TỔNG CÔNG TY KHOÁNG SẢN - TKV
VINACOMIN - MINERALS HOLDING COMPANY
CÔNG TY CỔ PHẦN GANG THÉP CAO BẰNG
CAO BANG CAST IRON AND STEEL JOINT STOCK COMPANY

Số: 2334 /CISCO-CBTT
No.: 2334 /CISCO-CBTT

CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆT NAM
THE SOCIALIST REPUBLIC OF VIETNAM
Độc lập - Tự do - Hạnh phúc
Independence - Freedom - Happiness

Cao Bằng, ngày 22 tháng 10 năm 2026
Cao Bang, October 22, 2026

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi/ *To*:
- Ủy ban Chứng khoán Nhà Nước;
- *The State Securities Commission;*
- Sở Giao dịch Chứng khoán Hà Nội
- *Ha Noi Stock Exchange*

1. Tên tổ chức/ *Name of organisation*: Công ty cổ phần Gang thép Cao Bằng/ *Cao Bang Cast Iron and Steel Joint Stock Company*

- Mã chứng khoán/ *Stock Code*: CBI

- Địa chỉ/Address: Tổ Chu Trinh 1, phường Tân Giang, Tỉnh Cao Bằng, Việt Nam/ *Chu Trinh 1 Group, Tan Giang ward, Cao Bang province, VietNam.*

- Số điện thoại/ *Telephone*: 0206 3953 369

- E-mail: gangthepcb@gmail.com

2. Nội dung thông tin công bố/ *Contents of information Disclosure:*

2.1. Điều lệ tổ chức và hoạt động của Công ty Cổ phần Gang thép Cao Bằng sửa đổi, bổ sung lần thứ năm được ban hành kèm theo Quyết định số: 1288 /QĐ-CISCO ngày 22 / 10 /2026 của Hội đồng quản trị Công ty Cổ phần Gang thép Cao Bằng/ *The Charter on the organization and operation of Cao Bang Cast Iron and Steel Joint Stock Company, 5th amendment and supplement, promulgated attached to Decision No. 1288 /QĐ-CISCO dated October 22, 2026, by the Board of Directors of Cao Bang Cast Iron and Steel Joint Stock Company;*

2.2. Quy chế hoạt động của Hội đồng quản trị Công ty Cổ phần Gang thép Cao Bằng được ban hành kèm theo Quyết định số: 1291 /QĐ-CISCO ngày 22 / 10 /2026 của Hội đồng quản trị Công ty Cổ phần Gang thép Cao Bằng/ *The Operational Regulations of the Board of Directors promulgated attached to Decision No. 1291 /QĐ-CISCO dated October 22, 2026, by the Board of Directors of Cao Bang Cast Iron and Steel Joint Stock Company;*

Signature Not Verified
Ký bởi: CÔNG TY CỔ PHẦN GANG THÉP CAO BẰNG
Ký ngày: 22/10/2026 17:55:02

2.3. Quy chế nội bộ về quản trị Công ty Cổ phần Gang thép Cao Bằng được ban hành kèm theo Quyết định số: 1290 /QĐ-CISCO ngày 22 /10 /2026 của Hội đồng quản trị Công ty Cổ phần Gang thép Cao Bằng/ *the Internal Corporate Governance Regulations attached to Decision No. 1290 /QĐ-CISCO dated October 22 , 2026, by the Board of Directors of Cao Bang Cast Iron and Steel Joint Stock Company;*

3. Địa chỉ Website đăng tải thông tin/ *Websites address*: https://gtcb.com.vn

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/ *We hereby certify that the information provided is true and correct and we bear the full responsibility to the law./.*

NGƯỜI ĐẠI DIỆN THEO PHÁP LUẬT
GIÁM ĐỐC
LEGAL REPRESENTATIVE
DIRECTOR

Trần Văn Chưởng
Tran Van Chuong

Nơi nhận/Place of receipt:
- Như kính gửi/*As addressed*;
- Lưu VT/*Save in the archives*.

Tài liệu đính kèm/Attached documents:
- Quyết định số 1288/QĐ-CISCO ngày 22/10/2026/ *Decision No.1288/NQ-CISCO dated October 22, 2026;*
- Quyết định số 1290/QĐ-CISCO ngày 22/10/2026/ *Decision No.1290/NQ-CISCO dated October 22, 2026;*
- Quyết định số 1291/QĐ-CISCO ngày 22/10/2026/ *Decision No.1291/NQ-CISCO dated October 22, 2026*

VINACOMIN – MINERALS HOLDING CORPORATION
CAO BANG CAST IRON AND STEEL JOINT STOCK COMPANY

No: 1290/QĐ-CISCO

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Cao Bang, October 22, 2026

DECISION

On the promulgation of the Internal Corporate Governance Regulations of Cao Bang Cast Iron and Steel Joint Stock Company

THE BOARD OF DIRECTORS OF CAO BANG CAST IRON AND STEEL JOINT STOCK COMPANY

Pursuant to the Law on Enterprises No. 59/2020/QH14, adopted by the 14th National Assembly of the Socialist Republic of Vietnam at its 9th session on 17 June 2020, as amended and supplemented by Law No. 03/2022/QH15 dated 11 January 2022 and Law No. 76/2025/QH15 dated 17 June 2025;

Pursuant to the Law on Securities No. 54/2019/QH14, adopted by the 14th National Assembly of the Socialist Republic of Vietnam at its 8th session on 26 November 2019, as amended and supplemented by the Law on Securities No. 56/2024/QH15 dated 1 January 2025;

Pursuant to Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance providing guidance on a number of corporate governance provisions applicable to public companies under Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Resolution No. 2200/NQ-CISCO-ĐHĐCĐ dated 8 October 2026 of the 2026 Extraordinary General Meeting of Shareholders of Cao Bang Cast Iron and Steel Joint Stock Company;

Pursuant to the fifth amended and supplemented Charter on the Organization and Operation of Cao Bang Cast Iron and Steel Joint Stock Company, issued together with Decision No 1288/QĐ-CISCO 22/10/2026;

HEREBY DECIDES:

Article 1. To promulgate together with this Decision the Internal Corporate Governance Regulations of Cao Bang Cast Iron and Steel Joint Stock Company.

Article 2. This Decision shall take effect from the date of signing. All previous decisions concerning the Internal Corporate Governance Regulations of

Cao Bang Cast Iron and Steel Joint Stock Company that are inconsistent with this Decision are hereby repealed.

Article 3. Members of the Board of Directors, the Supervisory Board, the Executive Management, and heads of relevant units shall implement this Decision accordingly./.

Recipients:
- As Article 3;
- Minerals Corporation (reporting);
- Board of Directors;
- Supervisory Board;
- Board of Management;
- Filed at: Office, Board of Directors.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN
(Signed)
Ly Xuan Tuyen

VINACOMIN – MINERALS HOLDING CORPORATION
CAO BANG CAST IRON AND STEEL JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
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INTERNAL CORPORATE GOVERNANCE REGULATIONS OF CAO BANG CAST IRON AND STEEL JOINT STOCK COMPANY

(Issued together with Decision No. 1290/QĐ-CISCO dated October 22, 2026)

CHAPTER I.
GENERAL PROVISIONS

Article 1. Legal Grounds, Scope of Regulation and Applicable Entities

1. Legal grounds

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;

Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019;

Pursuant to Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance providing guidance on a number of corporate governance provisions applicable to public companies under Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter on the Organization and Operation of Cao Bang Cast Iron and Steel Joint Stock Company;

Pursuant to Resolution No. 2200/NQ-CISCO-ĐHĐCĐ dated 8 October 2026 of the General Meeting of Shareholders;

The Board of Directors hereby promulgates the Internal Corporate Governance Regulations of Cao Bang Cast Iron and Steel Joint Stock Company.

2. Scope of regulation

These Internal Corporate Governance Regulations stipulate the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors and the Director; the order and procedures for holding meetings of the General Meeting of Shareholders; the nomination, self-nomination, election, dismissal and removal of members of the Board of Directors and the Supervisory Board, and the Director; and other activities in accordance with the Company's Charter and other applicable laws and regulations.

3. These Regulations apply to:

Shareholders of the Company;

Members of the Board of Directors and the Chairperson of the Board of Directors;

Members of the Supervisory Board;

The Director;

Committees under the Board of Directors;

Other managerial personnel of the Company.

Article 2. Interpretation of Terms

The terms used in these Regulations shall have the same meanings as those defined in the Charter of the Joint Stock Company.

CHAPTER II.
GENERAL MEETING OF SHAREHOLDERS

SECTION 1.
ROLE, RIGHTS AND OBLIGATIONS OF THE GENERAL MEETING OF SHAREHOLDERS

Article 3. Rights and Obligations of the General Meeting of Shareholders

1. The Annual General Meeting of Shareholders shall have the right to discuss and approve the following matters:

a) The Company's annual business plan;

b) The audited annual financial statements;

c) The report of the Board of Directors on corporate governance and the performance of the Board of Directors and each of its members;

d) The report of the Supervisory Board on the Company's business results and the performance of the Board of Directors and the Director;

đ) The self-assessment report on the performance of the Supervisory Board and its members;

e) The dividend rate applicable to each class of shares;

g) The number of members of the Board of Directors and the Supervisory Board;

h) The election, dismissal and removal of members of the Board of Directors and the Supervisory Board;

i) The decision on the budget or total remuneration, bonuses and other benefits payable to the Board of Directors and the Supervisory Board;

k) Approval of the list of approved audit firms and the selection of an approved audit firm to inspect the Company's operations whenever deemed necessary;

l) Amendments and supplements to the Company's Charter;

m) The classes of shares and the number of new shares to be issued for each class, and the transfer of shares by founding shareholders during the first three years from the Company's establishment;

n) The division, separation, consolidation, merger or conversion of the

Company;

o) The reorganization and dissolution (liquidation) of the Company, and the appointment of liquidators;

p) Decisions on investments in, or sales of, assets valued at 35% or more of the Company's total assets as stated in its latest financial statements;

q) Decisions to repurchase more than 10% of the total number of shares sold of each class;

r) The Company's entry into contracts or transactions with the persons specified in Clause 1, Article 167 of the Law on Enterprises, where the value is equal to or greater than 35% of the Company's total assets as stated in its latest financial statements;

s) Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

t) Approval of the Internal Corporate Governance Regulations, the Operating Regulations of the Board of Directors and the Operating Regulations of the Supervisory Board;

u) Other matters as prescribed by law and the Company's Charter.

