

**VIETNAM MACHINE INVESTMENT DEVELOPMENT JOINT
STOCK COMPANY**



**OPERATION REGULATIONS
OF THE BOARD OF DIRECTORS
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, [date]....., 2025

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CHAPTER I
GENERAL PROVISIONS

Article 1. Scope and Subjects of Application

1. Scope of Adjustment: Operation Regulations of the Board of Directors of Vietnam Machine Investment Development Joint Stock Company specifies the organizational structure of personnel, operating principles, powers and obligations of the Board of Directors and Board members to operate in accordance with the Enterprise Law, the Company Charter and other relevant laws.
2. Subjects of application: Operation Regulations of the Board of Directors shall apply to the Board of Directors and its members.

Article 2. Definitions

1. In the Regulations, the following terms shall be interpreted 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 and obligations 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. "Manager" means the Chairperson of the Board of Directors, members of the Board of Directors, and the Director.
 - j. "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.
 - k. "Regulations" means the Operation Regulations of the Board of Directors.

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

Article 3. Operating principles of the Board of Directors

1. The Board of Directors operates on the principle of collective responsibility. Members of the Board of Directors are personally responsible for their work and are jointly responsible to the General Meeting of Shareholders and to the Laws on resolutions and decisions of the Board of Directors for the development of the Company.
2. The Board of Directors assigns the responsibility to the Director to organize and implement the resolutions and decisions of the Board of Directors.

CHAPTER II

MEMBER OF THE BOARD OF DIRECTORS

Article 4. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have full rights in accordance with the Enterprise Law, the Securities Law, relevant laws and the Company Charter, including the right to be provided with information and documents on the financial situation and business activities of the Company and its departments and units.
2. Members of the Board of Directors shall be obliged in accordance with the Company Charter, internal corporate governance regulations, and the following obligations:
 - a. Perform their duties with honesty and diligence in the best interests of the Shareholders and the Company;
 - b. Attend all meetings of the Board of Directors and express opinions on the issues discussed;
 - c. Promptly and fully report to the Board of Directors remuneration received from subsidiaries, affiliates and other organizations;
 - d. Report to the Board of Directors on transactions between the Company, its subsidiaries, and other companies in which the Company holds more than 50% of the registered capital with members of the Board of Directors and related persons of such members; and transactions between the Company and companies in which members of the Board of Directors are founding members or hold a managerial position within the last 03 years prior to the time of transaction;
3. Disclose information when trading shares of the Company in accordance with the Law;

Independent members of the Board of Directors shall make an evaluation report on activities of the Board of Directors.

Article 5. Right of Information by Members of the Board of Directors

1. Members of the Board of Directors have the right to request the Director and Deputy Directors of the Company to provide information and documents on the financial situation and business activities of the Company and its units in the Company.
2. Those who are requested shall provide timely, complete and accurate information and documents at the request of members of the Board of Directors.

Article 6. 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) consecutive terms. Board members may be non-Vietnamese citizens and/or non-residents of Vietnam.
3. In case all members of the Board of Directors end their term of office, they shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work, unless otherwise provided in the Company's The Company Charter.

Article 7. 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 Enterprise Law and other relevant legal regulations.
3. An Independent Board Member shall notify the Board of Directors if they no longer meet the required qualifications and conditions prescribed by law and shall automatically cease to be an Independent Board Member from the date they no longer satisfy such qualifications and conditions. The Board of Directors shall inform the General Meeting of Shareholders at the next meeting about the status of the Independent Board Member who no longer meets the qualifications and conditions or convene a General Meeting of Shareholders to elect a replacement within 06 months from the date of receipt of notice of the relevant independent member of the Board of Directors.

Article 8. 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 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 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 9. 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 10. 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 11. 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 (06) consecutive months without the Board's approval, 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 (1/3) 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 12. 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.

