

**VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT
STOCK COMPANY**



**INTERNAL CORPORATE
GOVERNANCE
REGULATIONS**

**VIETNAM MACHINE INVESTMENT
DEVELOPMENT JOINT STOCK COMPANY**

(Amendment No.: ...)

*(Issued together with Decision No. ... dated ... /... /2025 of
General Meeting of Shareholders of Vietnam Machine Investment Development
Joint Stock Company)*

Hanoi, April ..., 2025

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CHAPTER I. GENERAL PROVISIONS

Article 1. Scope and Subjects of Application

1. **Scope of Application:** This internal corporate governance regulation of Vietnam Machine Investment Development Joint Stock Company (the “Company”) provides for the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the Director; procedures for convening the General Meeting of Shareholders; nomination, candidacy, election, dismissal, and removal of members of the Board of Directors and the Director; and other activities in accordance with the Company’s The Company Charter and other prevailing legal provisions.
2. **Subjects of Application:** This internal corporate governance regulation shall apply to Shareholders, members of the Board of Directors, the Director, and other relevant individuals and organizations.

Article 2. Definitions

1. In this Governance Regulations, the following terms shall be understood as follows:
 - a. "Shareholder" means an individual or organization that owns at least one share of the Company.
 - b. "Company" means Vietnam Machine Investment Development Joint Stock Company.
 - c. “The Company Charter” means the Charter of the Company approved at the 2025 Annual General Meeting of Shareholders on ... /... /... /2025.
 - d. "Enterprise Law" means Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, including guiding documents and any amendments, supplements, or replacements (if any).
 - e. "Securities Law" means the Securities Law No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, including guiding documents and any amendments, supplements, or replacements (if any).
 - f. "Related Person" means any individual or organization as defined in Clause 23, Article 4 of the Enterprise Law and Clause 46, Article 4 of the Securities Law.
 - g. "Authorized Representative" means a person authorized by an institutional Shareholder to exercise its Shareholder rights as prescribed by Law.
 - h. "Proxy Holder" means a person authorized by a Shareholder (individual or organization) or the Authorized Representative of an institutional Shareholder to attend and vote at the General Meeting of Shareholders in the forms specified in the Company Charter and the Enterprise Law.
 - i. "Executive" means the Director, Deputy Directors (if any), and the Chief Accountant.
 - j. "Manager" means the Chairperson of the Board of Directors, members of the Board of Directors, and the Director.
 - k. "Law" refers to all legal normative documents as defined in the Law on Promulgation of Legal Documents No. 64/2025/QH15 passed by the National Assembly on February 19, 2025, including any amendments, supplements, or replacements (if any), as well as all laws and regulations in effect, whether written or unwritten, at the place where the

Company is listed or has its shares registered for trading, including the regulations of the Stock Exchange.

- l. "Governance Regulations" mean these internal corporate governance regulations.
 - m. "Stock Exchange" means the stock exchange where the Company is listed or has its shares registered for trading.
 - n. "Independent Member of the Board of Directors" means a member of the Board of Directors who meets the independence requirements stipulated by Law.
 - o. "Vietnam" means the Socialist Republic of Vietnam.
2. In this Governance Regulations, references to a regulation or document shall include any amendments, supplements, or replacement versions of such regulation or document.
 3. Titles (chapters, articles of these Governance Regulations) are used for convenience and shall not affect the content of these Governance Regulations.
 4. "Person" shall include both individuals and organizations.

CHAPTER II. GENERAL MEETING OF SHAREHOLDERS

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

1. The General Meeting of Shareholders consists of all Shareholders with voting rights and is the highest decision-making authority of the Company.
2. The General Meeting of Shareholders shall have the following rights and obligations:
 - a. To approve the development strategy of the Company;
 - b. To approve the audited annual financial statements of the Company;
 - c. To determine the annual dividend payment rate for each type of share in accordance with the Enterprise Law;
 - d. To decide on the number of members of the Board of Directors;
 - e. To select the auditing firm;
 - f. To elect, dismiss, and remove members of the Board of Directors;
 - g. To determine the total remuneration, bonuses, and other benefits for the Board of Directors;
 - h. To approve amendments and supplements to the Company Charter of the Company;
 - i. To decide on the types and quantity of new shares to be issued for each type of share;
 - j. To decide on the division, separation, consolidation, merger, or transformation of the Company;
 - k. To decide on the dissolution of the Company;
 - l. To review and handle violations by members of the Board of Directors that have caused damage to the Company and/or Shareholders;
 - m. To approve investment or asset disposal transactions where the asset value is 35% or

more of the total asset value of the Company, as recorded in the latest audited consolidated financial statements;

- n. To decide on the Company's repurchase of more than 10% of the total issued shares of each type;
- o. To decide on the Company's execution of contracts and transactions as stipulated in Clause 3, Article 41 of the Company Charter;
- p. To decide on the issuance of convertible bonds or bonds with warrants;
- q. To approve the internal corporate governance regulations and the operation regulations of the Board of Directors; and
- r. To decide on other matters as prescribed by Law and the Company Charter.

Article 4. Convening the General Meeting of Shareholders, Meeting Agenda and Contents, and Meeting Invitation

1. The Board of Directors shall convene the Annual General Meeting of Shareholders and Extraordinary General Meetings of Shareholders. The General Meeting of Shareholders may also be convened in the cases specified in Points b and c, Clause 4, Article 13 of the Company Charter.
2. The person convening the General Meeting of Shareholders shall perform the following tasks:
 - a. Prepare the list of Shareholders eligible to attend the meeting. The list of eligible Shareholders must be finalized no more than 10 days before the meeting invitations are sent;
 - b. Provide information and handle complaints related to the list of Shareholders;
 - c. Establish the agenda and meeting contents;
 - d. Prepare documents for the meeting;
 - e. Draft resolutions of the General Meeting of Shareholders according to the planned agenda, and prepare a list of candidates along with detailed information in case of elections for the Board of Directors;
 - f. Determine the time and venue of the meeting;
 - g. Send meeting invitations to all eligible Shareholders in accordance with the Company Charter; and
 - h. Perform other necessary tasks related to the organization of the meeting.
3. The meeting invitation shall be sent to all eligible Shareholders and simultaneously published via the State Securities Commission of Vietnam, the Stock Exchange, and the Company's website. The meeting invitation must be sent at least twenty-one (21) days before the date of the General Meeting of Shareholders in a manner that ensures delivery to the Shareholder's contact address. The meeting invitation, agenda of the General Meeting of Shareholders, documents related to the matters to be voted on, and draft resolutions shall be published on the Company's website. The meeting invitation shall specify the Company's

website address to enable Shareholders to access the meeting documents.

