

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

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

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

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;



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./*

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**

NGƯỜI ĐẠI DIỆN THEO PHÁP LUẬT
GIÁM ĐỐC

LEGAL REPRESENTATIVE
DIRECTOR



Trần Văn Chương
Tran Van Chuong





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

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

No: *1291*/QD-CISCO

Cao Bang, October 22, 2026

DECISION

**On the promulgation of the Operational Regulations of the Board of Directors
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 passed by the XIVth National Assembly of the Socialist Republic of Vietnam at its 9th session on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025;

Pursuant to the Law on Securities No. 54/2019/QH14 passed by the XIVth National Assembly of the Socialist Republic of Vietnam at its 8th session on November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated January 01, 2025;

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

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

Pursuant to Resolution No. 2200/NQ-CISCO-DHDCD dated October 08, 2026 of the 2026 Extraordinary General Meeting of Shareholders of Cao Bang Cast Iron and Steel Joint Stock Company;

*Pursuant to the Charter of Organization and Operation of Cao Bang Cast Iron and Steel Joint Stock Company, as amended and supplemented for the fifth time, promulgated under Decision No. *1288* /QD-CISCO dated October 22, 2026 of the Board of Directors of Cao Bang Cast Iron and Steel Joint Stock Company.*

HEREBY DECIDES:

Article 1. Promulgate together with this Decision the Operational Regulations of the Board of Directors of Cao Bang Cast Iron and Steel Joint Stock Company.

Article 2. This Decision takes effect as of its signing date. All previous Decisions regarding the Operational Regulations of the Board of Directors of Cao Bang Cast Iron and Steel Joint Stock Company contrary to this Decision are hereby repealed.

Article 3. Members of the Board of Directors, the Supervisory Board, the Executive Board, and Heads of relevant units shall be responsible for executing this Decision./.

Recipients:

- As in Article 3;
- Corporation (for reporting);
- BOD; Supervisory Board; Board of Management;
- Archived: Archives, BOD.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

(Signed)

Ly Xuan Tuyen

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

(Issued together with Decision No. 1291/QĐ-CISCO dated October 22/2026)

**CHAPTER I
GENERAL PROVISIONS**

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: The Operational Regulations of the Board of Directors (hereinafter referred to as the Regulations) stipulate the organizational and personnel structure, operating principles, powers, and obligations of the Board of Directors and its members, as well as the relationships between the Board of Directors and the Supervisory Board and the Board of Management, in order to operate in accordance with the Law on Enterprises, the Company's Charter, and other relevant legal regulations.

2. Subjects of application: These Regulations apply to the Board of Directors, members of the Board of Directors, members of the Board of Management, the Chief Accountant, assisting departments and individuals of the Board of Directors, and heads of units within the Company.

Article 2. Operating principles of the Board of Directors

1. The Board of Directors of Cao Bang Cast Iron and Steel Joint Stock Company (hereinafter referred to as the Board of Directors) is elected by the General Meeting of Shareholders, acting as the governing body with full authority in the name of the Company to decide and exercise the Company's rights, obligations, and lawful interests, except for matters falling within the authority of the General Meeting of Shareholders.

2. The Board of Directors performs management, inspection, and supervisory functions over all Company activities, facilitating the Director to manage and execute the Company's daily business operations. It executes Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the duties and powers prescribed in the Company's Charter.

3. The Board of Directors operates on the principle of democratic centralism, collective leadership, and individual responsibility. Board members are responsible for their assigned tasks and jointly responsible to the General Meeting of Shareholders and under the law for documents, resolutions, and decisions of the Board of Directors regarding the Company's operations and development.

4. The Board of Directors resolves matters in accordance with the Company's Charter and legal regulations, ensuring oversight by the General Meeting of Shareholders and the Supervisory Board in performing its functions and duties.

5. The Board of Directors assigns responsibility to the Company Director to organize and manage the implementation of Resolutions and Decisions of the Board of Directors.

Article 3. Interpretation of terms

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

CHAPTER II ORGANIZATIONAL STRUCTURE OF THE BOARD OF DIRECTORS

Article 4. Organizational structure and term of office of the Board of Directors

1. The number of Board members is 05 persons, elected and dismissed by the General Meeting of Shareholders. Independent or non-executive Board members must account for at least one-third (1/3) of the total number of Board members. The minimum number of independent, non-executive Board members is determined by rounding down. An individual may only be elected as an independent Board member of a company for no more than 02 consecutive terms. Board members are not required to hold shares of the Company.

2. The term of office of the Board of Directors is five (05) years. The term of a Board member shall not exceed five (05) years; Board members may be re-elected for an unlimited number of terms. In case a member is additionally elected or replaces a removed/dismissed member during a term, that member's term shall be the remaining period of the Board's term.

3. The Board of Directors whose term has just ended shall continue its operations until the new Board of Directors is elected and takes over the work.

4. Board members are nominated by shareholders in proportion to their shareholding percentages. Shareholders have the right to aggregate their shareholding percentages to vote for nominating Board members in accordance with the Company's Charter.

Article 5. Candidacy and nomination of Board members

1. Nomination to the Board of Directors: Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate Board candidates. A shareholder or group of shareholders holding from 5% to less than 20% of total voting shares may nominate one (01) candidate; from 20% to less than 50% may nominate a maximum of two (02) candidates; from 50% to less than 65% may nominate a maximum of three (03) candidates; and from 65% or more may nominate the full number of candidates.

2. In cases where the number of Board candidates via nomination and candidacy remains insufficient as prescribed in 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, Internal Regulations on Corporate Governance, and Operational Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board must be clearly announced before the General Meeting of Shareholders votes on electing Board members in accordance with the law.

CHAPTER III

QUALIFICATIONS, CONDITIONS; AUTOMATIC DISQUALIFICATION; REMOVAL, DISMISSAL OF BOARD MEMBERS

Article 6. Qualifications and conditions for Board members

Board members must satisfy the qualifications and conditions specified in Clause 1 and Clause 2, Article 155 of the Law on Enterprises and the Company's Charter:

- a) Not falling under the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
- b) Possessing professional qualifications and experience in business administration or in the company's specific business sectors, and not necessarily being a shareholder of the company, unless otherwise provided in the Company's Charter;
- c) A Board member of the company may concurrently serve as a Board member of another company;
- d) For state-owned enterprises specified in Point b, Clause 1, Article 88 of the Law on Enterprises and subsidiaries of state-owned enterprises specified in Clause 1, Article 88 of the Law on Enterprises, Board members must not be family relatives of the Director, General Director, or other managers of the company, or of managers or persons authorized to appoint managers of the parent company.

