

3. The composition of the Board of Directors shall ensure that at least one-third (1/3) of the total number of Board members are Non-Executive Directors. The minimum number of Non-Executive Directors/Independent Directors shall be determined by rounding down to the nearest whole number. The Company shall minimize the appointment of members of the Board of Directors who concurrently hold executive positions within the Company in order to preserve the independence of the Board of Directors.

4. The rights and duties of the Chairperson of the Board of Directors and the members of the Board of Directors are set out in Articles 35 and 37 of the Charter. The Chairperson of the Board of Directors, who shall be elected by a simple majority of votes, shall prepare job descriptions for each position held by members of the Board of Directors

whenever necessary.

5. Nomination, Self-Nomination, and Verification of Candidates

a) The nomination and self-nomination of candidates for election to the Board of Directors (BOD) shall be carried out in accordance with Article 33 of the Charter.

b) Information relating to candidates nominated for election to the Board of Directors (BOD) shall be disclosed prior to the convening of the General Meeting of Shareholders (GMS) to ensure that shareholders are provided with sufficient information to assess the qualifications, competence, and independence of the candidates. The disclosed information shall include:

+ Full name of the candidate;

+ Full name of the shareholder (or group of shareholders) nominating the candidate;

+ Age and educational qualifications of the candidate;

+ Professional qualifications and work experience of the candidate;

+ Positions held by the candidate during the preceding five (05) years;

+ Current positions held by the candidate;

+ Positions held by the candidate on the boards of directors of other companies or any other official positions currently held by the candidate;

+ Nominations of the candidate for election to the boards of directors of other companies and any other official positions held by the candidate;

+ The candidate's relationship with Related Persons;

+ The candidate's relationship with the Company's major business partners;

+ The candidate's relationship with the Company's competitors;

+ Information relating to the candidate's financial situation and any other matters that may affect the candidate's ability to perform his/her duties or impair his/her independence as a member of the Board of Directors;

+ Any refusal by the candidate to provide information requested by the Company.

Article 24. Election, Dismissal, and Removal of Members of the Board of Directors

1. The principles governing the election of members of the Board of Directors (BOD) are set out in Article 33 of the Charter. Accordingly, the election of members of the Board of Directors shall be conducted using the cumulative voting method..

2. Dismissal and Removal:

a) The dismissal of a member of the Board of Directors shall be carried out in accordance with Clause 5, Article 34 of the Charter.

b) Where a member of the Board of Directors becomes legally prohibited from serving as a member of the Board of Directors, the Board of Directors shall convene a meeting to adopt an appropriate Resolution.

c) Where a member of the Board of Directors fails to properly perform his/her duties, the Board of Directors shall assign the relevant committees or functional departments to collect evidence and relevant information, prepare a report together with recommendations, and submit such report to the Board of Directors for consideration and voting.

3. The announcement of the election, removal, or dismissal of a member of the Board of Directors shall be made in accordance with Clause 3, Article 25 of the Charter of the Company.

Article 25. Remuneration of Members of the Board of Directors

1. The remuneration of members of the Board of Directors (BOD) shall be governed by Clause 2, Article 22 of the Charter. The remuneration package shall consist of the following components:

+ A fixed remuneration;

+ Meeting attendance fees for participation in meetings of the Board of Directors, where applicable.

2. The remuneration of members of the Board of Directors shall be reviewed annually or on an ad hoc basis, as determined by a majority of the members of the Board of Directors, and shall be submitted to the General Meeting of Shareholders (GMS) for approval.

Article 26. Procedures of the Board of Directors

The working procedures of the Board of Directors (BOD) and meetings of the Board of Directors are prescribed in Article 38 of the Charter. Details are as follows:

1. Chairperson of the Board of Directors and Meetings of the Board of Directors:

a) The Chairperson of the Board of Directors shall be responsible for convening and chairing meetings of the Board of Directors and shall determine the format in which such meetings are conducted in accordance with Article 38 of the Charter. In addition, the Chairperson may authorize another member of the Board of Directors in writing to exercise the rights and perform the duties of the Chairperson in accordance with Clause 5, Article 37 of the Charter;

b) The powers and duties of the Chairperson of the Board of Directors are prescribed in Clause 3, Article 37 of the Charter. In relation to meetings of the Board of Directors, the Chairperson shall have the following responsibilities:

+ To facilitate the decision-making process on matters included in the meeting agenda for discussion;

+ To encourage open discussion of matters in a constructive and cooperative atmosphere;

+ To provide members of the Board of Directors with the opportunity to express their views on the matters under discussion;

+ To guide the Board of Directors toward consensus and resolve disagreements or conflicts among members of the Board of Directors.

2. Meetings of the Board of Directors:

a) The rules governing the convening of meetings of the Board of Directors and the conditions for holding such meetings are prescribed in Article 38 of the Charter. Members of the Board of Directors shall actively participate in Board meetings and shall have the following responsibilities:

+ To participate in discussions and cast votes on matters submitted;

+ To request that a meeting of the Board of Directors be convened to discuss matters of concern;

+ To notify the Board of Directors if they are unable to attend a meeting of the Board of Directors;

+ To listen carefully to and fully understand the presentations and opinions of other participants at the meeting;

+ To raise questions regarding presentations or reports submitted by the Management, particularly where they consider that the information or supporting documents are insufficiently clear or involve complex issues;

+ To request additional documentation when discussing matters outside their area of expertise. Such requests shall be satisfied by providing research materials, independent assessments or opinions, and other relevant documents or supporting evidence prior to the meeting.

b) A member of the Board of Directors who is unable to attend a Board meeting in person may exercise his/her rights and perform his/her duties in accordance with Clause 9, Article 38 of the Charter of the Company

c) Where a member of the Board of Directors authorizes another person to attend a Board meeting on his/her behalf, the following provisions shall apply:

(i) Information regarding the authorization shall be submitted in writing or by email to all members of the Board of Directors and the Secretary to the Board of Directors at least three (03) working days prior to the date of the Board meeting;

(ii) The members of the Board of Directors shall vote to approve such authorization at least one (01) day prior to the date of the Board meeting (either in writing or by email). The authorization shall become effective upon approval by a majority of the members of the Board of Directors. Once the authorization has been approved, the authorizing member shall execute a written authorization specifying the scope and contents of the authorization as approved by the other members of the Board of Directors. The authorized representative shall present the written authorization before the commencement of the Board meeting;

(iii) The written authorization executed by a member of the Board of Directors shall contain, at a minimum, the following information:

+ Full name, personal information, and position of the authorized representative;

+ A clearly defined scope of authorization specifying whether the authorization covers, in whole or in part, any of the following:

- Authorization to attend the Board meeting;

- Authorization to vote on matters submitted to the Board meeting;

- Authorization to express opinions and provide explanations regarding specific matters included in the meeting agenda and/or any issues arising during the Board meeting.