4. Shareholders or groups of Shareholders as defined in Clause 3, Article 11 of the Company Charter have the right to propose additional agenda items for the General Meeting of Shareholders. The proposal must be in writing and submitted to the Company at least five (5) working days before the meeting date. The proposal must clearly state the Shareholder's name, the number and class of shares owned, and the proposed agenda item.
5. If the person convening the General Meeting of Shareholders rejects a proposal under Clause 4, of this Article, they must provide a written response no later than two (2) working days before the meeting, stating the reason for the rejection. The person convening the General Meeting of Shareholders may only reject a proposal in the following cases:
 - a. The proposal does not comply with the requirements in Clause 4 of this Article 4 ;
 - b. At the time of the proposal, the Shareholder or group of Shareholders does not hold at least 5% of the total ordinary shares of the Company; or
 - c. The proposed issue does not fall within the authority of the General Meeting of Shareholders.
6. The person convening the General Meeting of Shareholders must accept and include proposals submitted under Clause 4 of this Article 4 in the proposed meeting, unless the proposal is rejected under Clause 5 of this Article 4. The proposal shall be officially added to the meeting agenda and contents if approved by the General Meeting of Shareholders.

Article 5. Exercising the Right to Attend the General Meeting of Shareholders

1. Shareholders and Authorized Representatives of institutional Shareholders may attend the General Meeting of Shareholders in person, authorize a Proxy Holder in writing, or participate through one of the methods specified in Clause 3 of this Article.
2. The authorization for an individual or organization to attend the General Meeting of Shareholders must be made in writing. The Power of Attorney shall be prepared in accordance with civil law provisions and must clearly state the full name of the Proxy Holder, the number of shares represented, and other necessary details as announced by the Company. If multiple Proxy Holders are appointed, the number of shares allocated to each Proxy Holder must be specified. The Proxy Holder must present the authorization document when registering for the meeting before entering the meeting room.
3. A Shareholder shall be deemed to have attended and voted at the General Meeting of Shareholders in the following cases:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing another person to attend and vote at the meeting;
 - c. Attending and voting through online conferences or electronic means, electronic voting, or other electronic forms;
 - d. Submitting a voting ballot to the meeting via mail, fax, or email.

Article 6. Registration Procedures and Conditions for Convening the General Meeting of Shareholders

1. Registration procedures for attending the General Meeting of Shareholders:

- a. On the day of the General Meeting of Shareholders, the Company must carry out the Shareholder registration process and continue the registration until all eligible Shareholders present have completed their registration.
 - b. Shareholders attending the meeting must bring the documents specified in the invitation or notice of the General Meeting of Shareholders issued by the Company to verify their shareholder status.
 - c. Shareholders arriving late to the General Meeting of Shareholders shall have the right to register immediately and participate in the meeting, including voting, from the moment they complete their registration. The Chairperson shall not be obligated to pause the meeting to allow late-arriving Shareholders to register. Any voting sessions conducted before the arrival of the late Shareholders shall remain valid and unaffected.
2. Conditions for Holding the General Meeting of Shareholders:
- a. The General Meeting of Shareholders shall be conducted when Shareholders representing more than 51% of the total voting shares of the Company are in attendance.
 - b. If the required Shareholder quorum specified in point a of this Clause is not met within sixty (60) minutes from the scheduled start time, the meeting convenor must cancel the meeting. The second meeting invitation must be sent within thirty (30) days from the originally scheduled meeting date. The second General Meeting of Shareholders shall be conducted if Shareholders representing at least 33% of the total voting shares of the Company are in attendance.
 - c. If the second General Meeting of Shareholders cannot be conducted due to insufficient Shareholders as required in point b of this Clause within one hundred twenty minutes from the scheduled start time, the third meeting invitation must be sent within twenty (20) days from the originally scheduled second meeting date. In this case, the third General Meeting of Shareholders shall proceed regardless of the number of attending Shareholders and shall have the authority to decide on all matters originally proposed for approval at the first meeting.

Article 7. Voting Methods, Vote Counting, Announcement of Voting Results, and Adoption of Resolutions by the General Meeting of Shareholders

1. Voting Methods
 - a. During Shareholder registration, the Company shall issue one or more voting ballots to each Shareholder or Proxy Holder with voting rights. These ballots shall include the full name of the Shareholder, the full name of the Proxy Holder, and the number of votes assigned to that Shareholder.
 - b. When voting at the General Meeting of Shareholders, the Shareholder or Proxy Holder shall mark their approval, disapproval, or abstention for each matter to be voted on or indicate the number of shares they allocate to each Board of Directors candidate on the voting ballot.
2. Vote Counting and Announcement of Voting Results:
 - a. The General Meeting of Shareholders shall elect the Vote Counting Committee based on the recommendation of the Chairperson of the meeting.
 - b. The vote counting committee shall review, consolidate, and report the voting results for each matter immediately during the General Meeting of Shareholders after vote

counting has been completed.

3. Adoption of Resolutions by the General Meeting of Shareholders: Resolutions shall be adopted in accordance with Article 21 of the Company Charter. The Chairperson or the Secretary of the General Meeting of Shareholders shall announce the resolution after the voting results are reported and before the meeting is closed.