Article 7. Automatic disqualification, dismissal, and removal of Board members

1. Automatic disqualification: A Board member shall automatically lose status as a Board member in the following cases:

- a) No longer eligible to be a Board member under the Law on Enterprises or prohibited by law from serving as a Board member;
- b) Submitting a written resignation letter to the Company's headquarters;
- c) Losing or having civil act capacity restricted;
- d) Being absent and failing to attend Board meetings continuously for 6 months without permission from the Board, and the Board rules that the position is vacant; Except in cases of force majeure;

d) Being dismissed as a Board member by decision of the General Meeting of Shareholders;

e) No longer being the authorized representative of an institutional shareholder by decision of that institution;

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

h) By decision of the General Meeting of Shareholders.

2. Dismissal and removal: A Board member shall be dismissed or removed in the following cases:

a) Having civil act capacity restricted;

b) Failing to satisfy the qualifications and conditions specified in Article 6 of these Regulations;

c) Submitting a resignation letter (stating specific reasons) to the Board of Directors;

d) Being absent and failing to attend Board meetings continuously for 6 months without approval from the Board, and the Board rules that the position is vacant;

e) Being determined by a competent State agency to have committed a serious violation of regulations on disclosing related interests and obligations of Board members;

f) By decision of the General Meeting of Shareholders;

g) Other cases as provided in the Company's Charter and applicable laws.

3. After automatically losing status under Clause 1 of this Article or being dismissed/removed under Clause 2 of this Article, a Board member remains personally liable for decisions made during their term of office.

4. In case the number of Board members is reduced by more than 1/3 (one-third) of the total number decided by the General Meeting of Shareholders, the Board must convene a General Meeting of Shareholders within 30 (thirty) days from the date of reduction to elect supplementary Board members. If the Board fails to convene the Meeting as prescribed, the Chairman and Board members shall be legally responsible and liable for damages arising to the Company.

5. The appointment of Board members must be disclosed in accordance with securities laws and stock market regulations.

Article 8. Method of election, removal, and dismissal of Board members

1. A shareholder or group of shareholders holding 5% or more of total ordinary shares has the right to nominate persons to the Board of Directors. Unless the Company's Charter provides otherwise, nominations to the Board are conducted as follows:

a) Ordinary shareholders forming a group to nominate candidates to the Board must notify attending shareholders of the group meeting prior to the opening of the General Meeting of Shareholders;

b) Based on the number of Board members, the shareholder or group of shareholders specified in this Clause is entitled to nominate one or more candidates to the Board as decided by the General Meeting of Shareholders. If the number of candidates nominated by the shareholder or group of shareholders is lower than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

2. In cases where the number of Board candidates via nomination and candidacy remains insufficient under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board shall introduce additional candidates or organize nominations in accordance with the Company's Charter, Internal Regulations on Corporate Governance, and Operational Regulations of the Board of Directors. Additional introductions by the incumbent Board must be clearly announced before voting.

3. Unless the Company's Charter provides otherwise, voting for Board members and Supervisory Board members must be conducted via cumulative voting, whereby each shareholder possesses a total number of votes corresponding to total shares owned/represented multiplied by the number of members to be elected, and may cast all or part of their votes for one or more candidates.

4. Elected Board members or Supervisory Board members shall be determined based on vote counts from highest to lowest, starting from the candidate with the highest votes until the full number prescribed in the Charter is reached. If two or more candidates receive equal votes for the final position, a re-vote shall be held among those candidates with equal votes or selected according to election regulation criteria.

5. The election, removal, and dismissal of Board members shall be decided by the General Meeting of Shareholders on the principle of voting.

Article 9. Notification of election, removal, and dismissal of Board members

1. If candidates have been identified, the Company must disclose information regarding candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company website so shareholders can review candidate profiles prior to voting. Board candidates must provide written commitments regarding the truthfulness and accuracy of disclosed personal information and commit to performing duties honestly, prudently, and in the best interests of the Company if elected. Disclosed candidate information includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other management positions held (including Board positions in other companies);

- d) Related interests to the Company and its related parties;
 - e) Other information (if any) as prescribed in the Company's Charter;
 - g) Public companies are responsible for disclosing information on companies where the candidate currently holds Board or management positions and any related interests to the candidate.
2. Notification of election, removal, and dismissal results of Board members shall be conducted in accordance with information disclosure guidance regulations.

CHAPTER IV POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Article 10. Powers and duties of the Board of Directors

1. Production, business operations, and Company affairs are subject to the supervision and direction of the Board of Directors. The Board of Directors is the governing body with full authority to exercise all rights in the name of the Company, except for matters falling within the authority of the General Meeting of Shareholders.
2. The Board of Directors is responsible for supervising and directing the Executive Director and other managers in running the Company's daily business operations.
3. Powers and duties of the Board of Directors are prescribed by law, the Charter, internal regulations of the Company, and decisions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers:
 - a) Determining operational objectives for the Company's development strategy and short-term/medium-term development plans based on strategic targets approved by the General Meeting of Shareholders;
 - b) Deciding annual business development plans and budgets of the Company;
 - c) To participate in voting on the election, removal and dismissal of the Chairman of the Board of Directors; the appointment, removal and dismissal of the Company Director and other management personnel; the execution and termination of their employment contracts; the granting of rewards and imposition of disciplinary measures; the granting of retirement; and the determination of their salaries, remuneration and benefits, in accordance with the Management Regulations and based on the recommendations of the Company Director; and to decide on the appointment of representatives to exercise the Company's shareholding or capital contribution rights in other companies, including the determination of their remuneration and benefits. However, the dismissal of management personnel must not infringe upon the contractual rights of the individuals concerned, if any;
 - d) Deciding the organizational structure and internal management regulations of the Company; deciding the establishment of subsidiaries, branches, and representative offices; deciding capital contributions or share purchases in other

enterprises valued at less than 35% of total asset value recorded in the latest audited financial statements upon proposal of the Director;

d) Proposing reorganization, division, merger, consolidation, dissolution, or bankruptcy requests of the Company; proposing Internal Regulations on Corporate Governance for approval by the General Meeting of Shareholders within its authority. Deciding reorganization, division, merger, consolidation, dissolution, or transformation of the Company, and deciding Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders;