(iv) Such authorization shall not entitle the authorized representative to express his/her own personal views on matters discussed at the Board meeting. The authorized representative may only express opinions within the scope of the authorization granted, while the authorizing member shall remain fully responsible for all matters covered by such authorization. The authorized representative shall have a duty to maintain the confidentiality of all information, and the authorizing member shall remain responsible for ensuring that the authorized representative complies with such confidentiality obligations.

(v) The granting of such authorization shall not affect the right of the authorizing member of the Board of Directors to submit written opinions or cast votes in writing on matters considered by the Board of Directors.

3. The voting procedures and the adoption of Resolutions of the Board of Directors (BOD) shall be conducted in accordance with Article 38 of the Charter of the Company.

4. The First Meeting of the Board of Directors:

The first meeting of the Board of Directors shall be convened after the General Meeting of Shareholders (GMS) and within fifteen (15) days from the commencement of the Board's term of office. Where the agenda includes the election of the Chairperson of the Board of Directors, such meeting shall be convened within seven (07) days from the completion of the election of the Board of Directors:

+ Determine the strategic priorities and key objectives of the Board of Directors;

+ Establish or reorganize such committees or sub-committees as may be appropriate, including approving their respective charters or rules of operation (if any);

+ Elect the chairpersons or heads of such committees or sub-committees (if any).

5. Meeting Schedule of the Board of Directors

a) The Chairperson of the Board of Directors shall convene regular meetings of the Board of Directors and determine the agenda, time, and venue of each meeting at least five (05) days prior to the proposed meeting date. The Chairperson may convene a meeting whenever deemed necessary; however, the Board of Directors shall meet at least once every quarter.

In addition, the Board of Directors shall establish an annual meeting schedule providing for at least four (04) meetings each year. Besides these regular meetings, an additional meeting shall be convened to review the Annual Report prior to the Annual General Meeting of Shareholders (AGM).

b) Company Secretary and Meetings of the Board of Directors:

The Board of Directors shall appoint a Company Secretary to attend meetings of the Board of Directors. The role and responsibilities of the Company Secretary shall be governed by Clause 5, Article 156 of the Law on Enterprises..

c) Preparation of Minutes of Meetings of the Board of Directors and Notification of Resolutions of the Board of Directors.

The Secretary to the Board of Directors shall be responsible for preparing the minutes of meetings of the Board of Directors. The Chairperson, the Secretary preparing the minutes, and any other person signing the minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes. In addition, the minutes of meetings of the Board of Directors shall comply with the following requirements::

(i) The minutes of a meeting of the Board of Directors shall be prepared and approved before the meeting is adjourned;

(ii) The minutes of a meeting of the Board of Directors shall bear the signatures of the Chairperson and the Secretary of the meeting.

(iii) The minutes of a meeting of the Board of Directors shall contain the following information:

+ The names of the Chairperson and the Secretary to the Board of Directors;

+ The resolutions and decisions adopted at the meeting;

+ The time at which the meeting commenced and concluded;

+ The date on which the minutes of the meeting of the Board of Directors were prepared.

(iv) Resolutions of the Board of Directors shall be notified to the Board of Supervisors (BOS) and other members of the Management promptly after they have been duly adopted.

Article 27. Committees (or Working Groups) of the Board of Directors

The Board of Directors (BOD) shall establish committees (or working groups) to assist the Board in carrying out its functions in accordance with applicable laws and the Charter. The Board of Directors shall determine the establishment, powers, duties, and responsibilities of each committee (or working group) and of each member thereof through the respective internal regulations governing such committee (or working group) or through establishment resolutions issued from time to time.

CHAPTER V. MANAGEMENT

Article 28. Management

1. The structure of the Management is prescribed in Article 41 of the Charter and includes the General Director, Deputy General Directors, Chief Accountant, and other managerial positions appointed by the Board of Directors.

2. The Company has no separate provisions on the authority of the Management. The working relationships among members of the Management shall be determined by the General Director. The General Director shall have all powers and authority except for those falling within the authority of the General Meeting of Shareholders (GMS) and the Board of Directors (BOD) as prescribed in the Charter. The authority of the General Director is detailed as follows:

a) The General Director shall have full authority over the organizational structure and internal management regulations of the Company, except for matters falling within the authority of the Board of Directors as set out in these Rules of Procedure, and shall perform any other duties prescribed in the Charter, the Corporate Governance Regulations, or Resolutions/Decisions of the Board of Directors

b) The powers of each member of the Management, executive, and other manager shall be determined by the General Director through internal regulatory documents, including regulations on assignment of duties and other regulations and documents.

c) The obligations and responsibilities of members of the Management, executives, and other managers shall be determined by the General Director as provided in Clause 2 of this Article, provided that:

+ All members of the Management shall owe duties and obligations to the Company equivalent to those of members of the Board of Directors and shall comply with the same standards of responsibility applicable to members of the Board of Directors as set out in these Rules of Procedure.

d) The duties and responsibilities of the Deputy General Directors, Chief Accountant, and other management units shall be prescribed in the internal documents, materials, and regulations of the Company issued by the General Director within his/her authority.

3 . Procedures for Obtaining Approval from the Board of Directors:

The General Director shall have the powers and duties prescribed in Article 44 of the Charter and Clause 2 of this Article. Where, in the course of performing his/her duties, approval from the Board of Directors is required as prescribed in Article 35 of the Charter, the General Director shall submit a proposal, together with relevant supporting documents, and carry out the necessary procedures in accordance with Article 39 of these Rules of Procedure.