Article 8. Authority and Procedures for Collecting Written Opinions from Shareholders to Adopt Resolutions of the General Meeting of Shareholders

The authority and procedures for collecting written opinions from Shareholders to adopt resolutions of the General Meeting of Shareholders shall be carried out as follows:

1. If deemed necessary for the benefit of the Company, the Board of Directors shall have the right to collect written opinions from Shareholders to adopt any resolution within the authority of the General Meeting of Shareholders.
2. The Board of Directors must prepare the opinion collection ballots, the draft resolution of the General Meeting of Shareholders, and explanatory documents related to the draft resolution and send them to all Shareholders eligible to vote at least ten (10) days before the deadline for returning the completed opinion ballots.
3. The opinion collection ballot must include the following key details:
 - a. The name, registered office address, and business registration number of the Company;
 - b. The purpose of collecting written opinions;
 - c. The full name, contact address, nationality, and legal identification document number for an individual Shareholder; or the name, registered office address, business registration number, or legal identification document number for an institutional Shareholder; or the full name, contact address, nationality, and legal identification document number of the Authorized Representative of an institutional Shareholder; along with the number of shares held in each class and the corresponding voting rights of the Shareholder;
 - d. The matters to be voted on;
 - e. The voting options, including approve, disapprove, or abstain for each matter;
 - f. The deadline for submitting the completed opinion ballot to the Company; and
 - g. The full name and signature of the Chairperson of the Board of Directors.
4. Shareholders may submit their completed opinion ballots to the Company via mail, fax, or email under the following provisions:
 - a. By mail: The completed opinion ballot must be signed by the Shareholder (if an individual), the Authorized Representative, or the legal representative of the institutional Shareholder. The ballot must be sealed in an envelope, and no one is allowed to open it before vote counting.
 - b. By fax or email: The opinion ballot must remain confidential until the time of vote counting.
 - c. Opinion ballots submitted after the deadline specified on the opinion ballot, or opened before vote counting (if sent by mail), or disclosed before vote counting (if sent by fax

or email) shall be invalid. Any opinion ballot not submitted shall be considered as not participating in the vote.

5. The Board of Directors shall count the votes and prepare the vote-counting minutes in the presence of Shareholders who do not hold managerial positions in the Company. The vote-counting minutes must include the following key contents:
 - a. The name, registered office address, and business registration number of the Company;
 - b. The purpose and matters for which opinions are being collected to approve the resolution;
 - c. The number of Shareholders and the total number of voting ballots received, specifying the valid and invalid votes, as well as the methods used to submit the ballots;
 - d. The total number of votes in favor, against, and abstentions for each matter;
 - e. The matters approved and their corresponding approval ratios; and
 - f. The full names and signatures of the Chairperson of the Board of Directors, the vote-counting supervisor, and the vote counters.

Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly responsible for the accuracy and integrity of the vote-counting minutes and for any damages arising from resolutions adopted due to dishonest or inaccurate vote counting.

6. The vote-counting minutes and the resolution must be published on the Company's website within twenty-four 24 hours from the time of vote counting completion.
7. The completed opinion ballots, vote counting minutes, full text of the adopted resolution, and all related documents sent along with the opinion ballots must be kept at the Company's registered office.
8. If a resolution is adopted by collecting written opinions from Shareholders, it shall be considered approved if it receives affirmative votes from Shareholders representing more than 50% of the total voting shares of all Shareholders eligible to vote.
9. A resolution adopted through written opinions of Shareholders shall have the same legal validity as a resolution adopted at the General Meeting of Shareholders.

Article 9. Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes, and may also be audio-recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese, with an additional version in a foreign language if necessary, and must include the following key details:
 - a. The Company's name, registered office address, and business registration number;
 - b. The date, time, and location of the General Meeting of Shareholders;
 - c. The agenda and content of the meeting;
 - d. The full names of the Chairperson and the Secretary;
 - e. A summary of the meeting proceedings and Shareholders' opinions on each agenda item discussed;
 - f. The number of Shareholders and total voting shares of Shareholders attending the

meeting, including an attached list of registered Shareholders or their representatives, with the corresponding number of shares and voting rights;

- g. The total number of votes cast for each voting matter, specifying the voting method, the number of valid and invalid votes, the number of affirmative votes, negative votes, and abstentions, and the corresponding percentage of total votes of attending Shareholders;
- h. The approved matters and the corresponding voting percentages; and
- i. The full names and signatures of the Chairperson and the Secretary.

If the Chairperson or the Secretary refuses to sign the minutes, the minutes shall still be valid if signed by all other attending members of the Board of Directors and contain all the required content as specified in this clause. The minutes must explicitly state the refusal of the Chairperson or Secretary to sign.

- 2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes.
- 3. The Chairperson, the Secretary, or any other signatories of the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the minutes' content.
- 4. Both the Vietnamese and foreign language versions of the meeting minutes shall have equal legal validity. In the event of any discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.
- 5. The minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four hours from the conclusion of the meeting.
- 6. The minutes of the General Meeting of Shareholders, the attached list of registered Shareholders, the adopted resolutions, and any related documents sent along with the meeting invitation must be kept at the Company's registered office.

Article 10. Request for Revocation of Resolutions of the General Meeting of Shareholders

Within ninety days from the date of receiving the resolution, minutes of the General Meeting of Shareholders, or vote counting minutes of written opinion collection, or from the date the Company publicly discloses these documents, Shareholders or groups of Shareholders as specified in Clause 3, Article 11 of this The Company Charter shall have the right to request a Court or Arbitration Tribunal to review and revoke the resolution or part of the resolution in the following cases:

- 1. The procedures for convening the meeting and the decision-making process of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the Company Charter, except in the case specified in Clause 2, Article 25 of the Company Charter; or
- 2. The content of the resolution violates the Law or the Company Charter.

Article 11. Disclosure of Meeting Minutes (Vote Counting Minutes in Case of Collecting Shareholders' Written Opinions) and Resolutions of the General Meeting of Shareholders

The meeting minutes (or vote counting minutes in the case of collecting shareholders' written opinions), the Resolutions of the General Meeting of Shareholders, and accompanying

documents shall be disclosed in accordance with regulations on information disclosure on the securities market.