e) Resolving Company complaints against management or executive officers, and selecting Company representatives to handle legal proceedings against such officers;

g) Proposing share classes to be issued and total shares per class; deciding new share offerings within authorized limits per class; deciding capital raising in other forms; deciding schedules for charter capital calls; deciding share repurchases under Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

h) Proposing the issuance of bonds, convertible bonds, and warrants allowing holders to purchase shares at predetermined prices; deciding offering prices for bonds, shares, and convertible securities when authorized by the General Meeting of Shareholders;

i) Proposing annual dividend rates and determining interim dividend rates; organizing dividend payments; deciding timelines and procedures for paying dividends or handling losses arising during operations;

k) Deciding investment plans and investment projects within authority and limits under the Charter and the Law on Enterprises;

l) Deciding market development, marketing, and technology solutions;

m) Approving contracts and transactions signed between the Company and subjects specified in Clause 1, Article 167 of the Law on Enterprises valued at less than 35% of total asset value recorded in the latest audited financial statements, except for contracts and transactions within the authority of the General Meeting of Shareholders. The Company's representative signing the contract must notify Board and Supervisory Board members of related parties to such contract or transaction, attached with the draft contract or principal contents of the transaction. The Board shall decide on approval within 15 days from notification; Board members with related interests shall not have voting rights;

n) To approve contracts for the purchase, sale, borrowing and lending of assets, and other contracts and transactions with a value equal to or greater than 35% of the Company's total assets as stated in its most recent financial statements, except for contracts and transactions falling within the authority of the General Meeting of Shareholders pursuant to Point d, Clause 2, Article 138 of the Law on Enterprises and Point p, Clause 1, Article 15 of the Company's Charter, as well as Clause 3, Article 167 of the Law on Enterprises and Point r, Clause 1, Article 15 of the Company's Charter;

o) Deciding investments or asset sales valued at less than 35% of total asset value recorded in the latest audited financial statements;

p) Approving agendas and document contents for General Meetings of Shareholders, convening General Meetings of Shareholders, or soliciting written opinions for shareholder approval;

q) Submitting annual audited financial settlement reports and corporate governance reports to the General Meeting of Shareholders;

r) Reporting to the General Meeting of Shareholders regarding the Board's appointment of the Director;

s) Being provided with information and documents regarding financial status and business operations of the Company and its units (if any);

t) Deciding the promulgation of Operational Regulations of the Board of Directors and Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; deciding the promulgation of Operational Regulations of the Audit Committee under the Board, and Company Information Disclosure Regulations;

u) Other rights and duties in accordance with the Law on Enterprises, Law on Securities, other legal regulations, and the Company's Charter.

4. The following matters must be approved by the Board of Directors:

a) Establishing branches or representative offices; establishing subsidiaries (if any);

b) Appointing and dismissing persons authorized by the Company as commercial representatives and legal counsel;

c) Borrowings and execution of mortgages, guarantees, security interests, and indemnities of the Company;

d) Investments not included in the business plan or exceeding planned values; or investments exceeding 10% of annual planned business values and budgets;

e) Purchasing or selling shares/capital contributions of the Company in other companies established in Vietnam or abroad;

f) Valuing non-monetary assets contributed to the Company related to share/bond issuances, including gold, land use rights, intellectual property rights, technology, and technological know-how;

g) Business matters or transactions that the Board decides require approval from Board members within their authority and responsibilities.

5. The Board of Directors must report performance results to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government.

6. The Board may authorize subordinate officers and managers/executives to act on behalf of the Company, unless otherwise provided by law.

7. In performing its functions and duties, the Board shall comply with legal regulations, the Charter, and shareholder decisions. If a Board decision violates law or the Charter causing damage to the Company, members approving that decision shall be jointly personally liable and indemnify the Company; members opposing that decision shall be exempt from liability.

8. Board members (excluding alternate authorized representatives) shall receive remuneration for their work as Board members. Remuneration levels for the Board shall be decided by the General Meeting of Shareholders.

9. Total payments to Board members including remuneration, expenses, commissions, share options, and other benefits received as capital representatives must be disclosed in detail in the Company's annual report.

10. Board members holding executive positions (including Board Chairman), or serving on Board sub-committees, or performing extra duties outside normal Board responsibilities may receive additional remuneration as lump-sum payments, salaries, commissions, profit percentages, or other forms decided by the Board.

11. Board members have the right to be provided with information and documents regarding financial status and business operations of the Company and its units.

12. Board members are entitled to reimbursement of all reasonable travel, accommodation, and incidental expenses incurred in performing Board duties, including attending Board, sub-committee, or shareholder meetings.

Article 11. Powers and duties of the Board of Directors in approving and signing contracts and transactions

1. The Board of Directors approves contracts and transactions valued at less than 35% or transactions resulting in cumulative transaction values within 12 months from the first transaction valued at less than 35% of total asset value recorded in the latest financial statements (or a smaller threshold in the Charter) between the Company and any of the following:

Board members, Supervisory Board members, General Director, other managers, and their related parties;

Shareholders or authorized representatives of shareholders holding over 10% of total ordinary shares, and their related parties;

Enterprises that Board members, Supervisors, General Director, and other managers must declare under Clause 2, Article 164 of the Law on Enterprises.

2. The Company's representative signing the contract/transaction must notify Board and Supervisory Board members of related parties to that contract/transaction, attached with the draft contract or principal contents. The Board shall decide on approval within 15 days from notification, unless the Charter provides otherwise; Board members with related interests shall not have voting rights.

Article 12. Responsibilities of the Board of Directors in convening Extraordinary General Meetings of Shareholders

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

- a) The Board deems it necessary in the Company's interests;
- b) Convening is necessary if appointed independent auditors request discussion on audit reports or financial status and the Board agrees;
- c) The number of remaining Board or Supervisory Board members falls below statutory minimums;
- d) Upon written request of a shareholder or group of shareholders under Clause 2, Article 115 of the Law on Enterprises, stating reasons and purposes, signed by relevant shareholders;
- e) Upon request of the Supervisory Board, if it has reason to believe Board members or senior managers seriously violated duties under Article 165 of the Law on Enterprises or acted outside their powers;
- f) Other cases as provided by law and the Company's Charter.