2. The General Meeting of Shareholders shall have the following rights and obligations:

a) To approve the Company's development orientations;

b) To decide on the classes of shares and the total number of shares of each class authorized for offering, and to determine the annual dividend for each class of shares;

c) To elect, dismiss and remove members of the Board of Directors and the Supervisory Board;

d) To decide on investments in, or sales of, assets valued at [35%] or more of the Company's total assets as stated in its latest financial statements, [unless the Company's Charter stipulates a different percentage or value];

đ) To decide on amendments and supplements to the Company's Charter;

e) To approve the annual financial statements;

g) To decide to repurchase more than 10% of the total number of shares sold of each class;

h) To consider and handle violations committed by members of the Board of Directors or the Supervisory Board that cause damage to the Company or its shareholders;

i) To decide on the reorganization or dissolution of the Company;

k) To decide on the budget or total remuneration, bonuses and other benefits payable to the Board of Directors and the Supervisory Board;

l) To approve the Internal Corporate Governance Regulations and the Operating Regulations of the Board of Directors and the Supervisory Board;

m) To approve the list of approved audit firms; select an approved audit firm to inspect the Company's operations and dismiss an approved auditor whenever deemed necessary;

n) To exercise other rights and perform other obligations as prescribed by law.

SECTION 2.
ORDER AND PROCEDURES FOR ADOPTING RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS BY VOTING AT A MEETING

Article 4. Authority to Convene the General Meeting of Shareholders

1. Authority to convene the Annual General Meeting of Shareholders

The General Meeting of Shareholders shall be held annually, within four (04) months from the end of the financial year. Unless otherwise provided in the Company's Charter, the Board of Directors may decide to extend the deadline for holding the Annual General Meeting of Shareholders when necessary, but the meeting must be held no later than six (06) months after the end of the financial year.

2. Authority to convene an Extraordinary General Meeting of Shareholders

a) The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors, or Supervisors falls below the number prescribed at Point d, Clause 3 of the Company's Charter, or upon receipt of a request specified at Points d and e of the Company's Charter.

If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed, the Chairperson and members of the Board of Directors shall be legally liable and shall compensate the Company for any resulting damage.

b) If the Board of Directors fails to convene the meeting as prescribed at Point a of this Clause, the Supervisory Board must, within the following thirty (30) days, replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Article 140 of the Law on Enterprises.

If the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed, the Head and members of the Supervisory Board shall be legally liable and shall compensate the Company for any resulting damage, if any.

c) If the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed at Point b, Clause 4 of the Company's Charter, then within the following thirty (30) days, the shareholder or group of shareholders making the request specified at Point d, Clause 3 of the Company's Charter shall have the right to replace the Board of Directors and the Supervisory Board in convening the General Meeting of Shareholders in accordance with the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the order and procedures for convening the meeting and adopting resolutions of the General Meeting of Shareholders.

d) The person convening the meeting must prepare and finalize the list of shareholders entitled to attend the General Meeting of Shareholders; provide information and resolve complaints relating to the list of shareholders; prepare the agenda and contents of the meeting; prepare meeting documents; determine the time and venue of the meeting; and send meeting invitations to each shareholder entitled to attend in accordance with Article 18 of the Company's Charter.

e) All expenses incurred in convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

f) The procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

Article 5. Preparation of the List of Shareholders Entitled to Attend the Meeting

A list of shareholders eligible to participate and vote at the General Meeting of Shareholders shall be prepared. Unless the Company's Charter provides for a shorter period, the list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no more than ten (10) days before the date on which the invitation to the General Meeting of Shareholders is sent.

Article 6. Notice of Finalization of the List of Shareholders Entitled to Attend the General Meeting of Shareholders

The Company must fully comply with the order and procedures for convening the General Meeting of Shareholders as prescribed by law, the Company's Charter and the Company's internal regulations. The Company is responsible for disclosing information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty days before the record date.

Article 7. Notice of Convocation of the General Meeting of Shareholders

1. The Board of Directors shall convene the Annual General Meeting of Shareholders and Extraordinary General Meetings of Shareholders. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of the Company's Charter.

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

a) Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no more than ten (10) days before the date on which the invitation to the meeting is sent;

b) Draft resolutions of the General Meeting of Shareholders in accordance

with the proposed meeting agenda;

c) Prepare the agenda and contents of the meeting;

d) Prepare documents for the meeting;

e) Determine the time and venue of the meeting;

f) Notify and send invitations to the General Meeting of Shareholders to all shareholders entitled to attend;

g) Perform other tasks necessary for the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures delivery and shall also be published through the information channels of the Stock Exchange (for listed companies or companies registered for trading) and on the Company's website.

The person convening the General Meeting of Shareholders must send the invitation to all shareholders on the list of shareholders entitled to attend no later than twenty-one (21) days before the opening date of the meeting. This period shall be calculated from the date on which the notice is duly sent or dispatched, with postage paid or deposited in a mailbox.

The agenda and documents relating to matters to be voted on at the General Meeting of Shareholders shall be sent to shareholders and/or published on the Company's website. If the documents are not enclosed with the invitation, the invitation must specify a link to all meeting documents so that shareholders can access them, including:

a. The meeting agenda and documents to be used at the meeting;

b. The list and detailed information of candidates in the event of election of members of the Board of Directors or Supervisors;

c. Voting ballots;

d. Draft resolutions on each matter included in the meeting agenda.

4. shareholder or group of shareholders as specified in Clause 4, Article 12 of the Company's Charter shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Proposals must be made in writing and sent to the Company no later than three (03) working days before the opening date of the General Meeting of Shareholders.

A proposal must include the full name, permanent address, nationality and citizen identity card number, identity card number, passport number or other lawful personal identification document of an individual shareholder; or the name, enterprise identification number or establishment decision number, and head office address of an institutional shareholder; the number and class of shares held by the shareholder; and the proposed matter to be included in the meeting agenda.

5. If the person convening the General Meeting of Shareholders rejects a proposal specified in Clause 4 of this Article, a written response stating the reasons must be provided no later than two (02) working days before the opening date of the General Meeting of Shareholders.

The person convening the General Meeting of Shareholders may reject a proposal specified in Clause 4 of this Article if it falls under one of the following cases:

a. The proposal was submitted in breach of Clause 4 of this Article;

b. At the time the proposal was submitted, the shareholder or group of shareholders did not hold at least five percent (5%) of the ordinary shares as prescribed in Clause 5, Article 12 of the Company's Charter;

c. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;

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

6. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the draft agenda and meeting contents, except in the cases specified in Clause 5 of this Article. The proposal shall be officially added to the agenda and meeting contents if approved by the General Meeting of Shareholders.

Article 8. Agenda and Contents of the General Meeting of Shareholders

1. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must specify clearly and in detail the time allocated to each matter.

2. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 4, Article 7 of these Regulations in the draft agenda and meeting contents, except in the cases specified in Clause 5, Article 7 of these Regulations. The proposal shall be officially added to the agenda and meeting contents if approved by the General Meeting of Shareholders.

Article 9. Authorization of Representatives to Attend the General Meeting of Shareholders

1. A shareholder or an authorized representative of an institutional shareholder may attend the meeting in person or authorize one or more other individuals or organizations to attend the meeting, or participate through one of the methods specified in Clause 3, Article 144 of the Law on Enterprises.

2. Authorization of an individual or organization to represent a shareholder at the General Meeting of Shareholders under Clause 1 of this Article must be made in writing. The authorization document shall be prepared in accordance with civil law and must specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content and scope of authorization, the authorization period, and the signatures of both the authorizing and authorized parties.

The authorized person attending the General Meeting of Shareholders must submit the authorization document when registering for the meeting. In the event of sub-authorization, the attendee must also present the original authorization document issued by the shareholder or the authorized representative of the institutional shareholder, if it has not previously been registered with the Company.

3. The votes cast by an authorized person attending the meeting within the scope of the authorization shall remain valid in the following cases, except where:

a. The authorizing person has died, has limited civil act capacity, or has lost civil act capacity;

b. The authorizing person has revoked the authorization appointment;

c. The authorizing person has revoked the authority of the person carrying out the authorization.

This Clause shall not apply if the Company receives notice of any of the above events before the opening of the General Meeting of Shareholders or before the reconvened meeting.

Article 10. Registration Procedures for Attending the General Meeting of Shareholders

1. The procedures for registering to attend the General Meeting of Shareholders shall be clearly specified in the meeting notice. These procedures may include contacting the Company or sending the Meeting Registration Form, enclosed with the invitation to the General Meeting of Shareholders, to the Company.

2. Shareholders shall register to attend the General Meeting of Shareholders using one of the methods specified in the notice, including:

+ Registering to attend the meeting;

+ Authorizing a representative to attend the meeting. If more than one representative is appointed, the number of shares and voting rights authorized to each representative must be specifically determined;

+ Other forms of registration that comply with applicable laws.

The Company shall make every effort to apply modern information technology so that shareholders can participate in General Meetings of Shareholders as effectively as possible, including providing instructions for remote voting and voting through online General Meetings of Shareholders.

3. Procedures for registering to attend the General Meeting of Shareholders and verifying the eligibility of attendees on the meeting date

a. On the date of the General Meeting of Shareholders, the Company must register shareholders and continue registration until all shareholders entitled to attend who are present have completed registration. Shareholders attending the meeting must bring the documents specified in the meeting notice to verify their eligibility as attendees. Registration shall take place at the venue of the General Meeting of Shareholders.

b. Upon registration, the Company shall issue each shareholder or authorized representative entitled to vote (hereinafter referred to as an "attendee") a voting card or ballot stating the registration number, full name and number of votes of that attendee.

c. An attendee who arrives late shall have the right to register immediately and may then participate and vote at the meeting. The Chairperson is not required to

suspend the meeting to allow late-arriving attendees to register, and the validity of votes conducted before their arrival shall not be affected.

Article 11. Conditions for Conducting a General Meeting of Shareholders

1. A General Meeting of Shareholders may be conducted when shareholders attending the meeting represent at least sixty-five percent (65%) of the total voting shares.