Article 12. Procedures for Organizing the General Meeting of Shareholders via Online Conference or Electronic Means

1. In addition to physical meetings, the Annual or Extraordinary General Meeting of Shareholders may be held in the form of an online conference or through electronic means, with or without electronic voting or other equivalent electronic forms, in the event of (i) force majeure events, including but not limited to: natural disasters, wars, pandemics, uprisings, riots, terrorism, or restrictive or prohibitive decisions by competent State authorities; and/or (ii) other objective circumstances under which the Board of Directors deems it inconvenient and/or inappropriate to organize a physical General Meeting of Shareholders.
2. In case the Board of Directors decides to convene a General Meeting of Shareholders in the manner specified in Clause 1 of this Article, it shall issue and publish on the Company's website the Regulations on organizing and voting for such meeting no later than twenty-one (21) days before the date of the meeting, including the following main contents:
 - a. Detailed instructions on procedures for organizing and conducting the General Meeting of Shareholders as specified in Clause 1 of this Article;
 - b. Regulations on electronic voting and other equivalent voting methods that enable shareholders to exercise their voting rights at the General Meeting of Shareholders;
 - c. Regulations on vote counting and the announcement of vote counting results; and
 - d. Other relevant matters concerning the organization of the General Meeting of Shareholders as specified in Clause 1 of this Article.

CHAPTER III BOARD OF DIRECTORS

Article 13. Rights and Duties of the Board of Directors

1. The Board of Directors is the management body of the Company, with full authority to act on behalf of the Company to make decisions and exercise the Company's rights and obligations, except for those rights and obligations that fall within the authority of the General Meeting of Shareholders.
2. The Board of Directors shall have the following rights and duties:
 - a. Determine the Company's strategy, medium-term development plans, and annual business plans;
 - b. Elect, dismiss, and remove the Chairperson of the Board of Directors; appoint, dismiss, enter into, and terminate contracts with the Director, Deputy Directors, and Chief Accountant; determine their salaries and other benefits;
 - c. Decide on the Company's organizational structure and internal management regulations;
 - d. Resolve complaints by the Company against a Manager and decide on the Company's representative in legal proceedings involving such Managers;
 - e. Propose the classes of shares and the total number of shares to be offered for each class;

- f. Propose the issuance of convertible bonds or bonds with warrants for approval by the General Meeting of Shareholders;
- g. Decide on the issuance of other types of bonds or other debt instruments;
- h. Determine the offering price of bonds, shares, and other securities of the Company;
- i. Propose the annual dividend rate and determine the interim dividend rate; decide on the dividend payment timeline and procedures; and decide on the handling of business losses incurred during the Company's business operations;
- j. Propose the restructuring, dissolution, or bankruptcy filing of the Company;
- k. Appoint, dismiss, or remove authorized representatives to exercise the Company's ownership rights over shares or capital contributions in other companies; determine their compensation and other benefits; nominate individuals for managerial positions in such companies; and appoint, dismiss, and remove managers in companies fully owned by the Company;
- l. Establish branches or representative offices of the Company;
- m. Establish Subsidiaries wholly owned by the Company;
- n. Approve purchase, sale, loan, borrowing, and other contracts valued at 35% or more of the total asset value of the Company, as recorded in the latest audited consolidated financial statements. This provision does not apply to contracts and transactions stipulated in Point m and Point o, Clause 1, Article 14, and Clause 3, Article 41 of the Company Charter;
- o. Approve the Company's pledges, mortgages, guarantees, or other security measures, as well as other Company indemnities, with a value equal to or greater than the threshold specified in Point n, Clause 2 of this Article;
- p. Approve investments or asset sales valued between 1% and less than 35% of the total asset value of the Company, as recorded in the latest audited consolidated financial statements. This provision does not apply to contracts and transactions stipulated in Clause 3, Article 41 of the Company Charter;
- q. Approve the purchase or sale of shares and capital contributions in other companies, whether established in Vietnam or abroad;
- r. Determine the valuation of non-cash assets contributed to the Company, including gold, land use rights, intellectual property rights, technology, technical know-how, and other assets that can be valued in Vietnamese Dong;
- s. Approve the Company's repurchase of no more than 10% of the total number of shares sold of each class within twelve (12) months; determine the repurchase price of the Company's shares in accordance with the Law;
- t. Supervise and direct the Director in managing the Company's daily business operations;
- u. Approve the agenda and documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect written opinions from the General Meeting of Shareholders to pass resolutions;
- v. Submit the annual financial report to the General Meeting of Shareholders;
- w. Develop the Company's internal governance regulations and submit them to the General

Meeting of Shareholders for approval; and

- x. Exercise other rights and duties as stipulated by Law and the Company Charter.
3. The Board of Directors shall adopt resolutions and decisions by voting at meetings or collecting written opinions. Each member of the Board of Directors shall have one vote.
4. The Board of Directors must report on its activities at the Annual General Meeting of Shareholders, in compliance with legal regulations, and ensure the inclusion of the following:
 - a. Remuneration, operating expenses, and other benefits of the Board of Directors and each Board member;
 - b. Summary of Board meetings and decisions made by the Board of Directors;
 - c. Report on transactions between the Company, its subsidiaries, and companies in which the public company holds more than 50% of the Company Charter capital, with Board members and their related parties; and transactions between the Company and any company where a Board member is a founding member or has held a managerial position within the last three (03) years prior to the transaction.
 - d. Activities of Independent Board Members and their evaluation of the Board's performance;
 - e. Activities of the Audit Committee under the Board of Directors;
 - f. Activities of other committees under the Board of Directors (if any);
 - g. Supervisory results regarding the Director;
 - h. Supervisory results regarding other executives;
 - i. Future plans.

Article 14. Term and Number of Members of the Board of Directors

1. The Board of Directors shall consist of between 03 and 11 members. The specific number of Board members for each term shall be determined by the General Meeting of Shareholders.
2. The term of office for a Board member shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms. The Board of Directors must include a number of Independent Board Members in accordance with the Law. An individual may not serve as an Independent Board Member for more than two (02) terms. Board members may be non-Vietnamese citizens and/or non-residents of Vietnam.

Article 15. Qualifications and Conditions of Members of the Board of Directors

1. Members of the Board of Directors must meet the following qualifications and conditions:
 - a. Have full civil capacity and not be prohibited from establishing or managing an enterprise under Clause 2, Article 17 of the Enterprise Law;
 - b. Possess professional qualifications or experience in business administration or in the Company's main business sector or industry;
 - c. A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors of another company.

2. An independent member of the Board of Directors shall meet the qualifications and conditions prescribed by the Law on Enterprises and other relevant legal regulations.