**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 Board member shall have one (01) 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 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. Duties and powers of the Board of Directors in approval and execution of transaction contracts between the Company and related persons

1. The Board of Directors shall approve contracts and transactions between the Company and the following related persons:
 - a. Shareholders, Authorized Representatives of institutional shareholders holding more than 10% of the total ordinary shares of the Company, and their Related Persons;
 - b. Members of the Board of Directors, the Director, and their Related Persons;
 - c. Enterprises in which a Board Member or the Director is an owner or holds shares or capital contributions;
 - d. Enterprises in which a Related Person of a Board Member or the Director is an owner, jointly owns, or individually owns more than 10% of the registered capital.
2. The Board of Directors shall approve the following contracts and transactions:
 - a. Contracts and transactions stipulated in Clause 1, Article 14, with a value less than 35%, or transactions that result in a total transaction value within 12 months from the date of the first transaction with a value less than 35% of the Company's total asset value as recorded in the latest audited consolidated financial statements; or
 - b. Loan agreements, asset sales, or transactions valued at 10% or less of the total assets recorded in the latest audited consolidated financial statements, between the Company and a Shareholder holding 51% or more of the total voting shares or their Related Persons.

In such cases, the Company's Representative signing the contract or transaction must

notify the Board Members of the related parties involved and provide a draft contract or key details of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 5 working days from the date of receiving the notice. Board Members with related interests in the contract or transaction shall not have voting rights.

Article 15. Responsibilities of the Board of Directors in convening the Extraordinary General Meeting of Shareholders

1. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:
 - a. When the Board of Directors deems it necessary for the benefit of the Company;
 - b. When the number of Board members falls below the quorum required by Law;
 - c. At the request of a Shareholder or a group of Shareholders as stipulated in Clause 3, Article 11 of the Company Charter; and in other cases as prescribed by Law and the Company Charter.

2. Convening an Extraordinary General Meeting of Shareholders:

The Board of Directors shall convene the General Meeting of Shareholders within sixty (60) days from the date when the number of Board members falls below the minimum required by Law or from the date of receipt of a request to convene a meeting as specified in Point c, Clause 4, Article 13 of the Company Charter.

3. The person convening the General Meeting of Shareholders shall perform the following tasks:
 - a. Prepare the list of Shareholders eligible to attend the meeting and announce information regarding the final registration date for the list of eligible Shareholders at least twenty (20) days before that date. 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.

CHAPTER IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 16. Meetings of the Board of Directors

1. **Meeting for electing the Chairperson:** If the Board of Directors elects a Chairperson, the first Board meeting of the new term shall be held within seven (07) business days from the date of completion of the election of the Board of Directors for that term. 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 (2) 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 shall be sent to all Board members at least 03 business days before the date of the meeting. 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 of a Board member as prescribed in Clause 8, Article 29 of the Company Charter.

Article 17. 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 damages 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.

CHAPTER V

REPORTING AND DISCLOSURE OF BENEFITS

Article 18. Annual report

1. At the end of the fiscal year, the Board of Directors shall submit to the General Meeting of Shareholders the following reports:
 - a. The Company's business performance report;
 - b. Financial statements;
 - c. Report on evaluation of management and administration of the Company;
2. The reports specified in the Articles shall be kept at the Company's head office no later than 10 days before the opening date of the Annual General Meeting of Shareholders. Shareholders owning shares of the Company continuously for at least 01 year have the right to review the reports specified in this Article by themselves or together with lawyers, accountants and auditors with practice certificates.