2. If the first General Meeting of Shareholders does not have the number of attendees required under Clause 1 of this Article, the person convening the meeting shall cancel it within thirty (30) minutes from the scheduled opening time. The second General Meeting of Shareholders must be convened within thirty (30) days from the intended date of the first meeting.

The reconvened General Meeting of Shareholders may proceed only when the attending shareholders and their authorized representatives represent at least thirty-three percent (33%) of the total voting shares.

3. If the second General Meeting of Shareholders cannot proceed because it does not have the number of attendees required under Clause 2 of this Article, the third General Meeting of Shareholders shall be convened within twenty (20) days from the intended date of the second meeting. The decision to convene the third meeting shall be made within thirty (30) minutes from the scheduled opening time of the second meeting.

In this case, the meeting may proceed regardless of the number of attending shareholders or authorized representatives, shall be considered valid, and shall have the authority to decide on all matters originally intended for approval at the first General Meeting of Shareholders.

4. Only the General Meeting of Shareholders has the authority to change the meeting agenda previously sent with the invitation in accordance with Clause 3, Article 18 of the Company's Charter.

Article 12. Forms of Adoption of Resolutions of the General Meeting of Shareholders

The General Meeting of Shareholders shall adopt decisions within its authority by voting at a meeting or by collecting written opinions.

Article 13. Voting Procedures

1. General principles

- The General Meeting of Shareholders shall discuss and vote on each matter included in its meeting agenda.

- Attendees shall vote to approve, reject or abstain from expressing an opinion on a matter submitted to the General Meeting of Shareholders by raising their voting cards or marking their selected options on voting ballots.

- The Chairperson shall propose the voting method for each matter on the agenda for approval by the General Meeting of Shareholders.

2. Voting methods

a. Voting by raising voting cards: When voting by raising voting cards, the front of the card must be raised and directed toward the Chairperson. If an attendee does not raise their voting card during any of the three voting options—approval, rejection or abstention—on a matter, the attendee shall be deemed to have voted in favor of that matter. If an attendee raises their voting card more than once when voting on approval, rejection or abstention for a matter, the vote shall be considered invalid.

Under this method, members of the attendee eligibility verification committee/ballot counting committee shall record the attendee identification code and corresponding number of votes for each shareholder as approval, rejection, abstention or invalid.

b. Voting by direct ballot: For each matter, attendees shall select one of the three pre-printed options—"Approve," "Disapprove" or "Abstain"—on the voting ballot by marking an "X" or "✓" in the selected box. After completing all voting items at the meeting, attendees shall submit their ballots to the sealed ballot box in accordance with the instructions of the vote-counting committee. Each ballot must bear the attendee's signature and full name.

Article 14. Election Voting Procedures

1. General principles

- Elections must comply with applicable laws and the Company's Charter.

- Members of the vote-counting committee must not be included in the list of nominees or self-nominated candidates for the Board of Directors or the Supervisory Board.

2. Election methods

a. Election by cumulative voting

- Each attendee shall have a total number of votes equal to the number of shares owned or represented by that attendee multiplied by the number of members to be elected.

- Attendees may allocate all their votes to one candidate or distribute them among several candidates.

- If additional candidates arise on the day of the meeting, attendees may contact the vote-counting committee to request new ballots and must return the old ballots before placing the new ones in the ballot box.

- If an attendee makes an incorrect selection, they may contact the vote-counting committee to obtain a replacement ballot and must return the old ballot.

- Instructions for completing election ballots: Each attendee shall be provided with election ballots. The ballots shall be completed as follows:

+ An attendee may vote for a maximum number of candidates equal to the number of candidates to be elected.

+ If allocating all votes to one or more candidates, the attendee shall mark the "Cumulative Voting" box for the relevant candidates.

+ If distributing votes unevenly among several candidates, the attendee shall specify the number of votes in the "Number of Votes" box for each relevant candidate.

Note: If an attendee both marks the "Cumulative Voting" box and enters a number in the "Number of Votes" box, the result shall be determined by the number entered in the "Number of Votes" box.

- Election principles:

+ Elected candidates shall be determined in descending order of votes received, starting with the candidate receiving the highest number of votes, until the required number of members has been elected.

+ If two (02) or more candidates receive the same number of votes for the final available seat, a re-election shall be held among the tied candidates.

+ If the first election does not produce the required number of elected members, further elections shall be held until the required number of members has been elected.

b. Election by voting: This shall be conducted in accordance with Point b, Clause 2, Article 13 of these Regulations.

Article 15. Vote Counting Procedures

Voting shall be conducted by counting or collecting the voting cards/ballots approving the resolution, followed by counting or collecting those rejecting it, and finally tallying the votes in favor, against and abstaining.

Where necessary, and at the request of a shareholder, the Company may appoint an independent organization to collect and count the votes.

Article 16. Conditions for Adoption of Resolutions of the General Meeting of Shareholders

1. Resolutions of the General Meeting of Shareholders on the following matters must be adopted by voting at a General Meeting of Shareholders:

a) Amendments and supplements to the Company's Charter;

b) The Company's development orientation and long-term development plan;

c) Classes of shares and the total number of shares of each class;

d) Election, dismissal and removal of members of the Board of Directors and the Supervisory Board;

e) Decisions on investments, sales of Company assets, or purchase transactions conducted by the Company with a value equal to or greater than thirty-five percent (35%) of the Company's total assets as recorded in the latest audited financial statements;

g) Decisions on capital contributions to, or purchases of shares in, other enterprises where the total value of such contributions or purchases is equal to or greater than thirty-five percent (35%) of the Company's total assets as recorded in the latest audited financial statements;

h) Approval of the annual audited financial statements;

i) Forms of corporate reorganization, dissolution or bankruptcy.

2. Resolutions on the following matters shall be adopted when approved by at least seventy-five percent (75%) of the total votes of shareholders entitled to vote who are present in person or represented by authorized persons at the General Meeting of Shareholders:

a) Classes of shares and the total number of shares of each class;

b) Changes to business lines and business sectors;

c) Changes to the Company's management structure in terms of its operating model and legal representative as prescribed in Article 137 of the Law on Enterprises;

d) Decisions on investment projects, purchase or sale transactions involving assets of the Company or its branches, or purchase transactions conducted by the Company or its branches, with a value equal to or greater than thirty-five percent (35%) of the total assets of the Company and its branches as recorded in the latest audited financial statements;

e) Decisions on capital contributions to, or purchases of shares in, other enterprises where the total value of such contributions or purchases is equal to or greater than thirty-five percent (35%) of the Company's total assets as recorded in the latest audited financial statements;

f) Forms of corporate reorganization, dissolution or bankruptcy;

g) Amendments and supplements to the Company's Charter.

3. Resolutions on other matters within the authority of the General Meeting of Shareholders shall be adopted when approved by at least sixty-five percent (65%) of the total votes of shareholders entitled to vote who are present in person or represented by authorized persons at the General Meeting of Shareholders, except for matters specified in Clause 3 of this Article.

4. Resolutions of the General Meeting of Shareholders adopted with one hundred percent (100%) of the total voting shares shall be lawful and effective even if the procedures for convening the meeting and adopting the resolutions violate the provisions of the Law on Enterprises or the Company's Charter.

5. Resolutions of the General Meeting of Shareholders shall take effect from the date of adoption or from the effective date specified in the relevant resolution.

Article 17. Announcement of Vote-Counting Results

The vote-counting committee shall verify, compile and report the counting results for each matter to the Chairperson. The Chairperson shall announce the vote-counting results immediately before the closing of the General Meeting of Shareholders.

Article 18. Objection to Resolutions of the General Meeting of Shareholders

1. A shareholder who votes against a resolution on corporate reorganization

or a change to shareholders' rights and obligations stipulated in the Company's Charter shall have the right to request that the Company repurchase their shares. The request must be made in writing and specify the shareholder's name and address, the number of shares of each class, the proposed selling price and the reason for requesting the repurchase.

The request must be sent to the Company within ten (10) days from the date on which the General Meeting of Shareholders adopts the resolution on the relevant matter.

2. The Company must repurchase the shares at the market price or at a price calculated according to the principles stipulated in the Company's Charter within ninety (90) days from receipt of the request.

If the parties cannot agree on the price, they may request a valuation organization to determine it. The Company shall introduce at least three (03) valuation organizations for the shareholder to choose from, and the shareholder's selection shall be final.

Article 19. Minutes of the General Meeting of Shareholders

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may also be audio-recorded or recorded and stored in another electronic format. The minutes must be prepared in Vietnamese and may also be prepared in English. They must contain the following principal information:

a. The Company's name, head office address and enterprise identification number;

b. The time and venue of the General Meeting of Shareholders;

c. The meeting agenda and contents;

d. The full names of the Chairperson and the secretary;

e. A summary of the proceedings and opinions expressed at the General Meeting of Shareholders on each matter included in the agenda;

f. The number of shareholders attending and the total number of votes represented by them, together with an appendix listing registered shareholders and shareholder representatives attending the meeting, including their respective shareholdings and voting rights;

g. The total number of votes cast on each matter, specifying the voting method and the total number of valid, invalid, approving, rejecting and abstaining votes, together with the corresponding percentages of the total votes represented at the meeting;

h. The matters approved and the corresponding approval percentages;

i. The signatures of the Chairperson and the secretary. If the Chairperson or secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and if they contain all the information required under this Clause. The minutes must clearly state that the Chairperson or secretary refused to sign.

Minutes prepared in both Vietnamese and English shall have equal legal validity. In the event of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes. The Chairperson, secretary or other persons signing the minutes shall be jointly responsible for the truthfulness and accuracy of their contents.

3. The resolutions and minutes of the General Meeting of Shareholders shall constitute evidence of the proceedings conducted at the meeting, unless an objection to the contents of the minutes is submitted in accordance with the prescribed procedures within ten (10) days from the date the minutes are sent.

4. The minutes of the General Meeting of Shareholders, the appendix listing registered attendees, the adopted resolutions and relevant documents enclosed with the meeting invitation must be retained at the Company's head office.

Article 20. Disclosure of Resolutions of the General Meeting of Shareholders

The minutes of the General Meeting of Shareholders must be sent to all shareholders within fifteen (15) days from the date the meeting concludes. The requirement to send the vote-counting minutes may be fulfilled by publishing them on the Company's website.