Article 29. Composition of the Management

1. The organization of the Management shall be carried out in accordance with Article 41 of the Charter. The number of Deputy General Directors shall be proposed by the General Director and approved by the Board of Directors (BOD)..

2. Qualifications of Members of the Management:

The General Director shall satisfy the qualifications prescribed in Article 44 of the Charter of the Company. Other members of the Management shall meet the following requirements:

a) They shall enjoy the confidence and trust of the shareholders, management at all levels, and employees of the Company;

b) They shall possess integrity, dedication, and a good professional reputation;

c) They shall possess appropriate professional qualifications, academic credentials, organizational and managerial skills, and the ability to balance the interests of all stakeholders and make sound business decisions

d) They shall have business management experience and possess a thorough understanding of economic, political, legal, and social matters, together with knowledge of market trends, products, and competitors, both domestically and internationally;

e) They shall have the ability to translate their knowledge and experience into practical solutions applicable to the Company's business operations.

f) Any additional specific qualification requirements shall be proposed by the General Director and approved by the Board of Directors.

Article 30. Operating Procedures of the Management

The General Director shall be responsible for issuing regulations governing the frequency of meetings of the Executive Management; the procedures for organizing and conducting consultation and coordination meetings with other managerial personnel; the appointment of the meeting secretary; the preparation of meeting minutes; and the retention and archival of meeting records.

Article 31. Salary, Bonuses, and Other Benefits for the Management

1. Salary and Bonus Policy for the Management:

a) The Board of Directors (BOD) shall determine the salary and bonuses of executives based on the proposal of the General Director in accordance with Article 35 of the Charter;

b) The Board of Directors shall be responsible for issuing policies and/or regulations governing salaries, bonuses, and other benefits.

2. Employment Contracts

a) The authority to execute employment contracts and determine their terms and conditions shall be governed by Article 35 of the Charter of the Company. The Chairperson of the Board of Directors or a person authorized by the Board of Directors shall execute the employment contract with the General Director.

b) The General Director shall execute employment contracts with the remaining members of the Management.

c) The Board of Directors may, where it deems necessary, consider incorporating additional terms and conditions into the employment contracts of the General Director and members of the Management, including:

(i) Remedies and sanctions applicable where either party fails to perform its obligations;

(ii) Other benefits and incentives;

(iii) Compensation arrangements;

(iv) Confidentiality obligations applicable both during the term of the employment contract and after a member of the Management leaves the Company for any reason;

(v) Non-competition obligations applicable during the term of the employment contract and after a member of the Management leaves the Company for any reason;

(vi) Commitments to protect the interests of the Company and its shareholders;

(vii) Conditions governing the early termination of the employment contract.

3. Reports of the General Director:

a) The General Director shall report to the Board of Directors (BOD) on the performance of the duties and exercise of the powers assigned to him/her at meetings of the Board of Directors.

b) The General Director shall report and provide information to the Board of Directors (BOD) and the Board of Supervisors (BOS) on matters within his/her authority which, in the General Director's opinion, should be reported for consultation or guidance

c) The General Director shall notify the Board of Directors (BOD) and the Board of Supervisors (BOS), in writing or by any other appropriate means, immediately upon the occurrence of any matter referred to in Point b of this Clause.

Article 32. Management Training

Members of the Management shall participate in corporate governance training programs conducted by training institutions recognized by the State Securities Commission.

Article 33. Person in Charge of Corporate Governance

1. The Person in Charge of Corporate Governance is specifically provided for in Article 40 of the Charter. His/Her principal roles and functions in relation to the General Meeting of Shareholders (GMS), the Board of Directors (BOD), the Management, and the Board of Supervisors (BOS) are as follows:

a) To advise the Board of Directors on the organization of meetings of the General Meeting of Shareholders in accordance with applicable regulations and on matters relating to the relationship between the Company and its shareholders.

b) To prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors.

c) To advise on the procedures for conducting meetings.

d) To attend meetings.

đ) To advise on the procedures for preparing Resolutions of the Board of Directors in compliance with applicable laws.

e) To provide financial information, copies of the minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and the Board of Supervisors.

g) To supervise and report to the Board of Directors on the Company's information disclosure activities.

h) To act as the primary liaison with stakeholders and other interested parties.

i) To maintain the confidentiality of information in accordance with applicable laws and the Charter of the Company.

2. Appointment Procedures, Term of Office, and Removal:

a) The Person in Charge of Corporate Governance shall be appointed and removed by the Board of Directors (BOD) in accordance with the procedures prescribed in Article 40 of the Charter. The term of office of the Person in Charge of Corporate Governance shall be five (05) years or such other term as may be determined by the Board of Directors from time to time.

b) The qualifications of the Person in Charge of Corporate Governance shall include the following:

+ Possessing a sound knowledge of the law and a thorough understanding of the legal regulations applicable to the Company and the securities market;

+ Holding a university degree or higher;

+ Having a comprehensive understanding of the Company's operations;

+ Demonstrating a high sense of responsibility and strong communication skills, particularly in negotiation and consensus-building;

+ Possessing organizational and analytical skills, including the ability to identify early warning signs and provide timely alerts to the Management, together with sound judgment and sensitivity to the thinking and conduct of the General Director and members of the Board of Directors.

+ Being meticulous, detail-oriented, adaptable, and creative;

+ Having the ability to overcome bureaucratic approaches within the Company;;

+ Having received training in corporate governance;

+ Possessing a good personal reputation, integrity, and professional appearance.