Article 16. Nomination and Candidacy for Members of the Board of Directors

1. Shareholders or groups of Shareholders holding at least 10% of the total voting shares of the Company shall have the right to nominate candidates for the Board of Directors as specified in this Article. Shareholders or groups of Shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30%, up to two (02) candidates; from 30% to less than 40%, up to three (03) candidates; from 40% to less than 50%, up to four (04) candidates; from 50% to less than 65%, up to five (05) candidates; and 65% or more, the right to nominate the full number of candidates.
2. The nomination and candidacy application dossier for a member of the Board of Directors shall basically include: a nomination or candidacy application form in the Company's prescribed format; a curriculum vitae and required personal information declared by the candidate in accordance with the Company's form; a certified copy of the candidate's ID card, citizen identity card, or passport; and other documents as required by the Company and applicable laws. The nomination and candidacy application dossier for a member of the Board of Directors shall be submitted to the Company in accordance with the relevant notice.

Article 17. Method of Electing Members of the Board of Directors

The election of Board of Directors members shall be conducted by cumulative voting, whereby each Shareholder has a total number of voting rights equal to the total number of shares owned multiplied by the number of Board members to be elected. A Shareholder may allocate all or part of their total votes to one or several candidates. The elected Board members shall be determined based on the highest number of votes, starting from the candidate with the most votes until the required number of Board members has been elected. If two or more candidates receive the same number of votes for the last available Board position, the General Meeting of Shareholders shall conduct another round of voting among those candidates or decide based on the selection criteria stipulated in the Election Regulations.

Article 18. Dismissal, Removal and Replacement of Members of the Board of Directors

1. Members of the Board of Directors shall be dismissed or removed in the following cases:
 - a. The member no longer satisfies the qualifications and conditions to be a member of the Board as prescribed by the Enterprise Law, the Company Charter, or is prohibited by law from acting as a Board member;
 - b. The member submits a written resignation accepted by the Company;
 - c. The member fails to participate in Board activities for six consecutive months, except in force majeure cases; and
 - d. The member is dismissed or removed by the General Meeting of Shareholders.
2. The Board of Directors must convene a General Meeting of Shareholders to elect additional Board members in the following cases:
 - a. The number of Board members is reduced by more than one-third of the total number of Board members of the Company. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of Board members falls below one-third;

- b. The number of Independent Board Members decreases, failing to maintain the required legal ratio;
- c. Except in the cases specified in Points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the dismissed or removed Board member at the next meeting.

Article 19. Notice of Election, Dismissal, or Removal of Members of the Board of Directors

All information regarding the election, dismissal, or removal of members of the Board of Directors must be disclosed in accordance with the regulations of the Securities Law and the securities market.

Article 20. Method of Nominating Candidates for the Board of Directors

1. If the number of Board of Directors candidates nominated and self-nominated does not meet the required number, the incumbent Board of Directors may nominate additional candidates. The nomination of additional candidates by the Board of Directors under this Article must be clearly disclosed prior to the General Meeting of Shareholders voting on the election of members of the Board of Directors in accordance with the provisions of the law.
2. The Board of Directors shall make efforts to disclose information related to the candidates on the Company's website as required by law, subject to the availability of information provided by the candidates.

Article 21. Chairperson and Vice Chairperson of the Board of Directors

1. The Board of Directors shall elect one of its members to serve as Chairperson. If deemed necessary, based on the proposal of the Chairperson, the Board of Directors may elect one or more Vice Chairpersons from among its members. The Chairperson of the Board of Directors shall not concurrently hold the position of Director of the Company.
2. The Chairperson of the Board of Directors shall have the following rights and duties:
 - a. Develop the agenda and activity plan of the Board of Directors;
 - b. Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
 - c. Organize the approval of resolutions and decisions of the Board of Directors;
 - d. Supervise the implementation of resolutions and decisions of the Board of Directors;
 - e. Preside over the General Meeting of Shareholders;
 - f. Ensure that the Board of Directors submits the audited annual financial statements and the Board's activity report to the Annual General Meeting of Shareholders;
 - g. Represent the Company in signing contracts in which the Company is a party;
 - h. Sign and issue resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
 - i. Negotiate and sign documents and materials related to diplomatic, administrative matters with domestic and foreign customers and partners, as well as with governmental regulatory agencies;
 - j. Negotiate and sign contracts that require approval from the General Meeting of

Shareholders as prescribed by law;

- k. Notify the opening and closing of transaction accounts with banks and financial institutions; sign documents and vouchers for executing monetary transactions related to financial and investment activities.
 - l. Sign employment contracts with the Director, Deputy Directors, and Chief Accountant after the Board of Directors approves the relevant resolution or decision;
 - m. Decide on investments or asset sales of the Company valued at less than 1% of the total asset value recorded in the latest audited consolidated financial statements. This provision does not apply to contracts and transactions under the approval authority of the Board of Directors, as stipulated in Clause 2, Article 41 of these The Company Charter;
 - n. Approve purchase, sale, loan, borrowing, and other contracts valued at less than 35% of the total asset value recorded in the latest audited consolidated financial statements. This provision does not apply to contracts and transactions under the approval authority of the Board of Directors and the General Meeting of Shareholders, as stipulated in Clauses 2 and 3, Article 41 of the Company Charter;
 - o. Approve pledges, mortgages, guarantees, or other security measures by the Company, as well as Company indemnities, valued at less than the threshold specified in Point n, Clause 2, Article 27 of the Company Charter;
 - p. Exercise other rights and obligations as prescribed by the Enterprise Law, relevant laws, and the Company Charter.
3. The Vice Chairperson shall have the same rights and obligations as the Chairperson only when authorized by the Chairperson. This authorization applies only if the Chairperson has notified the Board of Directors of their absence due to force majeure or inability to perform their duties. In such cases, if the Chairperson does not appoint the Vice Chairperson to act on their behalf, the remaining Board members shall designate the Vice Chairperson. If both the Chairperson and Vice Chairperson are temporarily unable to perform their duties, the Board of Directors may appoint another Board member to act as Chairperson, based on a majority vote.
 4. If both the Chairperson and Vice Chairperson of the Board of Directors resign, are dismissed, or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation or removal decision.