The resolutions, minutes of the General Meeting of Shareholders, appendix listing registered attendees with shareholders' signatures, authorization documents for attendance, all documents attached to the minutes (if any), and relevant documents enclosed with the meeting invitation must be disclosed in accordance with the laws on information disclosure in the securities market and retained at the Company's head office.

If the Company has a website, the requirement to send the resolutions may be fulfilled by publishing them on the Company's website.

SECTION 3.
ORDER AND PROCEDURES FOR ADOPTING RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS BY WRITTEN BALLOT

Article 21. Cases in Which Written Shareholder Consultation Is Permitted or Not Permitted

The Board of Directors may seek shareholders' opinions in writing to adopt resolutions of the General Meeting of Shareholders at any time if it considers this necessary in the interests of the Company, except for matters specified in Clause 2, Article 21 of the Company's Charter, which must be voted on and approved at the General Meeting of Shareholders.

Where a resolution is adopted by written shareholder consultation, it shall be approved if it receives the affirmative votes of shareholders representing at least 75% of the total voting rights.

Article 22. Order and Procedures for Adopting Resolutions of the General Meeting of Shareholders by Written Ballot

The order and procedures for adopting resolutions of the General Meeting of Shareholders by written ballot shall be implemented in accordance with the following provisions:

1. The Board of Directors shall prepare the written ballot, the draft resolution of the General Meeting of Shareholders, and explanatory documents relating to the draft resolution. The written ballot, together with the draft resolution and explanatory documents, shall be sent by a secure method to the permanent address of each shareholder. The Board of Directors shall ensure that the documents are sent or made available to shareholders within a reasonable period to allow them to consider and vote, and must send them at least ten (10) days before the deadline for receipt of the written ballots. The requirements and procedures for sending the written ballot and accompanying documents shall comply with Clause 4, Article 18 of the Company's Charter.

2. The written ballot must contain the following principal information:

a) The Company's name, head office address, enterprise identification number, date of issuance of the Enterprise Registration Certificate, and place of enterprise registration;

b) The purpose of seeking shareholders' opinions;

c) For individual shareholders: full name, permanent address, nationality, citizen identification number, passport number, or other valid personal identification; for institutional shareholders: name, enterprise identification number or establishment decision number, and head office address; or, in the case of an authorized representative of an institutional shareholder, the representative's full name, permanent address, nationality, citizen identification number, passport number, or other valid personal identification; together with the number of shares of each class held and the shareholder's voting rights;

d) The matters on which opinions are sought for the purpose of adopting a resolution;

e) Voting options for each matter on which opinions are sought, comprising approval, disapproval, and no opinion;

f) The deadline for returning the completed written ballot to the Company;

g) The full names and signatures of the Chairperson of the Board of Directors and the Company's legal representative;

h) The completed written ballot must bear the signature of the individual shareholder or, in the case of an institutional shareholder, the signature of its authorized representative or legal representative.

3. Shareholders may return their completed written ballots to the Company by one of the following methods:

a) By post: The written ballot sent to the Company must be placed in a sealed

envelope, and no person may open the envelope before the votes are counted.

b) By fax or email: Written ballots sent to the Company by fax or email must be kept confidential until the votes are counted.

Written ballots received by the Company after the deadline specified in the ballot, or ballots that have been opened before vote counting in the case of postal submissions or disclosed before vote counting in the case of fax or email submissions, shall be invalid. A written ballot that is not returned shall be deemed a ballot in which the shareholder has not participated in the voting.

4. The Board of Directors shall organize the vote count and prepare the vote-counting minutes in the presence of the Supervisory Board or a shareholder who does not hold a managerial position in the Company. The vote-counting minutes must contain the following principal information:

a) The Company's name, head office address, enterprise identification number, date of issuance of the Enterprise Registration Certificate, and place of enterprise registration;

b) The purpose of and matters on which opinions are sought for the adoption of resolutions;

c) The number of shareholders who participated in voting and the total number of votes cast, distinguishing between valid and invalid votes and specifying the method by which the votes were submitted, together with an appendix listing the shareholders who participated in the voting;

d) The total number of votes in favor, against, and expressing no opinion on each matter;

e) The matters that have been approved;

f) The full names and signatures of the Chairperson of the Board of Directors, the Company's legal representative, and the person supervising the vote count.

Members of the Board of Directors, vote counters, and persons supervising the vote count shall bear joint responsibility for the honesty and accuracy of the vote-counting minutes and shall be jointly liable for any damage arising from resolutions adopted as a result of dishonest or inaccurate vote counting.

5. The vote-counting results must be published on the Company's website within twenty-four (24) hours. If the Company does not have a website, the results must be sent to the shareholders within fifteen (15) days from the date on which the vote count is completed.

6. The completed written ballots, vote-counting minutes, full text of the resolutions adopted, and relevant documents enclosed with the written ballots must all be retained at the Company's head office.

7. Resolutions and decisions adopted through written shareholder consultation shall have the same legal validity as resolutions and decisions adopted at the General Meeting of Shareholders.

SECTION 4.
ORDER AND PROCEDURES FOR ADOPTING RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS BY ONLINE MEETING

The order and procedures shall comply with applicable laws and regulations.

SECTION 5.
ORDER AND PROCEDURES FOR ADOPTING RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS BY A COMBINATION OF IN-PERSON AND ONLINE MEETINGS

The order and procedures shall comply with applicable laws and regulations.

CHAPTER III.
BOARD OF DIRECTORS

SECTION 1.
ROLES, POWERS AND OBLIGATIONS OF THE BOARD OF DIRECTORS, AND RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS

Article 23. Powers and Obligations of the Board of Directors

1. Members of the Board of Directors shall have all rights prescribed by the Law on Securities, relevant laws, and the Company's Charter, including the right to access information and documents concerning the financial position and business operations of the Company and its units.

2. Members of the Board of Directors shall perform the obligations stipulated in the Company's Charter and the following obligations:

a. Perform their duties honestly and diligently in the best interests of the shareholders and the Company;

b. Attend all meetings of the Board of Directors and provide opinions on matters submitted for discussion;

c. Promptly and fully report to the Board of Directors any remuneration received from subsidiaries, affiliated companies, and other organizations;

d. Report at the next meeting of the Board of Directors any transactions between the Company, its subsidiaries, or other companies over which the Company exercises control through ownership of more than 50% of their charter capital, and a member of the Board of Directors or persons related to such member; as well as any transactions between the Company and a company in which the member of the Board of Directors has been a founder or enterprise manager during the three (3) years immediately preceding the transaction;

e. Disclose information when conducting transactions in the Company's shares in accordance with the law.

3. Independent members of the Board of Directors of a listed company must prepare an assessment report on the activities of the Board of Directors.

Article 24. Right of Members of the Board of Directors to Access Information

1. Members of the Board of Directors shall have the right to request the Director, Deputy Directors, and other managers of the Company to provide information and documents concerning the financial position and business operations of the Company and its units.

2. The managers receiving such requests must provide the requested information and documents promptly, fully, and accurately. The procedures for requesting and providing information shall be stipulated in the Company's Charter.

SECTION 2.
NOMINATION, SELF-NOMINATION, ELECTION, DISMISSAL AND REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS

Article 25. Term of Office and Number of Members of the Board of Directors

1. The Board of Directors shall consist of five (5) members.

2. The five (5) members of the Board of Directors shall be elected and removed by the General Meeting of Shareholders. Independent or non-executive members must account for at least one-third (1/3) of the total number of members of the Board of Directors. The minimum number of independent non-executive members of the Board of Directors shall be determined by rounding down. An individual may be elected as an independent member of the Board of Directors of the same company for no more than two (2) consecutive terms. Members of the Board of Directors are not required to be shareholders of the Company.

Article 26. Structure, Standards and Eligibility Requirements for Members of the Board of Directors

1. The structure of the Board of Directors shall be as follows:

Independent or non-executive members must account for at least one-third (1/3) of the total number of members of the Board of Directors. The minimum number of independent non-executive members of the Board of Directors shall be determined by rounding down.

2. Members of the Board of Directors must meet the following standards and eligibility requirements:

a) Not fall within the categories specified in Clause 2, Article 17 of the Law on Enterprises;

b) Possess professional qualifications and experience in business administration or in the business sector or industry in which the Company operates, and not necessarily be a shareholder of the Company, unless otherwise provided for in the Company's Charter;

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

d) For state-owned enterprises as defined in Point b, Clause 1, Article 88 of the Law on Enterprises, and subsidiaries of state-owned enterprises as defined in Clause 1, Article 88 of the Law on Enterprises, a member of the Board of Directors must not be a family member of the Director, other directors or managers of the company, or managers or persons authorized to appoint managers of the parent company.

Article 27. Nomination and Self-Nomination of Members of the Board of Directors

1. Where candidates have been identified in advance, information concerning candidates for the Board of Directors must be included in the meeting documents of the General Meeting of Shareholders and published on the Company's website at least ten (10) days before the opening of the meeting, so that shareholders may review the candidates before voting.

Candidates for the Board of Directors must provide written undertakings confirming the truthfulness, accuracy, and reasonableness of the personal information disclosed and undertaking to perform their duties honestly if elected to the Board of Directors.

The disclosed information concerning candidates for the Board of Directors must include, at a minimum, the following:

a) Full name and date of birth;

b) Professional qualifications;

c) Employment and career history;

d) Other managerial positions held, including membership of the board of directors of another company;

e) Interests related to the Company and its related parties;

f) Other information, if any, as required by the Company's Charter;

g) A public company must disclose information about the companies in which a candidate for the Board of Directors currently serves as a member of the board of directors or holds other managerial positions, as well as any interests the candidate has in such companies, if any.

2. Shareholders holding ordinary shares may combine their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding: from 5% to less than 20% of the total voting shares may nominate one (1) candidate; from 20% to less than 50% may nominate up to two (2) candidates; from 50% to less than 65% may nominate up to three (3) candidates; 65% or more may nominate the full number of candidates required.

3. If the number of candidates for the Board of Directors nominated or self-nominated remains insufficient to meet the required number under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the

Operating Regulations of the Board of Directors.

The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors, in accordance with the law.