3. The Person in Charge of Corporate Governance may concurrently serve as the Company Secretary.

Article 34. Company Secretary

1. The Company Secretary is specifically provided for in Clause 5, Article 156 of the Law on Enterprises. The principal roles and functions of the Company Secretary in relation to the General Meeting of Shareholders (GMS), the Board of Directors (BOD), the Management, and the Board of Supervisors (BOS) are prescribed in these Rules of Procedure and include the following:

a) The Company Secretary shall ensure that the Company's governing bodies comply with the Company's internal regulations and policies, and shall propose amendments, supplements, or the adoption of new regulations and policies whenever appropriate.

b) The Company Secretary shall contribute to ensuring that the Company's governing bodies comply with all applicable legal requirements under Vietnamese law and, where applicable, relevant international laws and regulations.

c) The Company Secretary shall act as an adviser to members of the Board of Directors and the Company's Management on legal requirements, listing regulations, and legislation relating to corporate governance

d) The Company Secretary may identify deficiencies or weaknesses in matters relating to corporate governance and recommend appropriate measures to remedy such deficiencies.

2. The procedures for appointment, term of office, removal, and the qualification requirements applicable to the Company Secretary shall be the same as those applicable to the Person in Charge of Corporate Governance..

3. Requirements and Qualifications for the Company Secretary:

a) Independence:

The Company Secretary shall not concurrently be employed by the audit firm that is currently auditing the Company;

b) The Company Secretary shall report directly to the General Director;

c) The Company Secretary shall attend corporate governance training programs conducted by training institutions recognized by the State Securities Commission

4. Duties and Authority:

a) The roles and duties of the Company Secretary shall be as prescribed in Clause 5, Article 156 of the current Law on Enterprises.

b) The Company Secretary occupies a key position in establishing effective corporate governance policies and practices, particularly in the development, implementation, compliance monitoring, and periodic review of the Company's corporate governance policies and practices. The Company Secretary shall ensure that the Company's corporate governance standards are regularly updated and consistently maintained at a high level.

c) The Company Secretary shall be responsible for providing legal and administrative support to the Board of Directors (BOD), including the following:

- Explaining procedural requirements arising under applicable laws, the Charter, and the Company's internal regulations within the scope of his/her authority;

- Assisting members of the Board of Directors in accessing information and becoming familiar with the Company's documents and records;

- Preparing the minutes of meetings of the Board of Directors, the Board of Supervisors (BOS), and the General Meeting of Shareholders (GMS) at the request of the Chairperson of the Board of Directors or the Board of Supervisors;

- Ensuring compliance with all procedures relating to the convening and conduct of meetings;

- Liaising with members of the Board of Directors to collect voting ballots and written opinions submitted by Board members;

- Notifying all members of the Board of Directors of meetings of the Board of Directors;

- Assisting in the organization and administration of meetings of the Board of Directors;

- In particular, the Company Secretary's responsibilities in organizing meetings of the Board of Directors shall include:

- Assisting the Chairperson in preparing the meeting agenda;

- Preparing presentations on significant matters and procedural issues to be considered and discussed at the meeting.

- Preparing briefing papers and discussion summaries for meetings of the Board of Directors;

- Sending notices of meetings of the Board of Directors to all members of the Board of Directors;

- Distributing voting ballots to members of the Board of Directors;

- Collecting completed voting ballots and written opinions submitted by members of the Board of Directors who are unable to attend the meeting;

- Forwarding voting ballots and written opinions to the Chairperson;

- Carrying out other activities necessary to facilitate the exchange of information among members of the Board of Directors and between the members and the Chairperson during the intervals between Board meetings.

- Providing information to the Board of Directors, including the following documents:

- Minutes of meetings of the Board of Directors;

- Decisions and documents approved by the Management;

- Minutes of meetings and reports prepared by the Board of Supervisors (BOS), the Independent Auditor, or any committee established by the Board of Directors;

- Documents relating to the Company's financial affairs;

- Providing legal support to members of the Board of Directors on matters relating to Corporate Governance.

d) The Company Secretary shall be responsible for safeguarding the rights and interests of shareholders, including the following responsibilities:

+ Organization of the General Meeting of Shareholders (GMS):

- Ensuring that the list of shareholders is prepared accurately and completely;

- Notifying shareholders of the General Meeting of Shareholders;

- Ensuring compliance with the procedures for registration to attend the General Meeting of Shareholders;

- Responding to all procedural questions relating to the General Meeting of Shareholders and resolving disputes arising in connection with the preparation and conduct of the General Meeting of Shareholders;

- Distributing meeting materials before and during the General Meeting of Shareholders;

- Collecting voting ballots and forwarding them to the Vote Counting Committee;

- Communicating the results of the General Meeting of Shareholders to the shareholders;

- Ensuring that the records of voting results and the minutes of the General Meeting of Shareholders are properly maintained and retained.

+ Acting as the liaison among shareholders in connection with transactions involving control of the Company.

+ Assisting in the Protection of Shareholders' Rights:

- Ensuring that the Company gives due consideration to all petitions, requests, and submissions validly submitted by shareholders.

- Forwarding all inquiries, requests, and submissions validly made by shareholders to the appropriate governing bodies and relevant departments of the Company.

+ Assisting in the Resolution of Internal Conflicts::

- The Company Secretary shall record shareholders' inquiries, petitions, requests, or claims, review the relevant documentation, and forward valid requests to the competent management authority responsible for resolving such conflicts.

- Conflicts may arise among members of the Board of Directors, the Management, and shareholders. The Company Secretary shall inform the Chairperson of the Board of Directors of any existing or potential conflicts so that such matters may be addressed and resolved in an appropriate and timely manner.

e) The Company Secretary shall be responsible for facilitating transparent information disclosure. The Company Secretary shall act as the liaison between the Board of Supervisors (BOS) and the Board of Directors (BOD). The authority and responsibilities of the Company Secretary in relation to information disclosure shall include the following:

+ Ensuring that the Company operates in compliance with applicable regulations and procedures governing the maintenance, retention, and disclosure of corporate information;

+ Certifying copies of corporate documents before they are distributed to shareholders;

+ Ensuring that the Company's records and documents are securely maintained and preserved;

+ Ensuring that shareholders are provided with unrestricted access to information relating to the Company in accordance with applicable laws.