Article 19. Remuneration, Bonuses, and Other Benefits of the Members of the Board of Directors

1. The Company shall have the right to pay remuneration and bonuses to members of the Board of Directors according to business results and performance. Members of the Board of Directors are entitled to remuneration and bonuses. The remuneration shall be calculated according to the number of working days required to complete the duties of the Board of Directors and daily remuneration. The Board of Directors estimates the remuneration for each member according to the unanimous principle. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
2. The remuneration of the Board members shall be included in the Company's business expenses in accordance with law provisions, recorded as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.
3. Board members holding executive positions (including the Chairperson, Vice Chairperson of the Board of Directors, or other titles in the Company), or Board members serving on committees under the Board of Directors or performing additional tasks beyond the usual responsibilities of a Board member, may receive additional remuneration in the form of a lump sum payment per assignment, salary, commission, profit-sharing, or other forms of compensation as determined by the Board of Directors.
4. Members of the Board of Directors shall have the right to be paid for all travel, meals, accommodation and other reasonable expenses incurred in the course of carrying out their responsibilities as members of the Board of Directors, including expenses incurred upon attending General Meetings of Shareholders and the Board of Directors.

Article 20. Disclosure of related benefits

1. Members of the Board of Directors shall disclose to the Company their related interests, including:
 - a. The name, enterprise registration number, head office address, and business sector of any enterprise in which they are an owner or hold shares or contributed capital; the percentage and the date of ownership or acquisition of such shares or contributed capital;
 - b. The name, enterprise registration number, head office address, and business sector of any enterprise in which their Related Persons are owners, co-owners, or hold over 10% of the registered capital.
2. Such disclosure shall be made within seven (07) business days from the date of arising the related interest. Any amendment or supplement shall be reported to the Company within seven (07) business days from the date of amendment or supplement.
3. The declarations under this provision must be kept at the Company's head office. Shareholders, Authorized Representatives of Shareholders, members of the Board of Directors, and the Director have the right to review the disclosed information at any time if deemed necessary.
4. If a member of the Board of Directors, acting in a personal capacity or on behalf of another party, engages in any activity within the scope of the Company's business, they shall disclose the nature and details of such activity to the Board of Directors and may only proceed if approved by the majority of the remaining Board members. If they fail to declare or act without the Board's approval, all income generated from such activities shall belong to the Company.

CHAPTER VI

RELATIONSHIP BETWEEN THE BOARD OF DIRECTORS AND THE EXECUTIVE BOARD AND THE AUDIT COMMITTEE

Article 21. Relationship between Members of the Board of Directors

1. The relationship between the members of the Board of Directors is a cooperative relationship; the members of the Board of Directors are responsible for informing each other about relevant issues in the process of handling the assigned tasks.
2. During the process of handling work, the members of the Board of Directors who are assigned the main responsibility shall proactively coordinate in handling if there is an issue related to the field in charge of another Board member. In case there are different opinions between the members of the Board of Directors, the members shall report to the Chairperson of the Board of Directors for consideration of decisions according to their authority or for holding meetings or collecting opinions from the members of the Board of Directors in accordance with the provisions of the Law, the Company Charter and the Regulations.
3. In case of re-assignment between the Board members, the Board members shall hand over the relevant work, documents and materials. This handover shall be made in writing and reported to the Chairperson of the Board of Directors on such handover.

Article 22. Relationship with the Executive Board

In its governance role, the Board of Directors may issue resolutions and decisions for the

implementation of the Directors and the executive apparatus. At the same time, the Board of Directors shall inspect and supervise the implementation of resolutions and decisions issued by the Board of Directors.

Article 23. Relationship with the Audit Committee

1. The relationship between the Board of Directors and the Audit Committee is a coordinative relationship. The working relationship between the Board of Directors and the Audit Committee follows the principle of equality and independence, and closely coordinates and supports each other in the process of performing their tasks.
2. Upon receiving inspection minutes or general reports of the Audit Committee, the Board of Directors is responsible for researching and directing relevant departments to develop plans and make timely corrections.

CHAPTER VII

EXECUTION PROVISIONS

Article 24. Validity

These Regulations shall take effect from .../.../2025/.../..... and replace the previously issued Operation Regulation(s) of the Board of Directors of the Company.

Article 25. Implementation

The Board of Directors, the Executive Board, relevant departments and individuals are responsible for implementing the Regulations.

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