2. Convening Extraordinary General Meetings:

Unless the Charter provides otherwise, the Board must convene a General Meeting of Shareholders within 30 days from when Board/independent Board/Supervisory Board members fall below Charter minimums or upon receiving requests under Points c and d, Clause 1 of this Article.

3. The convener of the General Meeting of Shareholders must execute the following:

- a) Preparing the list of eligible voting shareholders, compiled no more than 10 days before sending meeting invitations;
- b) Drafting shareholder resolutions for proposed agenda items;
- c) Preparing meeting agendas and contents;
- d) Preparing meeting documents;
- đ) Determining meeting time and venue;
- e) Notifying and sending meeting invitations to all eligible shareholders;
- g) Other tasks supporting the meeting.

Article 13. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, removed, or dismissed by the Board from among its members. The Chairman shall not concurrently serve as Director.

The Chairman must reside permanently in Vietnam throughout their term of office.

2. Powers and duties of the Board Chairman comply with Clause 3, Article 156 of the Law on Enterprises and the Charter, primarily including:

- a) Formulating work programs and activity plans of the Board;

- b) Preparing agendas, contents, and documents; convening and chairing Board meetings;
- c) Organizing the passage of Board Resolutions;
- d) Supervising the execution of Board Resolutions;
- đ) Chairing Board meetings and General Meetings of Shareholders;
- f) Ensuring Board members receive full, objective, accurate information and sufficient time to discuss Board matters;
- g) Preparing work plans and assigning tasks to Board members in writing, signed by the Chairman;
- h) Supervising Board members in executing assigned tasks and exercising powers;
- i) Ensuring the Board submits annual financial statements, activity reports, audit reports, and Board inspection reports to shareholders at General Meetings;
- k) Ensuring employees can report unusual matters regarding financial status, operations, and general issues to Board members;
- l) Authorizing a Board member in writing to perform duties during the Chairman's absence and exercising other duties under law and the Charter.

Article 14. Duties and powers of Board members

Board members have the following duties and powers:

1. Having full rights under the Law on Enterprises, relevant legal documents, and the Company's Charter.
2. Exercising Board powers and duties strictly under internal Board management regulations and Board assignments honestly in the best interests of the Company and shareholders.
3. Reviewing financial statements prepared by independent auditors, giving opinions, or requesting explanations from executives managers, independent auditors, and internal auditors.
4. Requesting the Chairman to convene extraordinary Board meetings as provided in the Charter.
5. Attending Board meetings, discussing and voting on all Board matters, except where recused due to conflicts of interest.
6. Executing resolutions and decisions of the General Meeting of Shareholders and the Board.
7. Explaining performance of assigned duties to the General Meeting of Shareholders, Board, and Supervisory Board upon request.
8. To participate in voting on the election, removal and dismissal of the Chairman of the Board of Directors.

9. Studying and assessing operational status and results, contributing to formulating business orientation and plans for each period.

10. Requesting the Board of Management and unit managers to supply financial and operational information to perform duties.

11. Being personally responsible under law, to the General Meeting of Shareholders, and to the Board for personal actions.

12. Disclosing remuneration received from subsidiaries, affiliates, or entities where they represent Company capital, and disclosing information when trading Company shares.

13. Duty of care: Board members shall perform duties honestly and prudently in the best interests of shareholders and the Company with the care that a prudent person would exercise in a similar position and circumstance.

14. Duty of loyalty and avoiding conflicts of interest:

a) Board members shall not use business opportunities that could benefit the Company for personal gain, nor use position information for personal profit or third-party benefits.

b) Board members must notify the Board of all potential conflict interests. Such opportunities may only be pursued if disinterested Board members decide not to pursue the matter.

c) The Company shall not grant loans, guarantees, or credit to Board members or related parties unless approved by the General Meeting of Shareholders.

d) Contracts/transactions between the Company and Board members/related parties shall not be invalidated if:

- For contracts with a value of less than 35% of the total assets as recorded in the most recent financial statements, the material terms of the contract or transaction, as well as the relationships and interests of the Company's managers or members of the Board of Directors, have been disclosed to the Board of Directors or the relevant committee. The Board of Directors or such committee has authorized the contract or transaction in good faith by a majority vote of the members of the Board of Directors who have no related interests;

- For contracts with a value exceeding 35% or more of the total assets as recorded in the most recent financial statements, the material terms of the contract or transaction, as well as the relationships and interests of the Company's managers or members of the Board of Directors, have been disclosed to the shareholders who have no related interests and are entitled to vote on the matter, and such shareholders have voted in favor of the contract or transaction;

- The contract or transaction has been deemed fair and reasonable in all material respects to the Company's shareholders by an independent advisory firm at the time the contract or transaction is authorized, approved or ratified by the Board of Directors, a committee under the Board of Directors, or the shareholders.

e) Board members shall not use non-public information or disclose it to others for related transactions.

15. Liability for damages and indemnification:

a) Liability for damages: Board members violating duties of honesty or failing to perform duties with care and diligence shall be liable for damages caused.

b) Indemnification:

The Company shall indemnify any person who is or has been, or is at risk of becoming, a party to any complaint, lawsuit or legal proceeding (including civil and administrative proceedings, but excluding proceedings initiated by the Company), provided that such person is or was a member of the Board of Directors or was acting at the Company's request in the capacity of a member of the Board of Directors, and provided further that such person acted honestly, prudently and diligently in the interests of, or without acting against the best interests of, the Company, in compliance with applicable laws, and that there is no evidence establishing that such person has breached their duties.

In the performance of their functions and duties or in carrying out work under the Company's authorization, a member of the Board of Directors shall be entitled to indemnification by the Company if they become a party to any complaint, lawsuit or legal proceeding (excluding proceedings initiated by the Company), provided that:

- The member has acted honestly, prudently and diligently in the interests of the Company and without conflicting with the Company's interests;
- The member has complied with applicable laws, and there is no evidence establishing that the member has failed to discharge their duties.

c) Indemnifiable expenses shall include expenses incurred (including attorneys' fees), judgments, fines and amounts actually paid or reasonably incurred in connection with the settlement of such proceedings, to the extent permitted by law. The Company may purchase insurance for such persons to cover the foregoing liabilities.