5. Organizational Structure of the Company Secretary Function:

a) The Company Secretary shall serve as a full-time employee of the Company.

b) Where the Company Secretary concurrently holds another position (and therefore does not satisfy the requirement of full-time service), the Board of Directors (BOD) shall consider appointing more than one Company Secretary under a **Co-Company Secretary** arrangement. The responsibilities of each Co-Company Secretary shall be allocated according to the relevant areas of responsibility, including corporate governance and legal matters, the Board of Directors (BOD), the Board of Supervisors (BOS), and other related functions;

c) SThe number of Company Secretaries shall be determined based on the Company's scale of operations, including its revenue, the workload and time required for the Company Secretary function, and the capabilities of the Company's personnel.

d) The Company Secretary function may be divided into two principal roles: Company Secretary and Secretary to the Board of Directors.

CHAPTER VI. BOARD OF SUPERVISORS

Article 35. Organization and Operating Principles of the Board of Supervisors

1. The Board of Supervisors (BOS) shall consist of members of the Board of Supervisors. The number of members, qualifications, eligibility criteria, method of election (which shall be conducted using the cumulative voting method in the same manner as the election of members of the Board of Directors), removal, dismissal, and term of office of members of the Board of Supervisors shall be governed by Articles 46 and 47 of the Charter of the Company. The members of the Board of Supervisors shall elect one (01) member to serve as the Chief Supervisor.

2. The announcement of the election, removal, or dismissal of members of the Board of Supervisors shall be made in accordance with Article 25 of the Charter of the Company.

3. The Board of Supervisors shall hold regular and extraordinary meetings in accordance with the Charter of the Company and these Rules of Procedure.

4. Members of the Board of Supervisors shall be assigned responsibility for specific areas of work and shall be accountable for the performance and results achieved within their respective areas of responsibility.

Article 36. Application of Specific Regulations

The responsibilities, powers, and other matters relating to the Board of Supervisors shall be governed by applicable laws, the Charter of the Company, and the Operating Regulations of the Board of Supervisors.

CHAPTER VII. PROCEDURES FOR COORDINATION OF ACTIVITIES

Article 37. Working Principles

1. Members of the Board of Directors (BOD), members of the Board of Supervisors (BOS), the General Director, and other executives shall be individually accountable for the performance of the duties assigned to them and shall cooperate in good faith and in a responsible manner to protect the lawful rights and interests of shareholders and promote the sustainable development of the Company.

2. All members shall have the right to record and maintain their concurring or dissenting opinions with respect to any matter under consideration and shall be responsible for providing explanations for such opinions when so requested.

3. On an annual basis, the Board of Directors shall organize a review meeting to evaluate the implementation of its Resolutions and other matters delegated to the General Director, for the purpose of assessing the General Director's effectiveness, management capability, and executive performance.

Article 38. Procedures for Coordination of Activities of the Board of Supervisors

1. In exercising its right to access the Company's information and documents, the Board of Supervisors (BOS) shall clearly state the reasons for its request in the written request for information and shall maintain the strict confidentiality of all information obtained in the course of supervising the Company's operations. Such information may only be disclosed upon the request of a competent authority or with the approval of the General Meeting of Shareholders (GMS).

2. The information and documents referred to above include, but are not limited to, the following::

a) Notices convening meetings, together with related meeting materials and written voting forms of members of the Board of Directors (BOD);

b) Minutes and Resolutions of the Board of Directors;

c) Reports of the General Director;

d) Information and documents relating to the management and operation of the Company's business activities;

e) Business performance reports and financial statements.

3. The above information and documents shall be provided in accordance with the following principle: documents of the Board of Directors and the General Director shall be provided to the Board of Supervisors at the same time as they are distributed to members of the Board of Directors.

a) With respect to the Company's Management, the Board of Supervisors shall perform inspection and supervisory functions. The procedures shall be as follows::

+ Members of the Board of Supervisors shall have the right to require the General Director and other executives to facilitate access to files and documents relating to the Company's business operations at the Company's head office or any location where such records are maintained.

+ With respect to the activities of the General Director and the Executive Management, based on periodic operational reports and specific requests for information made by the Board of Supervisors (BOS), the Board of Supervisors shall have the right to request that the Board of Directors (BOD) reconsider decisions made by the General Director. Where there are indications of violations of applicable laws or the Charter of the Company that may cause significant financial loss or reputational damage to the Company, the Board of Supervisors shall have the right to issue a notice to the General Director requesting the immediate suspension of the implementation of such decisions. Within one (01) hour after issuing such request, the Board of Supervisors shall notify all members of the Board of Directors of its opinion. The Chairperson of the Board of

Directors shall then issue a notice regarding the suspension of the implementation of the General Director's decisions.

+ With respect to requests for information and documents relating to the management and operation of the Company's business activities, business performance reports, and financial statements, the written request of the Board of Supervisors shall be submitted to the Company at least forty-eight (48) hours in advance.

+ Where the Board of Supervisors engages an independent external adviser, it shall notify the Company of the scope of services, engagement value, and other material terms of the engagement within forty-eight (48) hours from the time such engagement is entered into.

b) With respect to the Board of Directors (BOD), the Board of Supervisors (BOS) shall perform supervisory, coordinating, advisory, and information-sharing functions in a timely, complete, and accurate manner. The procedures shall be as follows:

+ The Board of Supervisors shall regularly inform the Board of Directors of the results of its activities (at intervals not exceeding one (01) quarter), and shall consult with the Board of Directors before submitting its reports, conclusions, and recommendations to the General Meeting of Shareholders (GMS).

+During the course of inspection or supervision, if a member of the Board of Supervisors discovers any ongoing matter that may cause damage to the Company's assets, such member shall recommend appropriate remedial measures and promptly report the matter to the Chief Supervisor for direction. Where no more appropriate remedial measure is available, the Chief Supervisor shall discuss the matter with the Board of Directors to determine an appropriate course of action and shall subsequently report the matter to the General Meeting of Shareholders.

+All periodic and ad hoc inspections conducted by the Board of Supervisors shall be concluded by a written report, which shall be submitted to the Board of Directors no later than fifteen (15) working days after completion of the inspection, to assist the Board of Directors in the management of the Company. Depending on the nature and findings of the inspection, the Board of Supervisors shall discuss and reach agreement with the Board of Directors and the General Director before reporting the matter to the General Meeting of Shareholders. If no consensus is reached, the dissenting opinion may be formally reserved and recorded in the minutes, and the Chief Supervisor shall be responsible for reporting such matter to the next General Meeting of Shareholders.