Article 22. Meetings of the Board of Directors

1. Meeting for electing the Chairperson: If the Board of Directors elects the Chairperson, the first Board meeting of the new term must be held within seven (07) working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes. If there are multiple members with the highest and equal number of votes, those members shall elect one among them to convene the Board meeting, based on a majority vote.
2. Regular meetings: The Chairperson of the Board of Directors shall convene Board meetings, set the agenda, and decide on the time and location of the meeting. The Chairperson may convene meetings whenever deemed necessary, but at least once per quarter.
3. Extraordinary meetings: The Chairperson of the Board of Directors shall convene

extraordinary meetings when deemed necessary for the interests of the Company. Additionally, the Chairperson must convene a Board meeting in the following cases:

- a. At the request of an Independent Board Member;
- b. At the request of the Director;
- c. At the request of at least two (02) Board members; or
- d. Other cases as prescribed by Law and the Company Charter.

A request to convene a Board meeting, as stipulated in this Article, must be made in writing, clearly stating the purpose, matters to be discussed, and issues under the Board's authority for decision-making.

4. Meetings of the Board of Directors, as specified in Clause 3 of this Article, must be held within 07 working days from the date of receiving the request. If the Chairperson of the Board of Directors refuses to convene the meeting, they shall be responsible for any damages caused to the Company. In such cases, the persons who requested the meeting, as per Clause 3 of this Article, may convene the Board meeting themselves.
5. Meeting location: Meetings of the Board of Directors shall be held at the Company's registered address or other locations in Vietnam or abroad, as decided by the Chairperson of the Board of Directors.
6. Meeting notice and agenda: The notice of the Board of Directors meeting must be sent to all Board members at least 03 working days before the meeting date. The notice must be in writing and must include the agenda, date, time, and location of the meeting, along with the necessary documents regarding the issues to be discussed and voted on at the meeting of the Board of Directors.

The meeting notice may be sent via postal mail, fax, email, or other means, but it must reach the registered address of each Board member as recorded with the Company.

7. Quorum: Board meetings shall be considered valid and may be conducted if at least three-fourths (3/4) of the total Board members are present, including those attending via Proxy Holder. If the required quorum is not met, the meeting must be reconvened within seven (07) days from the originally scheduled meeting date. The reconvened meeting shall be considered valid if more than one-half (1/2) of the total Board members are present, including those attending via Proxy Holder.

A Board member shall be considered as attending and voting in the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend and vote as per the provisions of the Company Charter;
- c. Attending and voting through an online conference, electronic voting, teleconference, or other similar means;
- d. Submitting a voting ballot to the meeting via postal mail, fax, or email.

In the case of voting by postal mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairperson of the Board of Directors at least one (01) hour before the meeting starts. The ballot shall only be opened in the presence of all attendees.

8. Board members must attend all Board meetings. A Board member may authorize another person to attend and vote on their behalf only if the majority of the Board members approve.
9. Voting:
 - a. Except as provided in Point b, Clause 9, Article 29 of the Company Charter, each Board member or Proxy Holder attending the Board meeting shall have one (01) vote;
 - b. Board members shall not vote on contracts, transactions, or proposals in which they or their Related Persons have an interest that conflicts or may conflict with the interests of the Company;
 - c. Majority Voting Principle: Resolutions or decisions of the Board of Directors shall be approved if they receive the affirmative votes of more than 50% of the Board members with voting rights present at the meeting. In the event of a tie, the final decision shall be determined by the opinion of the Chairperson of the Board of Directors.
10. Meetings and Adoption of Resolutions by Written Consultation: The Board of Directors may hold a meeting and adopt all resolutions within its authority by collecting written opinions from its members.

The procedure for conducting meetings and collecting written opinions shall be as follows:

- a. The Chairperson of the Board of Directors shall have the authority to convene a meeting and collect written opinions from Board members to adopt Board resolutions at any time if deemed necessary for the benefit of the Company.
 - b. The Chairperson of the Board of Directors must prepare a written opinion request for Board members. The request must include the following key details: (i) the issues requiring opinions, (ii) voting options, including approval, disapproval, and abstention, (iii) the deadline for submitting the completed opinion form to the Company, and (iv) the name and signature of the Chairperson of the Board of Directors and the name and signature of each consulted Board member.
 - c. The Chairperson of the Board of Directors shall organize the vote counting process and prepare a vote-counting minutes with the assistance of the Company Secretary. The vote counting report must contain the following key details: (i) The issues requiring opinions, (ii) the total number of Board members who participated in the voting, distinguishing between valid and invalid votes, (iii) the total number of votes in favor, against, and abstentions for each issue, (iv) the resolutions that have been approved, and (v) the names and signatures of the Chairperson of the Board of Directors and the Company Secretary.
 - d. When collecting written opinions, a resolution shall be passed if it receives affirmative votes from a majority of Board members (more than 50%) of the total Board members with voting rights regarding the consulted issue. In the event of a tie, the final decision shall be determined by the opinion of the Chairperson of the Board of Directors.
 - e. A resolution adopted by collecting written opinions shall have the same validity and effect as a resolution passed at a duly convened and held Board meeting.
11. Invitees Attending Meetings as Observers: The Director and third-party experts may attend Board meetings as invitees at the request of the Chairperson of the Board of Directors but shall not have voting rights, except when they are Board members or Proxy Holders authorized by a Board member as per Clause 8, Article 29 of the Company Charter.