4. Members of the Board of Directors must satisfy the standards and eligibility requirements stipulated in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter.

Article 28. Method of Electing Members of the Board of Directors

The election of members of the Board of Directors must comply with Clause 3, Article 148 of the Law on Enterprises.

Article 29. Cases of Dismissal, Removal and Replacement of Members of the Board of Directors

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

a) The member no longer satisfies the standards and eligibility requirements stipulated in Article 155 of the Law on Enterprises;

b) The member submits a resignation letter and the resignation is accepted;

c) Other cases provided for in the Company's Charter.

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

a) The member fails to participate in the activities of the Board of Directors for six (6) consecutive months, except in cases of force majeure;

b) Other cases provided for in the Company's Charter.

3. Where deemed necessary, the General Meeting of Shareholders may decide to replace a member of the Board of Directors or dismiss or remove a member in cases other than those specified in Clauses 1 and 2 of this Article.

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

a. The number of members of the Board of Directors decreases by more than one-third compared with the number stipulated in the Company's Charter. In this case, the Board of Directors must convene the General Meeting of Shareholders within sixty (60) days from the date on which the number of members decreases by more than one-third;

b. The number of independent members of the Board of Directors falls below the ratio prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;

c. Except for the cases specified in Points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace a member of the Board of Directors who was dismissed or removed at its next meeting.

Article 30. Notification of the Election, Dismissal or Removal of Members

of the Board of Directors

Notifications of the results of the election, dismissal or removal of members of the Board of Directors shall comply with the legal regulations and guidance on information disclosure.

Article 31. Procedures for Introducing Candidates for the Board of Directors

1. The Board of Directors or other entities specified in Article 27 of these Regulations shall convene a meeting of the Board of Directors concerning the election of its members in order to communicate the election details, including the number of positions, candidate standards, and nomination and self-nomination procedures, in accordance with Article 30 of these Regulations.

The election shall take place at the next General Meeting of Shareholders or through written shareholder consultation.

2. The Company shall issue a public announcement regarding the election of members of the Board of Directors. The convening and election procedures shall be implemented in accordance with Chapter III of these Regulations. The announcement must clearly specify the reasons for the election, the number of positions, the standards and eligibility requirements, the election method, and the procedures for self-nomination and nomination.

3. The Board of Directors shall compile the list of candidates nominated or self-nominated and verify the information relating to each candidate to ensure that they meet the standards and eligibility requirements for membership of the Board of Directors as specified in Clause 2 of this Article.

4. If the number of candidates nominated or self-nominated remains insufficient, the Board of Directors shall prepare a list of additional candidates based on the following criteria:

- Number of candidates: The number of additional candidates shall equal the shortfall remaining after compiling the valid list of candidates nominated or self-nominated under Clause 3 of this Article.

- Approval by the incumbent Board of Directors: Candidates introduced by the Board of Directors must be approved by a majority vote of the incumbent members of the Board of Directors.

- Eligibility requirements: Candidates introduced by the Board of Directors must satisfy, at a minimum, the standards and eligibility requirements stipulated in Article 155 of the Law on Enterprises.

Article 32. Election, Removal and Dismissal of the Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.

2. If the Chairperson of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within ten

(10) days from the date of receipt of the resignation letter or the date of dismissal or removal.

3. If the Chairperson of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the powers and perform the duties of the Chairperson.

If no person has been authorized, or if the Chairperson dies, goes missing, is held in temporary detention, is serving a prison sentence, is subject to compulsory rehabilitation or compulsory education measures, has absconded from their place of residence, has limited or lost civil act capacity, has difficulty understanding or controlling their conduct, or is prohibited by a court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one of their number to serve as Chairperson of the Board of Directors. The election shall be based on the approval of a majority of the remaining members and shall remain effective until the Board of Directors issues a new decision.

SECTION 3.
REMUNERATION AND OTHER BENEFITS OF MEMBERS OF THE BOARD OF DIRECTORS

Article 33. Remuneration, Salaries and Other Benefits of Members of the Board of Directors

1. Members of the Board of Directors, excluding substitute authorized representatives, shall be entitled to remuneration for their services as members of the Board of Directors. The total remuneration payable to the Chairperson and members of the Board of Directors shall be determined by the General Meeting of Shareholders.

Remuneration paid to members of the Board of Directors shall be included in the Company's business expenses in accordance with the laws on corporate income tax. It must be presented as a separate item in the Company's annual financial statements and reported to the Annual General Meeting of Shareholders.

2. The total payments made to members of the Board of Directors, including remuneration, expenses, commissions, share purchase rights, and other benefits received by members representing contributed capital, must be disclosed in detail in the Company's annual report.

3. Members of the Board of Directors holding executive positions, including the position of Chairperson, serving on committees of the Board of Directors, or performing other duties that the Board of Directors considers to be outside the ordinary responsibilities of a Board member, may receive additional remuneration in the form of a lump-sum payment for each assignment, salary, commission, profit-sharing, or another form as determined by the Board of Directors.

4. Members of the Board of Directors shall be entitled to reimbursement for all reasonable travel, accommodation, and other expenses incurred in performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the Board of Directors, its committees, or the General Meeting

of Shareholders.

5. The Company may purchase directors' liability insurance for members of the Board of Directors, subject to approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of the law or the Company's Charter by members of the Board of Directors.

SECTION 4.
ORDER AND PROCEDURES FOR ORGANIZING MEETINGS OF THE BOARD OF DIRECTORS

Article 34. Minimum Number of Meetings per Month, Quarter or Year

1. Where the Board of Directors elects a Chairperson, it must do so at its first meeting of the relevant term of office within seven (7) working days from the end of the election of the Board of Directors for that term. At the same meeting, the Board of Directors shall also adopt other decisions within its authority.

This meeting shall be convened by the member who received the highest number of votes. If more than one member receives the same highest number of votes, the members shall elect one of them, by majority vote, to convene the meeting of the Board of Directors.

2. The Chairperson of the Board of Directors or the person convening the meeting must convene the meeting and send the meeting notice no later than five (5) working days before the meeting date. The agenda must be prepared, specifying the meeting time and location, agenda items, and matters to be discussed and decided upon.

The Chairperson of the Board of Directors may convene a meeting whenever deemed necessary, but the Board of Directors must meet at least once every quarter.

Article 35. Cases Requiring the Convening of a Meeting of the Board of Directors

1. The Chairperson of the Board of Directors must convene an extraordinary meeting whenever deemed necessary in the interests of the Company and must not delay the meeting without a legitimate reason if a written request stating the purpose of the meeting and the matters to be discussed is submitted by any of the following:

a) The Supervisory Board;

b) The Director or at least five (5) other managers;

c) At least two (2) executive members of the Board of Directors;

d) Other cases stipulated in the Company's Charter.

The request must be made in writing and clearly state the purpose, matters to be discussed, and decisions falling within the authority of the Board of Directors.

2. Meetings of the Board of Directors referred to in Clause 3 of this Article must be held within seven (7) days after the meeting request is submitted. If the Chairperson refuses to convene a meeting as requested, the Chairperson shall be liable for any damage caused to the Company. The persons requesting the meeting

as referred to in Clause 3 of this Article may convene the meeting themselves.

3. If requested by the independent auditor conducting the audit of the Company's financial statements, the Chairperson of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

Article 36. Notice of Meetings of the Board of Directors

1. Notice of a meeting of the Board of Directors must be sent to the members of the Board of Directors and the Supervisory Board at least five (5) days before the meeting. The notice may also be sent to the Company's Director if the Director is not a member of the Board of Directors.

Members of the Board of Directors may waive their right to receive meeting notices in writing. Such waiver may subsequently be amended or revoked in writing by the relevant member.

The meeting notice must be in writing and in Vietnamese, and must specify the agenda, time and location of the meeting. It must be accompanied by the necessary documents concerning matters to be discussed and voted on at the meeting, as well as voting ballots for members of the Board of Directors.

Meeting notices may be sent by post, fax, email, or other means, provided that they are delivered to the registered addresses of each member of the Board of Directors and the Supervisory Board.

2. Meetings of the Board of Directors may be conducted by online conference when all or some members are located in different places, provided that each participating member can:

a. Hear every other member of the Board of Directors participating in the meeting speak;

b. Speak simultaneously to all other participating members. Discussions among members may be conducted directly by telephone, through other communication or information transmission facilities, or by a combination of these methods. A member participating in such a meeting shall be deemed to be "present" at the meeting.

The meeting location for a meeting conducted under this provision shall be the location where the largest number of members of the Board of Directors are present, or the location where the chairperson of the meeting is present.

Decisions adopted at a properly organized and conducted telephone meeting shall take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures of all members of the Board of Directors who participated in the meeting in the meeting minutes.

3. A member of the Board of Directors may submit a voting ballot to the meeting by post, fax, or email. If the ballot is submitted by post, it must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one (1) hour before the meeting begins. The ballot may only be opened in the presence of all persons attending the meeting.

Article 37. Right of Members of the Supervisory Board to Attend Meetings of the Board of Directors

The Chairperson of the Board of Directors or the person convening the meeting shall send meeting notices and accompanying documents to the Supervisors in the same manner as to members of the Board of Directors.

Supervisors shall have the right to attend meetings of the Board of Directors and participate in discussions, but shall not have voting rights.

Article 38. Conditions for Holding Meetings of the Board of Directors

1. A meeting of the Board of Directors convened for the first time shall be held if at least three-quarters (3/4) of the total number of members attend in person or through representatives (authorized persons), provided that the representation is approved by a majority of the members of the Board of Directors.

2. If a meeting convened in accordance with Clause 1 of this Article does not have the required number of attendees, a second meeting must be convened within seven (7) days from the date originally scheduled for the first meeting. In this case, the meeting may proceed if more than half (1/2) of the members of the Board of Directors attend.