CHAPTER V MEETINGS AND PASSING DECISIONS OF THE BOARD OF DIRECTORS

Article 15. Board of Directors meetings

1. Meeting to elect Board Chairman:

If the Board of Directors elects the Chairman, within seven (07) working days from the conclusion date of the election of the Board of Directors for that term, the Board of Directors must elect the Chairman of the Board of Directors at the first meeting of the Board's term, and simultaneously issue other decisions within the authority of the Board of Directors. This meeting is convened by the member with the highest number of votes. If there is more than one member with the highest and

equal number of votes, the members shall elect on a majority principle one person among them to convene the Board of Directors meeting.

2. Regular meetings:

The Chairman of the Board of Directors or the convener of the Board of Directors meeting must convene and send the invitation notice for the Board of Directors meeting no later than 05 working days prior to the meeting date, prepare the agenda, specify the time and venue of the meeting, the agenda, matters for discussion and decision. The Chairman of the Board of Directors may convene a meeting whenever deemed necessary, but must meet at least once a quarter.

3. Extraordinary meetings:

The Chairman of the Board of Directors must convene an extraordinary meeting of the Board of Directors when deemed necessary for the interests of the Company, and must not delay without justifiable reasons, when one of the following subjects requests in writing stating the purpose of the meeting and the issues to be discussed:

- a) The Supervisory Board;
- b) The Director or at least 05 other managers;
- c) At least 02 executive Board members;
- d) Other cases specified in the Charter.

The proposal must be made in writing, clearly stating the purpose, issues for discussion, and decisions within the authority of the Board of Directors.

4. Extraordinary meetings must be held within 07 days after the request. If the Chairman refuses to convene, the Chairman shall be liable for resulting damages, and requesters may convene the Board meeting themselves.

5. Upon request of independent auditors auditing financial statements, the Chairman must convene a Board meeting to discuss audit reports and Company status.

6. Meeting venue: Board meetings shall be conducted at headquarters or another venue in Vietnam decided by the Chairman with Board consent.

7. Notices and agenda:

a) The notice of a Board of Directors meeting must be sent in advance to members of the Board of Directors and the Supervisory Board at least 05 days prior to the meeting organization, and may concurrently be sent to the Company Director who is not a member of the Board of Directors; members of the Board of Directors may decline the meeting invitation notice in writing, and this refusal may be altered or canceled in writing by such Board member. The notice of a Board of Directors meeting must be made in writing in Vietnamese and must fully inform the agenda, time, meeting venue, accompanied by necessary documents regarding the issues to be discussed and voted on at the Board of Directors meeting and the voting ballots for members of the Board of Directors.

The meeting invitation notice is sent by post, fax, email, or other means, but must be ensured to reach the address of each member of the Board of Directors and the Supervisory Board registered at the company.

8. Minimum attending members.

a) A meeting of the Board of Directors pursuant to the first convocation notice shall be conducted when at least three-quarters (3/4) of the total members are present in person or through representatives (authorized persons) if approved by a majority of the members of the Board of Directors.

b) If a meeting convened as prescribed in Point a, Clause 8 of this Article lacks the required quorum, the meeting must be convened for the second time within seven (07) days from the intended date of the first meeting. In this case, the meeting is conducted if more than half (1/2) of the members of the Board of Directors are present;

9. Voting.

a) Except as provided in Point b, Clause 9 of this Article, each member of the Board of Directors or direct authorized representative present in an individual capacity at the Board of Directors meeting shall have one (01) vote;

b) A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which that member or their related person has an interest, and such interest conflicts or may conflict with the Company's interests. A Board member shall not be counted in the minimum quorum required to be present to organize a Board of Directors meeting regarding decisions for which that member does not have voting rights;

c) According to the provisions of Point d, Clause 9 of this Article, when an issue arises in a meeting of the Board of Directors relating to the extent of a member's interest or relating to a member's voting rights that is not resolved by the voluntary waiver of voting rights by that member of the Board of Directors, such arising issues shall be referred to the Chairperson of the meeting, and the ruling of the Chairperson in relation to all other members of the Board of Directors shall be valid as the final decision, except where the nature or extent of the interest of the related member of the Board of Directors has not been fully disclosed;

d) A member of the Board of Directors benefiting from a contract prescribed in Point a, Point b, Clause 5, Article 41 of this Charter shall be deemed to have a material interest in such contract.

10. Disclosure of interests.

A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is proposed to be signed with the Company and knows they have an interest therein, shall disclose the nature and content of such interest at the meeting where the Board of Directors first considers the execution of this contract or transaction. If a member of the Board of Directors is unaware that they and their related persons have an interest at the time the contract or transaction is signed with the Company, this Board member must disclose the

related interests at the first meeting of the Board of Directors held after this member becomes aware that they have or will have an interest in the relevant transaction or contract mentioned above.

11. Majority voting.

A decision of the Board of Directors is passed if approved by a majority (over 50%) of the members attending the meeting. In the event of a tie between affirmative and negative votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

12. Voting by absentees.

A member not attending the meeting directly has the right to vote by casting a written vote, electronic vote, or other electronic forms. A written voting ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least one hour before the opening time. The voting ballot may only be opened in the presence of all attendees.

13. Meetings via telephone or other forms.

A meeting of the Board of Directors may be held in the form of a conference among members of the Board when all or some members are in different locations provided that each participating member can:

a) Hear every other participating Board member speak at the meeting;

b) If desired, speak to all other attending members simultaneously. Communication among members may be carried out directly, via telephone, or by other communication means (including the use of means occurring at the time of passing the Charter or later) or a combination of all these methods. Under this Charter, a member of the Board of Directors participating in such a meeting is deemed "present" at that meeting. The venue of the meeting held under this provision is the location where the largest group of members of the Board of Directors gathers, or if no such group exists, the location where the Chairperson of the meeting is present.

Decisions passed in a telephone meeting appropriately organized and conducted shall be effective immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

14. Written resolutions.

A resolution via the collection of written opinions is passed based on the affirmative opinions of the majority of members of the Board of Directors holding voting rights. This type of resolution is valid and effective as a resolution passed by Board members at a conventionally convened and organized meeting.

15. Minutes of the Board of Directors meeting.

The Chairman of the Board of Directors is responsible for transmitting the Board meeting minutes to members, and such minutes shall be regarded as authentic evidence of the work conducted at those meetings unless objections regarding the

contents of the minutes are raised within 10 days from transmission. The minutes of a Board of Directors meeting are prepared in Vietnamese and may be prepared in English, contain the principal contents under Article 156 of the Law on Enterprises, and must be signed by all attending members of the Board of Directors and the minute-taker. A Board of Directors meeting may be audio-recorded, recorded, and stored in other electronic formats.