+Recommendations concerning amendments, supplements, or improvements to the Company's organizational structure or management system shall be submitted by the Board of Supervisors together with the relevant supporting documents at least fifteen (15) working days prior to the date on which a response is expected.

With respect to the review of audited financial statements, the Board of Supervisors shall provide its written opinion within seven (07) days.

+ For all other dossiers and documents submitted by the Board of Directors for review and comments, the Board of Supervisors shall provide its written response within fifteen (15) working days.

Article 39. Procedures for Coordination of Activities of the Board of Directors

1 Coordination with the Board of Supervisors:

a) The agenda and meeting materials for meetings of the Board of Directors (BOD) shall be sent to members of the Board of Supervisors (BOS), where they are invited to attend, at the same time as they are distributed to members of the Board of Directors;

b) Resolutions of the Board of Directors shall be delivered to the Board of Supervisors (concurrently with their delivery to the General Director) within seven (07) days from the date of their adoption.

c) With respect to proposals made by the Board of Supervisors concerning the number of members of the Board of Supervisors, the Board of Directors shall provide a written response within seven (07) days..

d) With respect to proposals regarding the selection of the Independent Auditor, the Board of Directors shall provide a written response within seven (07) days.

2. Coordination with the Company's Management:

a) In relation to the organization of the Annual General Meeting of Shareholders (AGM), the Board of Directors shall notify the General Director of the required coordination and allocation of resources at least forty-five (45) days in advance..

b) Unless otherwise required by law, where the Board of Directors authorizes subordinate employees or managers to act on behalf of the Company, the following requirements shall apply:

+ Such authorization shall be evidenced by a Resolution of the Board of Directors or a written authorization bearing the signatures of a majority of the members of the Board of Directors;

+ The original of such Resolution or authorization shall be delivered to the General Director, and the Company Secretary shall be duly notified;

+ The authorization shall satisfy all other applicable legal requirements relating to delegation of authority.

c) For matters requiring approval by the Board of Directors based on proposals submitted by the General Director pursuant to Article 35 of the Charter, the Board of Directors shall provide its response within seven (07) days or within such other period as may be agreed upon by the parties;

d) Any decision by the Chairperson of the Board of Directors to temporarily suspend a decision of the General Director shall be made in writing and delivered either by registered mail or by hand, in the presence of the Company Secretary as witness.

e) The Board of Directors (BOD) shall not establish a separate administrative apparatus. Where necessary, the Board of Directors may utilize the Company's personnel and facilities to support its activities, provided that prior written notice is given to the General Director at least forty-eight (48) hours in advance;

f) In urgent circumstances and for purposes directly related to the performance of their duties, members of the Board of Directors shall have the right to request the General Director or other managers of the Company to provide information concerning the Company's operations, subject to the prior approval of the Chairperson of the Board of Directors. Such request shall be made in writing and submitted to the General Director at least twenty-four (24) hours in advance.

g) The Board of Directors shall provide its response within fifteen (15) days with respect to recommendations concerning the Charter, the Corporate Governance Regulations, the Company's organizational structure, and the number of managers.

h) With respect to matters requiring approval of transactions with Related Persons, the Board of Directors shall provide its written response within seven (07) days.

i) Where members of the Board of Supervisors, members of the Management, or any executive are invited to attend a meeting of the Board of Directors, the Board of Directors shall, through the Secretary to the Board of Directors, send the meeting invitation together with any preparatory materials (if any) at least seven (07) days prior to the meeting.

j) Matters submitted to the General Director for consultation, including the remuneration and other benefits of executives and personnel-related matters, shall be forwarded at least forty-eight (48) hours in advance.

k) For expenditures incurred and expenses used by the Board of Directors, the Board of Directors shall submit to the Company a written explanation demonstrating the reasonableness of such expenditures together with the relevant supporting documents and vouchers.

Article 40. Procedures for Coordination of Activities of the Management

1. Coordination with the Board of Directors:

a) The General Director and other members of the Management shall constitute the executive body responsible for managing the Company's day-to-day operations, ensuring that the Company operates in a normal, efficient, and effective manner.

b) The General Director shall have the authority to decide upon measures beyond his/her delegated authority in emergency situations, including natural disasters, epidemics, catastrophes, fires, unforeseen incidents, strikes, demonstrations, or work stoppages. However, the General Director shall report such decisions in writing to the Board of Directors (BOD) as soon as practicable and shall be accountable to the Board of Directors and the next General Meeting of Shareholders (GMS) for such decisions.

c) The General Director shall have the right to refuse to implement, and to reserve his/her opinion with respect to, any Resolution or Decision of the Board of Directors if, in the General Director's opinion, such Resolution or Decision is contrary to law or prejudicial to the legitimate interests of the shareholders. In such case, the General Director shall immediately submit a written explanatory report to the Board of Directors and the Board of Supervisors (BOS)..

d) Before carrying out any matter requiring the approval of the Board of Directors under Article 35 of the Charter, the General Director shall submit a written proposal together with the relevant supporting documents to the Board of Directors at least seven (07) days in advance.

e) With respect to matters requiring the General Director's opinion regarding the remuneration and other benefits of executives, the General Director shall submit his/her comments at least seven (07) days in advance

2. Coordination with the Board of Supervisors:

a) The General Director and other members of the Management shall be responsible for cooperating with, and giving due consideration to, the recommendations and supervisory activities of the Board of Supervisors (BOS).

b) In the course of managing, administering, and supervising the Company's operations, where the General Director and the Board of Supervisors consider that it is in the best interests of the Company, they shall have the right to propose that the Board of Directors (BOD) convene a meeting in accordance with Clause 3, Article 38 of the Charter of the Company for the purpose of proposing solutions, making recommendations, or seeking the Board of Directors' opinions on matters relating to the Company's operations.

CHAPTER VIII. REWARDS AND DISCIPLINE

Article 41. Performance Evaluation

1. The Board of Directors (BOD) shall be responsible for conducting performance evaluations of all members of the Board of Directors and the General Director.