Article 39. Voting Procedures

a) Except as provided in Point b, Clause 9, Article 30 of the Company's Charter, each member of the Board of Directors, or an authorized representative personally attending the meeting, shall have one (1) vote.

b) A member of the Board of Directors shall not vote on any contract, transaction, or proposal in which that member or a related person has an interest that conflicts, or may conflict, with the interests of the Company. Such a member shall not be counted toward the minimum number of attendees required to hold a meeting of the Board of Directors for decisions on which that member is not entitled to vote.

c) In accordance with Point d, Clause 9, Article 30 of the Company's Charter, if an issue arises during a meeting concerning the extent of a member's interests or that member's voting rights, and the issue cannot be resolved through the member voluntarily abstaining from voting, the matter shall be referred to the chairperson of the meeting. The chairperson's ruling concerning all other members of the Board of Directors shall be final, unless the nature or extent of the relevant member's interests has not been fully disclosed.

d) A member of the Board of Directors who benefits from a contract specified in Points a and b, Clause 5, Article 41 of the Company's Charter shall be deemed to have a material interest in that contract.

Article 40. Procedures for Adopting Resolutions of the Board of Directors

A decision of the Board of Directors shall be adopted if approved by a majority (more than 50%) of the members attending the meeting. If the votes in favor and against are equal, the final decision shall be determined by the side supported by the Chairperson of the Board of Directors.

Article 41. Authorization of Another Person to Attend a Meeting on Behalf of a Member of the Board of Directors

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

Article 42. Minutes of Meetings of the Board of Directors

1. Meetings of the Board of Directors must be recorded in minutes and may also be audio-recorded or recorded and stored in other electronic formats. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language. They must contain the following principal information:

a) The Company's name, head office address, and enterprise identification number;

b) The time and location of the meeting;

c) The purpose, agenda, and contents of the meeting;

d) The full names of each member attending the meeting or each authorized representative attending on their behalf, and the method of participation; the full names of members who were absent and the reasons for their absence;

e) Matters discussed and voted on at the meeting;

f) A summary of the opinions expressed by each member attending the meeting, in the order in which the meeting proceeded;

g) Voting results, clearly identifying members who voted in favor, against, or expressed no opinion;

h) Matters approved and the corresponding approval ratios;

i) The full names and signatures of the chairperson and the person recording the minutes, except in the case specified in Clause 2 of this Article.

2. If the chairperson or the person recording the minutes refuses to sign the meeting minutes, the minutes shall nevertheless remain valid if they are signed by all other members of the Board of Directors attending the meeting and contain all the information required under Points a, b, c, d, dd, e, g, and h of Clause 1 of this Article.

3. The chairperson, the person recording the minutes, and all persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the meeting minutes.

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

5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese and foreign-language versions, the Vietnamese version shall prevail.

Article 43. Notification of Resolutions and Decisions of the Board of Directors

1. The Chairperson of the Board of Directors shall be responsible for sending the meeting minutes to all members of the Board of Directors. The minutes shall constitute conclusive evidence of the proceedings conducted at the meeting unless an objection to their contents is raised within ten (10) days from the date they are sent.

The meeting minutes shall be prepared in Vietnamese and may also be prepared in English. They must be signed by the chairperson and the person recording the minutes.

2. After a resolution of the Board of Directors is issued, the Company shall disclose the information internally within the Company, to relevant authorities, through mass media, and on the Company's website, in accordance with the applicable procedures and regulations.

SECTION 5.
COMMITTEES UNDER THE BOARD OF DIRECTORS

Article 44. Committees under the Board of Directors

1. The Board of Directors shall specify in detail the establishment of committees and the responsibilities of each committee and its members.

In particular, the Board of Directors may establish committees responsible for development policies, personnel, remuneration, internal control, and risk management. Each committee shall consist of at least three (3) members, including members of the Board of Directors and external members as determined by the Board of Directors.

Independent members and non-executive members of the Board of Directors shall constitute the majority of each committee, and one of these members shall be appointed as committee chairperson by decision of the Board of Directors.

The activities of each committee shall comply with the regulations of the Board of Directors. A committee resolution shall only be effective if a majority of the members attending and voting at the committee meeting are members of the Board of Directors and approve the resolution.

2. The implementation of decisions made by the Board of Directors or by its committees must comply with applicable laws, the Company's Charter, and the Internal Regulations on Corporate Governance.

Section 6.
SELECTION, APPOINTMENT AND DISMISSAL OF THE COMPANY GOVERNANCE OFFICER

Article 45. Standards for the Company Governance Officer

The Company Governance Officer must meet the following standards:

a) Have knowledge of the law;

b) Not concurrently work for the independent auditing firm conducting the

audit of the Company's financial statements;

c) Understand the Company's business operations and internal governance; be capable of synthesizing information and proficient in using information technology and office equipment;

d) Meet other standards as prescribed by law, the Company's Charter and decisions of the Board of Directors.

Article 46. Appointment and Dismissal of the Company Governance Officer

1. The Board of Directors shall appoint at least one (01) person as the Company Governance Officer to support the effective implementation of the Company's corporate governance activities. The Company Governance Officer shall concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises. The term of office of the Company Governance Officer shall be determined by the Board of Directors and shall not exceed five (05) years.

2. The Board of Directors may dismiss the Company Governance Officer when necessary, provided that such dismissal does not contravene applicable labor laws. The Board of Directors may appoint an Assistant to the Company Governance Officer from time to time.

3. Where deemed necessary, the Chairperson of the Board of Directors may recruit an additional Company Secretary to assist the Board of Directors and the Chairperson in performing their respective duties and obligations within their authority, as prescribed in Clause 5, Article 156 of the Law on Enterprises and the Company's Charter.

4. Notification of the appointment or dismissal of the Company Governance Officer:

Following a decision to appoint or dismiss the Company Governance Officer, the Company shall disclose such information internally, to relevant authorities, through mass media and on the Company's website, in accordance with the procedures and requirements prescribed by applicable law.

Article 47. Rights and Obligations of the Company Governance Officer

The Company Governance Officer shall have the following rights and obligations:

a) Advise the Board of Directors on organizing General Meetings of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and its shareholders;

b) Prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;

c) Advise on meeting procedures;

d) Attend meetings;

e) Advise on procedures for preparing resolutions of the Board of Directors in compliance with the law;

g) Provide financial information, copies of minutes of Board of Directors meetings and other information to members of the Board of Directors and the Supervisory Board;

h) Monitor and report to the Board of Directors and the Supervisory Board on the Company's information disclosure activities;

i) Maintain the confidentiality of information in accordance with the law and the Company's Charter;

k) Receive remuneration (allowances) in accordance with the Company's Internal Management Regulations and/or decisions of the Board of Directors;

l) Exercise other rights and perform other obligations as prescribed by law and the Company's Charter.

CHAPTER IV
THE SUPERVISORY BOARD

Section 1.
ROLE, RIGHTS AND OBLIGATIONS OF THE SUPERVISORY BOARD, AND RESPONSIBILITIES OF ITS MEMBERS

Article 48. Rights, Obligations and Responsibilities of the Supervisory Board

The Supervisory Board shall have the rights and obligations prescribed in Article 170 of the Law on Enterprises, as well as the following rights and obligations:

a) The Supervisory Board shall have the rights and obligations prescribed in Article 170 of the Law on Enterprises, as well as the following rights and obligations:

b) Be accountable to the General Meeting of Shareholders for its supervisory activities and the performance of its assigned duties;

c) Examine the reasonableness, legality, truthfulness and due diligence exercised in the management and administration of business operations, as well as in the organization of accounting and statistical work and the preparation of financial statements;

d) Review the completeness, legality and truthfulness of the Company's annual and semi-annual business performance reports and financial statements, as well as the Board of Directors' management performance evaluation report. Submit the appraisal reports on the Company's annual financial statements and business performance report, together with the report evaluating the Board of Directors' management performance, to the General Meeting of Shareholders at its annual meeting;

e) Review, inspect and evaluate the effectiveness and efficiency of the Company's internal control system, internal audit, risk management and early warning systems;

f) Examine the Company's accounting books and other documents, as well as its management and administration activities, whenever deemed necessary, or pursuant to a decision of the General Meeting of Shareholders or a request from a shareholder or group of shareholders specified in Clause 4, Article 12 of the Company's Charter;

g) Upon receiving a request from a shareholder or group of shareholders specified in Clause 4, Article 12 of the Company's Charter, conduct an inspection within seven (07) working days from the date of receipt of the request. Within fifteen (15) days from the conclusion of the inspection, the Supervisory Board must submit an explanatory report on the matters requested for inspection to the Board of Directors and the requesting shareholder or group of shareholders. The inspection conducted by the Supervisory Board under this Clause must not obstruct the normal operations of the Board of Directors or disrupt the management of the Company's business activities;

h) Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement or improve the Company's organizational and management structure and the administration of its business operations;

i) Upon discovering that a member of the Board of Directors, the Director or another executive has violated the law or the Company's Charter, immediately notify the Board of Directors in writing within forty-eight (48) hours, requesting that the violator cease the violation and implement measures to remedy its consequences;

j) Propose and recommend that the General Meeting of Shareholders approve the selection of an independent auditing firm, the audit fee and all matters relating to the withdrawal or dismissal of the independent auditing firm; discuss the nature and scope of the audit with the independent auditor before the audit commences; and discuss any difficulties and outstanding issues identified in the results of interim or final audits, as well as any matters that the independent auditor wishes to discuss;

k) Review the management letter issued by the independent auditor and the Company's executive management's response; review the Company's report on its internal control systems before approval by the Board of Directors; and review the findings of internal investigations and the Company's executive management's responses;

l) Have the right to engage independent consultants or use the Company's internal audit department to perform its assigned duties;

m) Consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;

n) Attend meetings of the Board of Directors upon invitation and express opinions, but not participate in voting;

o) Develop the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval;

p) Exercise other rights and perform other duties as prescribed by the Law on Enterprises, the Company's Charter and decisions of the General Meeting of Shareholders.

SECTION 2.
TERM OF OFFICE, NUMBER, COMPOSITION AND STRUCTURE OF MEMBERS OF THE SUPERVISORY BOARD

Article 49. Term of Office, Number, Composition and Structure of Members of the Supervisory Board

1. The Company's Supervisory Board shall consist of three (03) members elected and dismissed by the General Meeting of Shareholders. The term of office of the Supervisory Board shall be five (05) years. Supervisors may be re-elected for an unlimited number of terms.

2. Where a Supervisor's term of office expires but a successor has not yet been elected, the outgoing Supervisor shall continue to exercise their rights and perform their obligations until the new Supervisor is elected and assumes their duties.