Article 16. Passing resolutions and decisions of the Board of Directors

1. The Board of Directors passes Resolutions and Decisions through various voting methods at a meeting or by collecting opinions via written documents, emails, or faxes.

2. Voting rights of members of the Board of Directors at a meeting:

a) Except as prescribed in Point b, Clause 2 of this Article, each member of the Board of Directors or direct authorized representative present in an individual capacity at the Board of Directors meeting shall have one vote.

b) A member of the Board of Directors shall not vote on Contracts, transactions, or proposals in which that member or their related person has an interest, and such interest conflicts or may conflict with the Company's interests. A member of the Board shall not be counted in the minimum quorum required to be present to organize a Board of Directors meeting regarding decisions for which that member does not have voting rights.

c) According to the provisions of Point d, Clause 2 of this Article, when an issue arises in a meeting of the Board of Directors relating to the extent of a member's interest or relating to a member's voting rights that is not resolved by the voluntary waiver of voting rights by that member of the Board of Directors, such arising issues shall be referred to the chairperson of the meeting, and the ruling of the chairperson in relation to all other members of the Board of Directors shall be valid as the final decision, except where the nature or extent of the interest of the related member of the Board of Directors has not been fully disclosed.

d) A member of the Board of Directors benefiting from a contract prescribed in Article 167 of the Law on Enterprises shall be deemed to have a material interest in such contract.

3. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is intended to be signed with the Company and knows they have an interest therein, shall disclose the nature and content of such interest at the meeting where the Board of Directors first considers the execution of this contract or transaction. If a member of the Board of Directors is unaware that they and their related persons have an interest at the time the contract or transaction is signed with the Company, this Board member must disclose the related interests at the first meeting of the Board of Directors held after this member becomes aware that they have or will have an interest in the relevant transaction or contract.

4. A decision of the Board of Directors is passed if approved by a majority (over 50%) of the members attending the meeting. In the event of a tie between affirmative and negative votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

5. A resolution via the collection of written opinions is passed based on the affirmative opinions of the majority of members of the Board of Directors holding voting rights. This type of resolution is valid and effective as a resolution passed by Board members at a conventionally convened and organized meeting.

6. The Chairman of the Board of Directors is responsible for transmitting the Board meeting minutes to members, and such minutes shall be regarded as authentic evidence of the work conducted at those meetings unless objections regarding the contents of the minutes are raised within 10 days from transmission. The minutes of a Board of Directors meeting are prepared in Vietnamese, contain the principal contents under Article 158 of the Law on Enterprises, and must bear the signatures of the members of the Board of Directors attending the meeting, or the Minutes may be made in multiple copies and each copy has at least one signature of a member of the Board of Directors attending the meeting and bears the Company's seal.

7. Effectiveness of Resolutions and Decisions of the Board of Directors:

a) Resolutions and Decisions of the Board of Directors take effect from the date of passage or from the effective date explicitly stated in such resolutions and decisions.

b) In the event a member of the Board of Directors requests to initiate a lawsuit or directly initiates a lawsuit against a resolution or decision, the litigated resolution or decision continues to be executed until the Court or Arbitration decides otherwise.

Article 17. Minutes of Board of Directors meetings

1. Meetings of the Board of Directors must be recorded in the minute book. Minutes must be prepared in Vietnamese and may also be in a foreign language, containing the following principal contents:

a) Name, address of the head office, enterprise registration certificate number and date of issue, place of business registration;

b) Purpose, agenda, and contents of the meeting;

c) Time and venue of the meeting;

d) Full names of each member attending the meeting or authorized representative attending the meeting; Full names of members not attending the meeting and reasons;

e) Issues discussed and voted on at the meeting;

f) Summary of the statements of each attending member according to the sequence of the meeting's progression;

g) Voting results, clearly specifying the members who approved, disapproved, and had no opinion;

h) Decisions passed;

i) Full names and signatures of all members or authorized representatives attending the meeting. If a resolution or decision of the Board of Directors has been passed strictly in accordance with Article 16 of these regulations but a minority member or representative refuses to sign the Board meeting Minutes, the reason for not signing the Minutes must be clearly stated; if the reason for not signing the minutes is not clearly stated, that member's vote on the matters voted on at the meeting is invalid. The minutes may be made in multiple copies and each minute bears the signature of at least one (01) member of the Board of Directors attending the meeting.

2. The Chairperson and the secretary must bear responsibility for the truthfulness and accuracy of the contents of the Board of Directors meeting minutes.

3. The Board of Directors meeting minutes and documents used in the meeting must be preserved at the head office of the Company.

4. Minutes prepared in Vietnamese and a foreign language have equal legal validity. In case there is a discrepancy in content between these two minutes, the minutes prepared in Vietnamese shall have final validity.

CHAPTER VI

WORK PROGRAM, WORKING CONDITIONS, PROVISIONS ON DELEGATION AND AUTHORIZATION, AND ASSISTING BODY OF THE BOARD OF DIRECTORS

Article 18. Work program of the Board of Directors

1. Based on the objectives, programs, plans, and development orientation for each year and each period of the Company, based on the duties and powers of the Board of Directors and the duties of each member of the Board of Directors, the Company Secretary synthesizes the working program of the Chairman and members of the Board of Directors, formulates and submits to the Chairman of the Board of Directors for approval the periodic monthly, quarterly, and annual working programs of the Board of Directors, and monitors and reports on the implementation status and results periodically at regular meetings as prescribed.

2. Based on the approved overall working program of the Board of Directors and the assigned tasks of each member of the Board of Directors, each member of the Board of Directors proactively executes their own working program.

Article 19. Working conditions of Board members

1. Members of the Board of Directors are entitled to remuneration and other benefits as prescribed in Article 23 of these regulations.

2. The Board of Management, functional departments, and units within the Company are responsible for providing complete and timely necessary information related to the Company's operations at the request of the Board of Directors to perform their duties and powers according to Chapter 4 of these regulations, the provisions of law, and the Company's Charter.

3. Directive documents of the Board of Management regarding direction and operation related to the implementation of guidelines and policies as prescribed by the State, resolutions, decisions, mechanisms, and regulations of the Board of Directors must all be copied and sent to the Board of Directors for reporting.

4. The Board of Directors uses the Company's executive apparatus and seal to perform its duties. Functional departments of the Company are responsible for advising and assisting the Board of Directors in operating and performing duties and powers in accordance with the law.