2. The evaluation of other executives shall be proposed by the General Director and approved by the Board of Directors in accordance with Article 28 of these Rules of Procedure.

Article 42. Rewards

1. The Board of Directors shall decide on rewards based on the results of the performance evaluation referred to in Article 41 of these Rules of Procedure.

2. The form and amount of rewards shall be considered and decided by the Board of Directors.

Article 43. Discipline

Members of the Board of Directors, the Board of Supervisors (BOS), and the Management who, in the performance of their duties, commit acts in violation of applicable laws or the Company's regulations shall, depending on the nature and severity of the violation, be subject to disciplinary action, administrative sanctions, or criminal prosecution in accordance with the Company's disciplinary system and applicable laws. Where such violation causes damage to the interests of the Company, shareholders, or any other person, the violator shall be liable to pay compensation in accordance with applicable laws.

CHAPTER IX. INFORMATION DISCLOSURE, TRANSPARENCY, AND CONFIDENTIALITY

Article 44. Principles of Information Disclosure

1. Principles of Information Disclosure:

a) Information shall be disclosed on a regular and timely basis.

b) Information shall be made readily and widely accessible.

c) Information shall be accurate and complete.

d) Information shall be consistent, appropriate, and supported by documentary evidence.

2. The Company shall disclose, in a full, accurate, and timely manner, periodic and extraordinary information concerning its business operations, financial condition, and corporate governance to shareholders and the investing public in accordance with the Information Disclosure Regulations of the Hanoi Stock Exchange.

3. Information shall be disclosed in a manner that ensures shareholders and the investing public have fair and simultaneous access thereto. Information disclosed shall be presented in clear and understandable language, avoid causing misunderstanding to shareholders and the investing public, and ensure transparency of information.

Article 45. Confidential Information

1. In order to avoid any adverse impact on the lawful rights and interests of the Company and its shareholders in connection with information disclosure, the Company shall be entitled to keep confidential any information constituting trade secrets within the scope of business secrets as prescribed by the Law on Competition.

2. The scope of trade secrets and other confidential information shall be prescribed in the Company's internal management regulations.

Article 46. Inside Information and Insider Trading

1. Inside Information means information relating to the Company that has not been publicly disclosed and which, if disclosed, could have a material effect on the market price of the Company's securities.

2. Inside Information shall be kept strictly confidential by persons authorized to access such information in accordance with the Company's Information Security Policy.

3. Persons who may have access to Inside Information include:

a) Members of the Board of Directors (BOD), the Board of Supervisors (BOS), the General Director, and other executives, to the extent such information is relevant to their assigned duties and responsibilities;

b) Major shareholders of the Company;

c) The Company's financial statement auditors, securities companies, securities investment fund management companies, and securities practitioners;

d) Organizations and individuals having business cooperation or service relationships with the Company, and individuals working for such organizations;

e) Organizations and individuals who directly or indirectly obtain Inside Information from the persons specified in the above points.

4. Persons having access to Inside Information shall not:

a) Trade in securities relating to the Inside Information to which they have access;

b) Disclose Inside Information to any other person, except where such disclosure is made in the course of performing duties assigned by the Company;

c) Advise, recommend, or induce any other person to trade in securities based on the Inside Information to which they have access.

5. Illegal Insider Trading means transactions carried out by persons having access to Inside Information who use such information to obtain profits or avoid losses in the securities market.

6. The General Director shall be responsible for implementing the Company's Information Security Policy and for developing detailed regulations and procedures on the prevention of conflicts of interest in order to govern conduct relating to the use of Inside Information and Insider Trading.

Article 47. Information Disclosure, Information Management, and Transparency

1. Information Disclosure:

a) The Board of Directors (BOD) shall be responsible for establishing, approving, and maintaining the Information Disclosure Regulations in compliance with the Law on Securities, its implementing regulations, and other applicable laws;

b) To ensure the accuracy and timeliness of information disclosure, the Company shall establish a dedicated or concurrently assigned information disclosure function. The qualifications and requirements applicable to the personnel or department responsible for information disclosure shall be prescribed in the Information Disclosure Regulations. Personnel responsible for information disclosure shall perform their duties and exercise their authority in accordance with the responsibilities assigned to them;

c) Information shall be disclosed through the information disclosure systems of the State Securities Commission and the Stock Exchange, as well as through the Company's publications and official website.

2. Management of Confidential Information and Inside Information:

a) The General Director shall bear ultimate responsibility for developing and/or proposing the criteria for classifying information and establishing an internal information management system for confidential information and Inside Information in compliance with applicable laws. As a general principle, Inside Information shall be managed in a centralized manner from the highest management level downward. Each department shall, based on the nature of its functions, assess the sensitivity of information arising within its area of responsibility and implement appropriate measures for handling, safeguarding, and managing such information.

b) In the course of the Company's business development, the list of information requiring protection shall be regularly supplemented and updated to ensure effective management and close monitoring, thereby minimizing the adverse consequences arising from the unauthorized disclosure of Inside Information.

3. Transparency:

The Company undertakes to ensure transparency in information disclosure in accordance with the Information Disclosure Regulations..

4. Any individual who violates the Information Disclosure Regulations, including but not limited to violations relating to::

a) Information disclosure;

b) The use and/or disclosure of information;

c) The preparation of incomplete or inaccurate information for disclosure;

shall be liable for compensation and/or subject to disciplinary action, depending on the nature and severity of the violation.

5. Regular Communication Mechanism with Major Shareholders

The Company shall communicate with its major shareholders whenever the Board of Directors considers it necessary; provided, however, that such communication shall take place no fewer than two (02) times per year.