Article 50. Standards and Conditions for Members of the Supervisory Board

Supervisors must satisfy the standards and conditions prescribed in Clauses 1 and 2, Article 169 of the Law on Enterprises and the Company's Charter, and must not fall into any of the following cases:

a) Being employed in the Company's accounting or finance department;

b) Being a member or employee of the independent auditing firm that audited the Company's financial statements during the preceding three (03) consecutive years.

Article 51. Nomination and Self-Nomination of Members of the Supervisory Board

1. Nomination of candidates to the Supervisory Board

Shareholders holding ordinary shares may combine their voting rights to nominate candidates to the Supervisory Board. A shareholder or group of shareholders holding from 5% to less than 20% of the total voting shares may nominate one (01) candidate; those holding from 20% to less than 50% may nominate up to two (02) candidates; those holding from 50% to less than 65% may nominate up to three (03) candidates; and those holding 65% or more may nominate the full number of required candidates.

2. If the number of candidates nominated and self-nominated to the Supervisory Board is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the mechanism prescribed in the Company's Charter and the Internal Regulations on Corporate Governance. The mechanism by which the incumbent Supervisory Board nominates candidates must be clearly disclosed and approved by the General Meeting of Shareholders before the nominations are made.

Article 52. Method of Election of Members of the Supervisory Board

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

2. The election of members of the Supervisory Board must comply with Clause 3, Article 148 of the Law on Enterprises.

Article 53. Cases of Removal and Dismissal of Members of the Supervisory Board

A Supervisor shall be removed or dismissed in the following cases:

a) The Supervisor is prohibited by law from serving as a Supervisor or no longer satisfies the standards and conditions for serving as a Supervisor prescribed in Article 169 of the Law on Enterprises;

b) The Supervisor submits a resignation letter to the Company's head office and the resignation is accepted;

c) The Supervisor suffers from a mental disorder, and the other members of the Supervisory Board have professional evidence demonstrating that the Supervisor no longer has civil act capacity;

d) The Supervisor fails to perform their duties and is absent from Supervisory Board meetings for six (06) consecutive months, during which the Supervisory Board has not authorized such absence and has determined that the position is vacant, except in cases of force majeure;

e) The Supervisor is dismissed pursuant to a decision of the General Meeting of Shareholders for failing to fulfill their duties or repeatedly violating their obligations as a Supervisor under the Law on Enterprises and this Charter;

f) The Supervisor is no longer an authorized representative of an institutional shareholder pursuant to a decision of that institution;

g) The Supervisor is an authorized representative of an institutional shareholder, but that institution is no longer a shareholder of the Company;

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

Article 54. Notification of the Election, Removal or Dismissal of Members of the Supervisory Board

Following a decision to elect, remove or dismiss a Supervisor, the Company shall disclose such information internally, to relevant authorities, through mass media and on the Company's website, in accordance with the procedures and requirements prescribed by applicable law.

Article 55. Salaries and Other Benefits of Members of the Supervisory Board

The salaries or remuneration and operating expenses of members of the Supervisory Board shall be determined by the General Meeting of Shareholders and accounted for as the Company's business expenses in accordance with the laws on corporate income tax and other relevant laws. These amounts must be presented as a separate item in the Company's annual financial statements and reported to the Annual General Meeting of Shareholders. Members of the Supervisory Board shall be reimbursed for reasonable travel, meal, accommodation, independent consulting service and other expenses incurred when attending Supervisory Board meetings or

in connection with the Company's business activities.

Article 56. Meetings of the Supervisory Board

1. After consulting the Board of Directors, the Supervisory Board may issue regulations governing its meetings and operations. The Supervisory Board must meet at least twice (02) a year, and a meeting may be held when at least two-thirds (2/3) of its members are present. Minutes of Supervisory Board meetings must be prepared in detail and clearly. The secretary, if any, and the Supervisors attending the meeting must sign the minutes. The minutes must be retained to establish the responsibilities of each Supervisor.

2. The Supervisory Board has the right to request members of the Board of Directors, the Director and representatives of the independent auditing firm to attend meetings and answer questions of concern to the Supervisors.

3. The person recording the minutes and the Supervisors attending the meeting must sign the minutes. The minutes of Supervisory Board meetings must be retained to establish the responsibilities of each Supervisor. The Supervisory Board has the right to request members of the Board of Directors, the Director and representatives of an approved audit organization to attend meetings and answer questions requiring clarification.

CHAPTER V
COMPANY EXECUTIVES

Article 57. Standards for Company Executives

1. Executive officers must meet the following standards:

- Have full civil act capacity and not fall within the categories of persons prohibited from managing enterprises under the Law on Enterprises;

- Possess professional ethics, honesty, enthusiasm and a good reputation;

- Hold a university degree;

- Have a thorough understanding of the professional knowledge and expertise relevant to their assigned areas of responsibility;

- Have management capabilities;

- The initial appointment term must be at least one (01) full term of office.

Specific standards for each position, except for the Director, shall be proposed by the Director and approved by the Board of Directors.

2. Standards and conditions for the Director

In addition to the requirements prescribed by the Law on Enterprises, the Director must meet the following standards and conditions:

- Have professional qualifications and practical experience in business administration in the Company's principal business sector;

- Hold a university degree or higher;

- Not be a member of the Company's Supervisory Board;

- Not concurrently serve as the Director of another enterprise.

Depending on the Company's stage of development, the standards and conditions applicable to the Director shall be determined by the Board of Directors.

3. Standards for the selection of the Chief Accountant

The standards and conditions for the position of Chief Accountant are as follows:

- Not fall within the categories of persons prohibited from performing accounting work as prescribed in Article 52 of the Law on Accounting No. 88/2015/QH13 and Article 19 of Decree No. 174/2016/ND-CP;

- Possess professional ethics and honesty, and demonstrate a commitment to complying with and protecting the rights, policies and regulations governing financial and economic management in accordance with the law and the Company's regulations;

- Hold a university degree or higher in accounting or a related professional field, have at least five (05) years of practical work experience in accounting, and possess a training certificate and Chief Accountant certificate in accordance with applicable accounting laws.

Article 58. Appointment of Company Executives

The Board of Directors shall appoint one of its members or hire another person to serve as Director. The term of office of the Director shall be five (05) years, and the Director may be reappointed for an unlimited number of terms. The appointment may terminate in accordance with the provisions of the employment contract.

Deputy Directors, the Chief Accountant and other management positions shall be decided upon and appointed by the Board of Directors at the proposal of the Director.

The Company's Director shall decide on the appointment of heads and deputy heads of the Company's units after obtaining approval from the Board of Directors.

Article 59. Execution of Employment Contracts with Company Executives

The authority to execute employment contracts and determine their terms and conditions shall rest with the Chairperson of the Board of Directors or an authorized member of the Board of Directors, who shall execute employment contracts with the Director and other executive officers.

The Board of Directors may consider including additional clauses and conditions in the employment contracts of the Director and other executive officers where deemed necessary, including:

- Penalties or compensation applicable when either party fails to fulfill its responsibilities;

- Other benefits and entitlements;

- Compensation expenses;

- Confidentiality provisions applicable during the term of the employment contract and after the manager leaves the Company for any reason;

- Commitments to protect the interests of the Company and its shareholders;

- Conditions for early termination of the employment contract.

Article 60. Cases of Dismissal or Removal of Company Executives

The Board of Directors may dismiss or remove the Director if a majority (more than 50%) of the voting members of the Board of Directors present at the meeting vote in favor, and appoint a replacement Director.

1. The Director may be dismissed by the Board of Directors in the following cases:

a) The Director submits a resignation or requests termination of the employment contract;

b) The Director fails to meet the standards or conditions prescribed by law and the Company's Charter;

c) Due to the Company's staffing requirements, reassignment or personnel rotation;

d) Due to health conditions that prevent the Director from continuing to perform their duties;

e) Other cases permitted by law.

2. The Director may be removed by the Board of Directors in the following cases:

a) Failure to fulfill assigned duties or violation of the Company's internal rules and regulations;

b) Violation of the law that does not reach the threshold for criminal prosecution or mandatory termination of the employment contract;

c) Errors in the performance of executive duties that cause damage to or loss of the Company's capital or assets due to a lack of responsibility;

d) Other cases permitted by law.

Such removal must not contravene any contractual rights of the persons removed, if any.

3. Cases involving the dismissal or removal of executive officers, including the Director, appointed by the Board of Directors shall be submitted by the Director to the Board of Directors for consideration.

Article 61. Notification of the Appointment or Dismissal of Company Executives

Following a decision to appoint or dismiss a Company executive, the Company shall disclose such information internally, to relevant authorities, through mass media and on the Company's website, in accordance with the procedures and requirements prescribed by applicable law.

CHAPTER VI
OTHER ACTIVITIES

Section 1
COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD AND THE DIRECTOR

Article 62. Procedures for coordination between the Board of Directors, the Supervisory Board and the Director

The procedures and sequence for convening meetings, issuing meeting notices and preparing minutes of meetings between the Board of Directors, the Supervisory Board and the Director shall comply with the procedures and sequence for convening meetings of the Board of Directors stipulated in Appendix III to the Company's Corporate Governance Regulations.

1. Coordination between the Board of Directors and the Supervisory Board

- The Chairperson of the Board of Directors or the person convening a meeting of the Board of Directors must send meeting notices and accompanying documents to members of the Supervisory Board in the same manner as to members of the Board of Directors (the notice period is specified in Clauses 1 and 2, Article 5 of Appendix III). Members of the Supervisory Board are entitled to attend meetings of the Board of Directors and participate in discussions but shall not have voting rights.

- Resolutions of the Board of Directors must be sent to the Supervisory Board within seven (07) days from the date of signing.

- When the Supervisory Board proposes the selection of an independent auditor, the Board of Directors must provide a written response within seven (07) days.

- Other matters requiring the opinion of the Supervisory Board must be submitted at least seven (07) days in advance, and the Supervisory Board shall respond within seven (07) days.

2. Coordination between the Board of Directors and the Director

- For the organization of the Annual General Meeting of Shareholders, the Board of Directors must notify the Director of coordination and resource requirements at least forty-five (45) days in advance.

- In urgent cases, the Board of Directors may request the Director and other executives of the Company to provide information on the Company's operations and submit such information to the Board of Directors within twenty-four (24) hours. The Board of Directors must not use undisclosed Company information, or disclose such information to others, to conduct related transactions.