Article 20. Delegation and authorization of the Board of Directors

The Board of Directors specific decentralizes and authorizes the Director to perform the task of managing the daily operations of the Company. The decentralization and authorization are expressed by the vote of the members of the Board of Directors and passed in accordance with the Board of Directors' regulations on passing Board decisions. The decentralization and authorization must be made in writing in a form suitable to legal provisions. In cases where there is no decentralization or authorization from the Board of Directors, the Director may direct and decide on matters within the powers and duties of the Director specified in the Charter and the internal management regulations of the Company.

Article 21. Assisting sub-committees of the Board of Directors

1. The Board of Directors uses the Company's executive apparatus and seal to exercise its duties and powers.

2. The Board of Directors specifically regulates the establishment of subcommittees, the responsibilities of each subcommittee, and the responsibilities of subcommittee members; specifically, the Board of Directors may establish affiliated subcommittees to be in charge of development policy, personnel, salary and bonus, internal control, and risk management. A subcommittee consists of at least three (03) persons, including members of the Board of Directors and external members as decided by the Board of Directors. Independent members of the Board of Directors/non-executive Board members constitute a majority in the subcommittee, and one of these members is appointed as the Head of the subcommittee by decision of the Board of Directors. The operation of this subcommittee complies with the regulations of the Board of Directors. A resolution of a subcommittee is only effective when a majority of attending and voting members passing it at the subcommittee meeting are members of the Board of Directors.

The enforcement of decisions of the Board of Directors or an affiliated subcommittee of the Board of Directors must comply with current legal provisions and the provisions of the Company's Charter and the Internal Regulations on Corporate Governance.

3. The Company Secretary is the assisting unit of the Board of Directors. The Company Secretary has the following functions, duties, and powers:

a) Function: The Company Secretary is an assistant to the Board of Directors and is under the direct direction of the Chairman of the Board of Directors, working concurrently on the Company's payroll.

b) Duties and powers:

- To act as a bridge between the Chairman of the Board of Directors and members of the Board of Directors, the Director, and the Supervisory Board.
- To formulate and monitor the activity program of the Chairman of the Board of Directors, and the working schedule of the Chairman of the Board of Directors and members of the Board of Directors.
- To provide information to members of the Board of Directors. To prepare agendas, documents, and provide documents to members of the Board of Directors to serve meetings or solicit opinions from members of the Board of Directors; To record minutes and contents of meetings, working sessions, and negotiations of the Chairman of the Board of Directors and members of the Board of Directors.
- To draft documents and resolutions of the General Meeting of Shareholders, the Board of Directors, and the Chairman of the Board of Directors; To assist the Chairman of the Board of Directors and members of the Board of Directors in deploying, monitoring, and synthesizing reports on the implementation results of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Charter and the law.
- To synthesize and submit to the Board of Directors and the Chairman of the Board of Directors proposals, documents, and materials submitted by the Director, as well as documents from other agencies and units sent to the Board of Directors.
- To establish a tracking book for incoming and outgoing official dispatches of the Board of Directors; To preserve and archive document dossiers of the General Meeting of Shareholders and the Board of Directors; To provide and notify relevant subjects about the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with Company regulations.
- To advise on procedures for meetings of the General Meeting of Shareholders and the Board of Directors.
- To be entitled to work directly with functional departments of the Company and other agencies and units to resolve work within the scope of assigned duties and powers.
- To bear personal responsibility before the Board of Directors and the Chairman of the Board of Directors for assigned tasks.
- To perform other duties and powers assigned by the Board of Directors and the Chairman of the Board of Directors.
- To maintain confidentiality of information in accordance with the law and the Company's Charter.

c) Remuneration and benefits:

The Company Secretary receives a certain amount of task remuneration as decided by the Board of Directors. They are provided with equipment, supplies, and stationery serving the work and assigned duties. These costs are accounted for in the Company's business operating expenses according to regulations.

d) When there are multiple secretaries, the Chairman of the Board of Directors may appoint one person to be in general charge.

CHAPTER VII REPORTING, DISCLOSURE OF INTERESTS

Article 22. Submission of annual reports

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

- a) Report on the Company's business results;
- b) Audited financial statements;
- c) Evaluation report on the management and administration of the Company;
- d) Appraisal report of the Supervisory Board.

2. The reports specified in Points a, b, and c, Clause 1 of this Article must be sent to the Supervisory Board for appraisal at least 30 days before the opening date of the Annual General Meeting of Shareholders, unless otherwise provided by the Company's Charter.

3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Supervisory Board, and the audit report must be preserved at the Company's head office at least 10 days before the opening date of the Annual General Meeting of Shareholders, unless the Company's Charter prescribes a longer deadline. A shareholder owning shares of the Company continuously for at least 01 year has the right individually or together with lawyers, accountants, or certified practicing auditors to directly review the reports specified in this Article.

Article 23. Remuneration and other benefits of Board members

1. Members of the Board of Directors are entitled to task remuneration and bonuses based on the business results and efficiency of the Company.

2. The Board of Directors estimates the remuneration level for each member of the Board of Directors on the principle of unanimity. The total remuneration level for each title of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of members of the Board of Directors is calculated into the Company's business expenses according to the provisions of the law on corporate income tax and other relevant legal provisions. The total amount paid to each member of the Board of Directors, including: remuneration; expenses; other benefits received from the Company, subsidiaries, affiliated companies of the Company, and other companies where the member of the Board of Directors acts as the representative managing capital contributions must be recorded as a separate item in

the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at annual meetings.

4. Members of the Board of Directors are reimbursed for all travel, accommodation, and other reasonable expenses according to regulations when performing assigned duties, including expenses incurred in attending Board of Directors meetings and other reasonable expenses when performing the responsibilities of a member of the Board of Directors related to the production and business operations of the Company. Operating expenses of the Board of Directors are calculated into the production and business expenses of the Company.

5. In case a member of the Board of Directors concurrently holds titles in the executive apparatus of the company and subsidiaries, the disclosed remuneration must include salaries and bonuses associated with the executive title and other remunerations.

6. A member of the Board of Directors may be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. This insurance does not cover insurance for the responsibilities of members of the Board of Directors relating to violations of the law and the Company's Charter.