Article 48. Information to be Disclosed

1. Disclosure of Corporate Governance Information:

a) The Company shall disclose information on its corporate governance at each Annual General Meeting of Shareholders (AGM) and in its Annual Report. Such disclosure shall include, at a minimum, the following information:

i) The composition and structure of the Board of Directors (BOD) and the Board of Supervisors (BOS);

ii) The activities of the Board of Directors and the Board of Supervisors;

iii) Plans to enhance the effectiveness of the Company's corporate governance practices;

iv) Information relating to transactions in the Company's shares by members of the Board of Directors, members of the Board of Supervisors, executives, major shareholders, and other transactions conducted by members of the Board of Directors, members of the Board of Supervisors, executives, and their Related Persons;

v) The number of members of the Board of Directors, members of the Board of Supervisors, and the General Director who have participated in corporate governance training programs.

vi) Matters not yet implemented in accordance with these Rules of Procedure, together with the reasons therefor and the proposed remedial measures.

b) The Company shall prepare periodic reports and make periodic disclosures regarding its corporate governance in accordance with applicable laws and the regulations of the State Securities Commission and the Hanoi Stock Exchange..

c) Members of the Board of Directors (BOD), members of the Board of Supervisors (BOS), the General Director, and other executives shall be responsible for reporting and disclosing information concerning:

i) Transactions between the Company and any company in which the above-mentioned persons have served as founding members or as members of the Board of Directors or General Director during the preceding three (03) years;

ii) Transactions between the Company and any company in which the Related Persons of the above-mentioned persons serve as members of the Board of Directors, General Director, or major shareholders;

iii) Transactions that may provide material or non-material benefits to the above-mentioned persons.

2. Information to be Disclosed:

+ The scope of information required to be disclosed shall include:

a) Periodic information, including audited financial statements and the Annual Report;

b) Information required by the State Securities Commission;

d) Information relating to transactions conducted by major shareholders;

e) Information relating to treasury share transactions;

f) Information relating to transactions involving shares held by shareholders that are subject to transfer restrictions;

g) Information relating to securities transactions and public offerings;

h) Information relating to public offerings of securities and the progress of the utilization of proceeds raised from such offerings;

i) Other information required by applicable laws.

3. Voluntary Information Disclosure:

a) The Company may voluntarily disclose information (which is not required by law to be disclosed) on its official website, including:

- The Company's objectives;
- The ownership structure of major and significant shareholders and their voting rights;
- Information relating to members of the Board of Directors (BOD) and the Executive Management;
- Foreseeable material risk factors;
- Information relating to employees and other stakeholders;
- The Company's corporate governance structure and policies.

4. Scope of Information Provided to Major Shareholders:

a) Inside Information;

b) Comments and recommendations made by major shareholders regarding the Company's corporate governance.

Article 49. Disclosure of Information on Major Shareholders

1. The Company shall periodically disclose information relating to each major

shareholder, including, at a minimum, the following:

a) Full name and year of birth (for individual shareholders);

b) Contact address;

c) Occupation (for individual shareholders) or principal business activities (for organizational shareholders);

d) Number and percentage of shares held in the Company;

e) Changes in the ownership interests of major shareholders;

f) Information that may result in significant changes to the Company's shareholder structure;

g) Increases or decreases in shareholdings, and any pledge or mortgage of the Company's shares by major shareholders..

2. The Company shall prepare quarterly and annual reports and disclose information on changes in its shareholder structure in accordance with the regulations of the State Securities Commission and the Hanoi Stock Exchange.

3. In order to safeguard shareholders' rights and interests, shareholders shall provide the Company with their information accurately, promptly, and on an ongoing basis. Where a shareholder fails to provide such information, resulting in any adverse effect on that shareholder's rights and interests, and such adverse effect is not attributable to any fault of the Company, the Company shall not be liable for any compensation.

Article 50. Information Confidentiality

1. The General Director shall be responsible for developing and implementing the Company's regulations and procedures governing information confidentiality.

2. The scope of application shall include Inside Information, confidential information, and other sensitive information of the Company that requires protection.

3. The regulations on information confidentiality shall, at a minimum, address the following matters: information risk management; designation of the responsible department; asset management; records retention; information communications; access control; and the management of confidentiality undertakings with third parties.

CHAPTER X. REPORTING, SUPERVISION, AND HANDLING OF VIOLATIONS

Article 51. Reporting

The Board of Directors (BOD) shall be responsible for reporting and disclosing information on the implementation of the Company's corporate governance in accordance with these Rules of Procedure to the State Securities Commission, the Stock Exchange/Securities Trading Center, and other competent authorities as required by applicable laws.

Article 52. Supervision

The Company, its shareholders, and all relevant individuals and organizations shall be subject to corporate governance supervision by the State Securities Commission, the Hanoi Stock Exchange, and other competent authorities in accordance with applicable laws.

Article 53. Handling of Violations

1. Any violation of, or failure to comply with, the obligations relating to information disclosure and reporting to the State Securities Commission as prescribed in these Rules of Procedure shall be subject to administrative sanctions in accordance with the Government's Decree on administrative penalties in the field of securities and the securities market.

2. Other violations shall be handled in accordance with the Company's Internal Labor Regulations and internal regulations on rewards and disciplinary measures. Any disciplinary action shall comply with applicable laws, the Charter of the Company, and other relevant internal regulations.

CHAPTER XI. IMPLEMENTATION

Article 54. Effectiveness

1. These Rules of Procedure shall take effect from the date on which they are approved by the General Meeting of Shareholders (GMS).

2. Any matters not specifically provided for in these Rules of Procedure shall be governed by the Charter of the Company and applicable laws.

Article 55. Amendment, Supplement, and Replacement of the Rules of Procedure

1. During the implementation of these Rules of Procedure, where a competent State authority promulgates new legal normative documents governing matters related to these Rules of Procedure, the provisions of such legal documents shall automatically apply.

2. The Board of Directors (BOD) shall review these Rules of Procedure and, where necessary, propose amendments and supplements to ensure compliance with applicable laws, and shall submit such amendments and supplements to the General Meeting of Shareholders (GMS) for consideration and approval.

Article 56. Implementation

These Rules of Procedure consist of eleven (XI) Chapters and fifty-six (56) Articles. The Board of Directors (BOD), the Board of Supervisors (BOS), the General Director, other executives, shareholders, employees, and relevant individuals shall strictly comply with the provisions of these Rules of Procedure.During the implementation of these Rules of Procedure, should any difficulties arise, shareholders, individuals, or organizations shall have the right to submit recommendations requesting the Board of Directors to review and make appropriate adjustments, and to submit such adjustments to the General Meeting of Shareholders (GMS) for approval./.