- Matters falling within the approval authority of the Board of Directors under the law, the Company Charter and the internal corporate governance regulations, as proposed by the Director (except for the cases specified in Clause 3, Article 4 of Appendix III), must receive a response from the Board of Directors within seven (07) days or another period agreed upon by the parties.

- The Board of Directors shall reward or discipline the Director for the fulfillment or non-fulfillment of resolutions and other matters delegated by the Board of Directors.

- Other matters requiring the Director's opinion must be submitted at least seven (07) days in advance, and the Director shall respond within seven (07) days.

Article 63. Procedures for coordination between the Supervisory Board, the Board of Directors and the Director

- When requesting access to the Company's information and documents, the Supervisory Board must state the reasons in its written request and maintain strict confidentiality of all information obtained during its supervision of the Company's operations. Such information may only be disclosed at the request of a competent authority or with the approval of the General Meeting of Shareholders.

- The information and documents include:

+ Meeting notices and related documents, and voting forms for members of the Board of Directors;

+ Minutes and resolutions of the Board of Directors;

+ Reports of the Director;

+ Information and documents concerning the management and administration of business operations;

+ Business performance reports and financial statements;

+ Reports evaluating the management activities of the Board of Directors;

+ Other relevant documents.

1. Coordination between the Supervisory Board and the Board of Directors

The Supervisory Board is responsible for supervision, coordination, consultation and the timely, accurate and complete provision of information, specifically as follows:

- Regularly informing the Board of Directors of its operating results and consulting the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;

- At meetings of the Supervisory Board, the Supervisory Board may request members of the Board of Directors, as well as the Director, internal auditors (if any) and independent auditors, to attend and answer questions of interest to members of the Supervisory Board;

- Periodic and ad hoc inspections conducted by the Supervisory Board must result in written conclusions, issued no later than fifteen (15) working days after the inspection concludes, and sent to the Board of Directors to assist it in managing the Company. Depending on the nature and results of the inspection, the Supervisory Board must discuss and seek agreement with the Board of Directors and the Director before reporting to the General Meeting of Shareholders. If the parties cannot agree, the relevant opinions may be recorded in the minutes, and the Head of the Supervisory Board shall report the matter to the next General Meeting of Shareholders;

- If the Supervisory Board discovers that members of the Board of Directors have violated the law or the Company Charter, it must notify the Board of Directors in writing within forty-eight (48) hours, request that the violation cease and corrective measures be taken, and report the matter to the General Meeting of Shareholders, as well as report and disclose information in accordance with applicable law;

- At the request of a shareholder or group of shareholders specified in Clause 3, Article 11 of the Company Charter, the Supervisory Board must conduct an inspection within seven (07) working days of receiving the request. Within fifteen (15) days after the inspection concludes, the Supervisory Board must submit an explanatory report on the matters requested for inspection to the Board of Directors and the requesting shareholder or group of shareholders. The inspection must not obstruct the normal operations of the Board of Directors or interrupt the Company's business management and operations;

- Other matters requiring the opinion of the Board of Directors must be submitted at least seven (07) days in advance, and the Board of Directors shall respond within seven (07) days.

2. Coordination between the Supervisory Board and the Director

The Supervisory Board is responsible for inspection and supervision.

- At meetings of the Supervisory Board, the Supervisory Board may request the Director, as well as members of the Board of Directors, internal auditors (if any) and independent auditors, to attend and answer questions of interest to members of the Supervisory Board;

- Periodic and ad hoc inspections conducted by the Supervisory Board must result in written conclusions, issued no later than fifteen (15) working days after the inspection concludes, and sent to the Director to assist the Director in managing the Company. Depending on the nature and results of the inspection, the Supervisory Board must discuss and seek agreement with the Director before reporting to the General Meeting of Shareholders. If the parties cannot agree, the relevant opinions may be recorded in the minutes, and the Head of the Supervisory Board shall report the matter to the next General Meeting of Shareholders;

- If the Supervisory Board discovers that the Director has violated the law or the Company Charter, it must notify the Director in writing within forty-eight (48) hours, request that the violation cease and corrective measures be taken, and report the matter to the General Meeting of Shareholders, as well as report and disclose information in accordance with applicable law;

- Members of the Supervisory Board are entitled to request that the Director facilitate access to records and documents relating to the Company's business operations at the head office or the location where the records are stored;

- For information and documents concerning business management and administration, business performance reports and financial statements, the Supervisory Board's written request must be submitted to the Company at least forty-eight (48) hours in advance. The Supervisory Board must not use undisclosed Company information, or disclose such information to others, to conduct related transactions;

- If external independent consultancy services are required, the Supervisory Board must provide information on the scope, value and other material details within forty-eight (48) hours of entering into the relevant service arrangement;

- Other matters requiring the Director's opinion must be submitted at least seven (07) days in advance, and the Director shall respond within seven (07) days.

Article 64. Procedures for coordination between the Director, the Board of Directors and the Supervisory Board

1. Coordination between the Director and the Board of Directors

The Director is responsible for managing the Company's operations on its behalf and ensuring that the Company operates continuously and efficiently.

- The Director shall be accountable to the General Meeting of Shareholders and the Board of Directors for performing assigned duties and exercising delegated powers, and must report to these bodies upon request;

- When proposing measures to improve the Company's operations and management, the Director shall submit them to the Board of Directors as early as possible, but no more than seven (07) days before the relevant matter must be decided;

- When preparing the Company's long-term, annual and quarterly budgets (hereinafter referred to as the "budgets") to support its long-term, annual and quarterly management in accordance with the business plan, the Director must submit the annual budget for each fiscal year, including the projected balance sheet, income statement and cash flow statement, to the Board of Directors for approval;

- The Director must prepare plans for submission to the Board of Directors for approval concerning the recruitment and termination of employees, salaries, social insurance, benefits, rewards and disciplinary measures applicable to employees and managers;

- The Director must prepare plans for submission to the Board of Directors for approval concerning the Company's relations with trade union organizations, in accordance with the highest standards, practices and policies of good management, the practices and policies set out in the Company Charter and Company regulations, and applicable law;

- The Director must notify the Board of Directors of transactions between the Company and persons related to its members, in accordance with the law;

- Other matters requiring the opinion of the Board of Directors must be submitted at least seven (07) working days in advance, and the Board of Directors shall respond within seven (07) working days.

2. Coordination between the Director and the Supervisory Board

The Director is responsible for supporting and cooperating with the Supervisory Board to ensure that it properly performs its responsibilities and obligations in accordance with the law and the Company Charter.

SECTION 2
REGULATIONS ON ANNUAL PERFORMANCE EVALUATION, REWARDS AND DISCIPLINARY MEASURES FOR MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE DIRECTOR AND OTHER COMPANY EXECUTIVES

Article 65. Regulations on annual performance evaluation of members of the Board of Directors, members of the Supervisory Board, the Director and other Company executives

1. The Board of Directors is responsible for establishing performance evaluation criteria for all members of the Board of Directors, the Director and other managers.

2. Performance evaluation criteria must balance the interests of managers with the long-term interests of the Company and its shareholders. The financial and non-financial indicators used for evaluation shall be carefully considered and determined by the Board of Directors from time to time. Non-financial indicators may include stakeholder interests, operational efficiency, progress and improvements achieved, and other relevant factors.

3. Each year, based on assigned functions and duties and the established evaluation criteria, the Board of Directors shall conduct performance evaluations of its members and the Director.

4. The performance evaluation of members of the Supervisory Board shall be conducted in accordance with the procedures specified in the Regulations on the Organization and Operation of the Supervisory Board.

5. The performance evaluation of other managers shall be conducted in accordance with internal regulations or may be based on their self-assessments.

Article 66. Rewards

The Board of Directors is responsible for establishing a reward system. Rewards shall be granted based on the performance evaluation results specified in Article 65 of these Regulations.

- Eligible persons: Individuals covered by the reward scheme established by the Board of Directors.

- Forms of reward: Cash, shares or other forms determined by the Board of Directors through its internal regulations.

- For members of the Board of Directors and the Supervisory Board: The Board of Directors and the Supervisory Board shall make decisions within the remuneration limits approved by the General Meeting of Shareholders.

- For managers: Rewards shall be funded from the Company's Reward and Welfare Fund and other sources in accordance with the law. Reward amounts shall be based on actual annual business performance. Rewards for the Director shall be decided by the Board of Directors. Rewards for other managers shall also be decided by the Board of Directors after consulting the Director.

Article 67. Disciplinary measures

- The Board of Directors is responsible for establishing a disciplinary system based on the nature and severity of violations. The most severe disciplinary measures shall include dismissal or removal from office.

- Members of the Board of Directors, the Supervisory Board and executive management who fail to fulfill their duties in accordance with the required standards of honesty, diligence and care shall bear personal liability for any damage they cause.

- Members of the Board of Directors, the Supervisory Board and executive management who, in performing their duties, violate the law or the Company's regulations shall, depending on the severity of the violation, be subject to disciplinary action, administrative penalties or criminal prosecution in accordance with the law and the Company Charter. If their actions cause damage to the interests of the Company, its shareholders or other persons, they shall be required to pay compensation in accordance with the law and the Company Charter.

CHAPTER VII
AMENDMENTS TO THE CORPORATE GOVERNANCE REGULATIONS

Article 68. Amendments and supplements to the Corporate Governance Regulations

1. Any amendments or supplements to these Regulations must be considered and decided upon by the Company's General Meeting of Shareholders.

2. Where relevant legal provisions governing the Company's operations are not addressed in these Regulations, or where new legal provisions differ from the provisions herein, such legal provisions shall automatically apply to and govern the Company's operations.

CHAPTER VIII
EFFECTIVE DATE

Article 69. Effective date

1. The Internal Regulations on Corporate Governance of Cao Bang Cast Iron and Steel Joint Stock Company consist of eight (08) Chapters and sixty-nine (69) Articles. This Regulations takes effect from the date of signing.

2. These Regulations constitute the Company's sole and official Internal Regulations on Corporate Governance.

3. Copies or extracts of these Regulations shall be valid only when signed by the Chairperson of the Board of Directors or by at least one-half (1/2) of the total members of the Board of Directors.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN
(Signed)
Ly Xuan Tuyen