Article 24. Disclosure of related interests

Unless otherwise more strictly provided by the Company's Charter, the disclosure of interests and related persons of the Company is implemented according to the following provisions:

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

a) Name, enterprise identification number, head office address, business lines of enterprises in which they own capital contributions or shares; percentage and time of ownership of such capital contributions or shares;

b) Name, enterprise identification number, head office address, business lines of enterprises in which their related persons jointly or separately own capital contributions or shares over 10% of the charter capital.

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

3. Members of the Board of Directors who, in their personal capacity or on behalf of others, perform work in any form within the scope of the Company's business operations must explain the nature and content of such work to the Board of Directors and may only perform it when approved by the majority of the remaining members of the Board of Directors; if performed without declaration or without the approval of the Board of Directors, all income generated from such activity belongs to the Company.

CHAPTER VIII

WORKING RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 25. Operating principles of coordination

The Board of Directors and members of the Board of Directors coordinate in working relationships according to the following principles:

1. Always being loyal to the interests of the Company.
2. Strictly complying with relevant provisions of the law, the Company's Charter, and internal regulations of the Company.
3. Implementing the principles of democratic centralism, openness, and transparency.
4. Coordinating work with the highest sense of responsibility, honesty, cooperation, and regularly proactively coordinating to resolve difficulties and obstacles (if any) for the common interests of the Company.

Article 26. Relationships among Board members

1. The relationship among members of the Board of Directors is a coordinating relationship, members of the Board of Directors have the responsibility to inform each other about related issues during the work processing process.
2. During the process of handling work for which a member of the Board of Directors is assigned primary responsibility, if there are issues relating to other areas in charge of other Board members that require the opinions of those members, the Board member bearing primary responsibility must proactively coordinate for handling. In case there are divergent opinions among members of the Board of Directors, the Board member bearing primary responsibility reports to the Chairman of the Board of Directors for consideration and decision according to competence or organizes a meeting to collect opinions from members of the Board of Directors in accordance with the law, the Company's Charter, and these regulations.
3. In the event of a reassignment among members of the Board of Directors, the members of the Board of Directors must hand over related work, files, and documents. This handover must be made in writing and reported to the Chairman of the Board of Directors regarding such handover.

Article 27. Relationship with the Board of Management

1. The Board of Directors ensures all favorable conditions regarding mechanisms, policies, human resources, and material facilities for the Board of Management to complete assigned tasks.
2. Resolutions and decisions of the Board of Directors are mandatory for execution. When organizing the implementation of a resolution or decision of the Board of Directors, if issues detrimental to the Company are discovered, the Director has the responsibility to propose that the Board of Directors consider and make appropriate adjustments. If the Board of Directors does not adjust the resolution or

decision, the Director must still execute it but has the right to reserve opinions and petition the General Meeting of Shareholders or other competent authorities.

3. The Chairman of the Board of Directors attends or authorizes another member of the Board of Directors to attend briefing meetings and meetings preparing contents to be submitted to the Board of Directors chaired by the Director.

4. At a Board of Directors meeting session, the Chairman of the Board of Directors or the meeting chairperson bases on the meeting content to decide on inviting managers of the Company and relevant units to attend the meeting, report on specific work, and provide opinions (if necessary).

5. Managers of the Company have the responsibility to create all favorable conditions for members of the Board of Directors to perform assigned duties, and access information and reports in the fastest time.

In case of discovering risks or incidents that may significantly affect the reputation and business operations of the Company or other events deemed necessary, the Company's managers must immediately report to the Chairman of the Board of Directors and the members of the Board of Directors directly in charge of that area for timely direction.

Article 28. Relationship with the Supervisory Board

1. The Board of Directors is responsible for closely coordinating and creating all favorable conditions for members of the Supervisory Board in the process of performing their duties and powers; concurrently bearing the responsibility to direct and supervise the rectification and handling of violations according to the recommendations of the Supervisory Board.

2. The Chairman of the Board of Directors must ensure that meeting invitation notices, opinion collection ballots for members of the Board of Directors, and enclosed documents must be sent to members of the Supervisory Board at the same time and in the same manner as to members of the Board of Directors.

3. In addition to periodic reporting information, a member of the Supervisory Board may request the Board of Directors to provide information and documents on the management and administration of the production and business activities of the Company.

4. The Board of Directors ensures that all copies of financial information and other information provided to members of the Board of Directors, as well as resolutions, decisions, and Board of Directors meeting minutes, shall be provided to members of the Supervisory Board concurrently with the provision to members of the Board of Directors.

Article 29. Relationship with the Party Executive Committee and internal socio-political organizations

This is a relationship of unifying leadership perspectives regarding the political tasks of the Company. Specifically as follows:

1. The Board of Directors of the Company notifies the Company's situation to enlist the assistance of Party organizations and promote the core role of Party members in all fields of work.

2. The Board of Directors and the Board of Management create all conditions for the Party Committee, the Trade Union Executive Committee, and the Youth Union of the Company to deploy their work within the Company, but not affecting the production and business operations of the Company.

3. The Board of Directors respects the position and role of socio-political organizations on the basis of the law, seeking the opinions of organizations within the Company in implementing regimes and policies for employees. Creating conditions for the Trade Union to perform well its functional role of mobilizing employees for production, business, and participating in other mass movements, contributing to the effective fulfillment of the Company's tasks.

CHAPTER IX IMPLEMENTATION PROVISIONS

Article 30. Amendment and supplement to the Regulations

1. The amendment and supplement to these regulations must be considered by the Board of Directors based on the proposals of members of the Board of Directors and the Supervisory Board of the Company.

2. In case there are relevant legal provisions relating to the operations of the Company not yet mentioned in these Regulations, or in case there are new legal provisions differing from the clauses in these Regulations, such legal provisions shall automatically apply and govern the operations of the Company.

Article 31. Implementation provisions

1. These Regulations consisting of 09 Chapters and 31 Articles are reviewed by the members of the Board of Directors of Cao Bang Cast Iron and Steel Joint Stock Company and submitted to the General Meeting of Shareholders for approval on October 08, 2026, mutually agreeing on the full-text validity of these Regulations.

2. These Regulations apply to all terms of the Board of Directors.

3. These Regulations take effect from the date of signing and are applied throughout the Company.

4. Members of the Board of Directors, the Secretary, the Supervisory Board, the Board of Management, Heads and Deputies of functional departments, and Workshops within the Company are responsible for executing these Regulations./.

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

(Signed)

Ly Xuan Tuyen