Article 23. Minutes of the Board of Directors Meetings

1. Meetings of the Board of Directors must be recorded in minutes and may also be audio-recorded or stored in other electronic formats. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following contents:
 - a. The name, registered office address, and business registration number of the Company;
 - b. Date, time, and location of the meeting;
 - c. Purpose, agenda, and meeting contents;
 - d. Names of each attending Board member or Proxy Holder, and their method of participation; names of absent members and the reason for their absence;
 - e. Matters discussed and voted on during the meeting;
 - f. Summary of statements made by each attending Board member, following the order of the meeting's discussion (if any);
 - g. In cases where the Board of Directors passes a resolution or decision within its authority, the voting results must clearly indicate the members who voted in favor, against, or abstained;
 - h. Resolutions that have been approved and the corresponding voting ratios; and
 - i. Names and signatures of the Chairperson and the minutes taker (meeting secretary), except in cases specified in Clause 2 of this Article.
2. In case the Chairperson and the minute taker refuse to sign the minutes of the meeting, the minutes shall still be valid if all other attending members of the Board of Directors agree to adopt and sign the minutes, and the contents fully comply with the provisions set out in points a, b, c, d, e, f, g, and h of Clause 1 of this Article. The minutes must also include a statement indicating that the Chairperson or minutes taker refused to sign. Any person who signs the minutes shall be jointly responsible for the accuracy and truthfulness of its contents. The Chairperson and the minutes taker shall bear personal liability for any damage to the Company caused by their refusal to sign the minutes, in accordance with the Enterprise Law, the Company's The Company Charter, and applicable laws.
3. The Chairperson, the minutes taker, and any other signatories of the minutes shall be responsible for ensuring the truthfulness and accuracy of the contents recorded in the minutes of the Board of Directors meetings.
4. The minutes of the Board of Directors meetings and the documents used during the meeting must be kept at the Company's head office.
5. Minutes prepared in both Vietnamese and a foreign language shall have the same legal effect. In the event of any discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

Article 24. Composition of the Audit Committee

1. The Audit Committee is a specialized body under the Board of Directors. The Audit Committee must have at least two (2) members. The Chairperson of the Audit Committee must be an Independent Board Member. Other members of the Audit Committee must be Non-Executive Board Members.
2. Members of the Audit Committee must have knowledge of accounting and auditing, as well

as a general understanding of law and the Company's operations, and must not fall into the following categories:

- a. Working in the accounting or finance department of the Company;
 - b. Being a member or employee of an approved auditing firm that has audited the Company's financial statements within the past three (3) consecutive years.
3. The Chairperson of the Audit Committee must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, law, or business administration.
 4. The Chairperson of the Audit Committee and other members of the Audit Committee shall be nominated by the Board of Directors and must not be executives of the Company. The appointment of the Chairperson and other members of the Audit Committee must be approved by the Board of Directors at a Board meeting.

Article 25. Rights and Responsibilities of the Audit Committee

The Audit Committee has the following rights and responsibilities:

1. Supervise the accuracy and integrity of the Company's financial statements and official disclosures related to the Company's financial results.
2. Review the internal control and risk management systems.
3. Examine related-party transactions that fall under the approval authority of the Board of Directors or the General Meeting of Shareholders and provide recommendations regarding transactions that require such approvals.
4. Oversee the Company's internal audit department.
5. Recommend the selection of an independent auditing firm, including its fees and contractual terms, for approval by the Board of Directors before submission to the Annual General Meeting of Shareholders.
6. Monitor and assess the independence and objectivity of the external auditor, as well as the effectiveness of the audit process, especially if the Company engages the audit firm for non-audit services.
7. Ensure the Company's compliance with legal regulations, regulatory requirements, and internal rules.
8. Have access to documents related to the Company's operations and communicate with other Board Members, the Director, and the Chief Accountant to gather necessary information for the Audit Committee's activities.
9. Request representatives of the approved auditing firm to attend and respond to financial audit-related matters at Audit Committee meetings.
10. Utilize external legal, accounting, or other advisory services when necessary.
11. Develop and propose risk identification and management policies to the Board of Directors and suggest solutions to mitigate emerging risks in the Company's operations.
12. Submit a written report to the Board of Directors if a Board Member or the Director fails to fulfill their responsibilities as stipulated in the Law on Enterprises and this The Company Charter.

13. Develop the Audit Committee's Operation Regulations and submit them to the Board of Directors for approval.
14. Exercise other rights and responsibilities as prescribed by law.

Article 26. Meetings of the Audit Committee

1. The Audit Committee must meet at least twice a year. The meeting minutes of the Audit Committee must be detailed and clear. The minute taker and all attending members of the Audit Committee must sign the meeting minutes. Minutes of the Audit Committee meetings must be fully stored.
2. The Audit Committee passes decisions through voting at meetings, collecting written opinions, or other methods as specified in the Audit Committee's Operation Regulations. Each member of the Audit Committee has one vote. Unless the Audit Committee's Operation Regulations stipulate a higher percentage, a decision of the Audit Committee is approved if a majority of the attending members agree; in case of a tie, the final decision shall be determined by the Audit Committee Chairperson's opinion.

Article 27. Person in Charge of Corporate Governance and Company Secretary

1. The Board of Directors of the Company shall appoint at least one person as the Person in Charge of Corporate Governance to support corporate governance activities. The Person in Charge of Corporate Governance may concurrently hold the position of Company Secretary.
2. The Person in Charge of Corporate Governance must not simultaneously work for any approved auditing organization currently conducting the audit of the Company's financial statements.
3. The Person in Charge of Corporate Governance has the following rights and responsibilities:
 - a. Advising the Board of Directors on organizing General Meeting of Shareholders in compliance with regulations and handling shareholder-related affairs;
 - b. Preparing meetings of the Board of Directors and General Meeting of Shareholders as requested by the Board of Directors;
 - c. Providing guidance on meeting procedures;
 - d. Attending meetings;
 - e. Advising on the procedures for drafting resolutions of the Board of Directors in compliance with the law;
 - f. Providing financial information, copies of Board of Directors meeting minutes, and other relevant information to Board members;
 - g. Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;
 - h. Acting as the primary liaison with relevant stakeholders;
 - i. Ensuring confidentiality of information in accordance with legal regulations and the Company Charter; and
 - j. Other rights and responsibilities as stipulated by law and the Company Charter.

4. The Company Secretary has the following rights and responsibilities:
 - a. Assisting in organizing and convening General Meetings of Shareholders and Board of Directors meetings; taking minutes of meetings;
 - b. Assisting Board members in fulfilling their assigned rights and responsibilities;
 - c. Supporting the Board of Directors in the implementation of corporate governance principles;
 - d. Assisting the Company in shareholder relations, protecting shareholders' legal rights and interests, and ensuring compliance with information disclosure obligations, transparency, and administrative procedures;
 - e. Other rights and responsibilities as stipulated in the Company Charter.

CHAPTER IV. DIRECTOR

Article 28. Directors

1. The Board of Directors shall appoint a member of the Board of Directors or hire another individual to serve as the Director.
2. The Director is responsible for managing the Company's daily business operations, operating under the supervision of the Board of Directors, and is accountable to the Board of Directors and the Law for performing the assigned rights and obligations. The term of the Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The appointment may become invalid according to the provisions of the employment contract. The Director must not be a person prohibited by law from holding this position.
3. The Director has the following rights and obligations:
 - a. Implement resolutions and decisions of the Board of Directors and the General Meeting of Shareholders, as well as execute the Company's business and investment plans as approved by the Board of Directors and the General Meeting of Shareholders;
 - b. Decide on all matters related to the Company's daily business operations that are not under the authority of the Board of Directors (except for signing contracts and transactions on behalf of the Company, which must be authorized by the Company's Legal Representative), and organize and operate the Company's daily business activities in accordance with best management practices;
 - c. Recommend the organizational structure and internal management regulations of the Company;
 - d. Propose dividend distribution plans or solutions for handling business losses;
 - e. Recruit employees;
 - f. Appoint, dismiss, and remove managerial positions within the Company, except for positions under the authority of the Board of Directors;
 - g. Determine salaries and other benefits for employees in the Company, including managers under the Director's appointment authority (excluding employees under the appointment authority of the Board of Directors);
 - h. Prepare long-term, annual, and quarterly financial projections (hereinafter referred to as

"projections") for managing the Company's long-term, annual, and quarterly activities according to the business plan. The annual projection (including the balance sheet, income statement, and cash flow statement) for each financial year must be submitted for approval by the Board of Directors and must include the information specified in the Company's regulations;

- i. Develop a detailed business plan for the next financial year and submit it to the Board of Directors for review and approval by the General Meeting of Shareholders as the basis for implementation;
 - j. Recommend the number and positions of Deputy Directors that the Company needs to recruit for appointment or dismissal by the Board of Directors, following internal regulations, and propose remuneration, salaries, and other benefits for these positions for the Board of Directors to decide;
 - k. Propose measures to improve the Company's operations and management; and
 - l. Exercise other rights and obligations as prescribed by law, these The Company Charter, the Company's regulations, and resolutions and decisions of the Board of Directors.
4. Dismissal and Removal: The Board of Directors may dismiss or remove the Director with the approval of the majority of its voting members and appoint a new Director as a replacement.
 5. The Director shall receive a salary and bonuses. The salary and bonuses of the Director shall be determined by the Board of Directors. The salaries of the Director shall be included in the Company's business expenses in accordance with corporate income tax regulations, recorded as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

CHAPTER V. COORDINATION BETWEEN THE BOARD OF DIRECTORS AND THE DIRECTOR

Article 29. Working Relationship Between the Board of Directors and the Director

1. The Board of Directors is responsible for governance functions, including strategic planning and policy-making, while the Director is responsible for the executive functions and implementation of the resolutions approved by the Board of Directors.
2. The Director shall assign individuals to research, prepare operational plans, and implement the Company's projects to be submitted to the Board of Directors.
3. During the implementation of the Board's resolutions and decisions, if any inconsistencies are identified, the Director shall report to the Board of Directors for timely adjustments.
4. The Director may be invited to attend regular and extraordinary meetings of the Board of Directors to report on the progress of the implementation of the Board's resolutions, and to propose or comment on the Board's strategies and policies in alignment with the actual conditions of the Company.
5. The Board of Directors shall establish an inspection and supervision mechanism to monitor the Director's implementation of the strategies, policies, and decisions made by the Board.

Article 30. Convening a Meeting of the Board of Directors at the Request of the Director

1. The Director shall have the right to request the convening of a Board of Directors meeting

in the following cases

- a. To handle urgent matters beyond the Director's authority as prescribed by law and the Company Charter; and
 - b. Other cases deemed necessary by the Director.
2. The procedures for convening the Board of Directors meeting shall comply with Article 29 of the Company Charter.

Article 31. Reports from the Director to the Board of Directors

1. The Director shall report to the Board of Directors on the performance of assigned duties and powers during the meetings of the Board of Directors.
2. The reports from the Director to the Board of Directors shall include the following:
 - a. Implementation results of resolutions and decisions of the Board of Directors and other tasks delegated by the Board;
 - b. Progress of the approved business plans and related budgets;
 - c. Periodic business, investment, and financial performance;
 - d. Compliance by the Board of Management and departments with legal regulations, the Company's internal policies, and risk management;
 - e. Forecasts and plans for significant business operations and investment transactions; and
 - f. Other specific matters as required by the Board of Directors.

Article 32. Coordination of Control, Management, and Supervision Activities between Members of the Board of Directors and the Director

1. Members of the Board of Directors may engage in discussions during meetings of the Board of Directors and other meetings attended by the Director.
2. Members of the Board of Directors are responsible for providing written responses to matters requiring the Board's opinion within the time limit specified in the related written opinion request, unless otherwise provided in the Company Charter.
3. Based on the activity reports of the Director and information provided by the Director upon the Board's request, the Audit Committee of the Company has the right to request the Board of Directors to review the Director's decisions. In the event of signs of violations of the law, the Company Charter, or internal regulations of the Company that may cause damage to the Company, the Audit Committee has the right to send a notice to the Director requesting immediate suspension of the execution of such decisions.

Article 33. Evaluation of the Director's Performance

1. The Chairperson of the Board of Directors shall establish criteria and conduct performance evaluations of the Director. These evaluation criteria shall be carefully developed to balance the interests of the Director with the long-term interests of the Shareholders and the Company.
2. The Chairperson of the Board of Directors shall assess the Director based on the following main groups of criteria:

- a. Achievement of business operation objectives;
- b. Responsibilities of the Director; and
- c. Professional competence and leadership capabilities of the Director.

CHAPTER VI. EXECUTION PROVISIONS

Article 34. Effectiveness of the Governance Regulations

These Governance Regulations shall take effect from ... [day] ... [month], 2025 and shall replace any previous internal corporate governance regulations of the Company.

Article 35. Implementation

The Board of Directors, the Board of Management, relevant departments, and individuals shall be responsible for the implementation of these Governance Regulations.

**ON BEHALF OF BOARD OF
DIRECTORS
CHAIRPERSON OF THE BOARD OF
DIRECTORS**