



INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

INNOVATIVE TECHNOLOGY DEVELOPMENT CORPORATION

*(Issued pursuant to the Resolution of the 2025 Annual
General Meeting of Shareholders - Appendix 4)*

Ho Chi Minh City, June, 26, 2025

CHAPTER I

GENERAL PROVISIONS

Article 1. Governing scope and applicable entities

1.1. Governing scope

The Internal Regulations on Corporate Governance (the “Regulations”) provide for the basic corporate governance principles in order to protect the legitimate rights and interests of the Shareholders, and establish standards of behavior and professional ethics of members of the Board of Directors, the General Director and other managers.

These Regulations are also the basis for the Shareholders and other relative parties to evaluate the corporate governance performance of the Company.

These Regulations provide for:

- a. Roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, the General Director;
- b. Procedures for meetings of the General Meeting of Shareholders and meetings of the Board of Directors;
- c. Nomination, self-nomination, election, dismissal and removal of members of the Board of Directors, the General Director, and members of the Committees;
- d. Other activities in accordance with the Company's Charter and other applicable laws and regulations.

1.2. Applicable entities

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

Article 2. Definitions

Unless the subject or context otherwise requires, words defined in the Company’s Charter shall have the same meanings when used in these Regulations.

CHAPTER II

GENERAL MEETING OF SHAREHOLDERS

Article 3. Roles, rights and obligations of the General Meeting of Shareholders

- 3.1. The General Meeting of Shareholders consisting all Shareholders with voting rights and is the highest decision-making body of the Company.
- 3.2. The rights and obligations of the General Meeting of Shareholders are stipulated in Article 15 of the Company Charter.

Article 4. Procedures for convening the General Meeting of Shareholders to pass resolutions by way of voting at the meeting

4.1. Authority to convene the General Meeting of Shareholders

- a. The Board of Directors is responsible for convening the annual General Meeting of Shareholders and selecting the appropriate venue in the territory of Vietnam.

- b. The extraordinary General Meeting of Shareholders shall be convened by (i) the Board of Directors or (ii) Shareholders or a group of Shareholders owning at least five percent (05%) of the total number of ordinary shares as stipulated in Clause 3 and Clause 4 of Article 14 of the Company Charter.

4.2. Notice of convening and closing the list of shareholders entitled to attend the meeting of the General Meeting of Shareholders

- a. Before convening the General Meeting of Shareholders, the Board of Directors must hold a meeting of the Board of Directors to decide on issues related to the General Meeting of Shareholders such as preparations for the Meeting, the agenda, and the content of the Meeting. In addition, the Board of Directors must determine the last registration date to establish the list of Shareholders entitled to attend the meeting.
- b. After the meeting of the Board of Directors, the Board of Directors will issue a Resolution of the Board of Directors, which clearly states the reason for convening of the General Meeting of Shareholders, the date of closing the list of Shareholders entitled to attend the meeting (the last registration date), the date and the venue to convene the General Meeting of Shareholders.
- c. The person convening the General Meeting of Shareholders must disclose information on the compilation of the list of Shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the deadline for registration at least 20 days before the last registration date. Notice of convening the General Meeting of Shareholders must be published on the websites of the Company, the State Securities Commission, the Stock Exchange, and on the Company's website.
- d. The person who convenes the General Meeting of Shareholders shall perform the following tasks:
 - Prepare the list of Shareholders entitled to attend and vote at the General Meeting of Shareholders;
 - Provide information and resolve complaints related to the list of Shareholders entitled to attend and vote at the General Meeting of Shareholders;
 - Prepare the meeting program and agenda of the General Meeting of Shareholders;
 - Prepare documents for the General Meeting of Shareholders;
 - Draft resolution of the General Meeting of Shareholders according to the expected content of the General Meeting of Shareholders; list and details of candidates in case of election of members of the Board of Directors;
 - Determine the time and venue to convene the General Meeting of Shareholders;
 - Send meeting invitation to each Shareholder listed in the list of Shareholders entitled to attend the General Meeting of Shareholders;
 - Other works as required for the General Meeting of Shareholders.

4.3. Prepare the list of Shareholders entitled to attend the General Meeting of Shareholders

- a. The list of Shareholders entitled to attend the General Meeting of Shareholders shall be made no later than (10) days before the date of sending the meeting invitation.

- b. The preparation of the list of Shareholders eligible to attend the meeting is carried out in accordance with the provisions of the Company's Charter, the Enterprise Law, and the Securities Law.

4.4. Invitations to the General Meeting of Shareholders

- a. The invitations to the General Meeting of Shareholders shall be sent to all Shareholders in the list of Shareholders entitled to attend the meeting at least twenty one (21) days before the convening date of the General Meeting of Shareholders, counting from the day on which the invitations are validly sent.
- b. The notice of the General Meeting of Shareholders can be sent by methods ensuring it reaches the Shareholder's contact address (including but not limited to methods such as postal mail, fax, email, SMS, or other means), and simultaneously publicized on the State Securities Commission's, Stock Exchange's, and the Company's official websites.
- c. The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the General Meeting of Shareholders are sent to Shareholders and/or posted on the Company's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice must clearly state the link to all meeting documents for Shareholders to access.
- d. Shareholders are responsible for providing complete and accurate information (including but not limited to organization, individual information, contact address, email address, or phone number) to receive the meeting invitation. In case the information provided by the Shareholder is incomplete and/or inaccurate, leading to the Company's inability to send the notice of the General Meeting of Shareholders, the Shareholder will be fully responsible for not receiving the notice of the General Meeting of Shareholders.

4.5. Program and agenda of the General Meeting of Shareholders

- a. The person who convenes the General Meeting of Shareholders must prepare the program and agenda of the meeting of the General Meeting of Shareholders.
- b. The meeting agenda are matters subject to the authority of the General Meeting of Shareholders, accompanied by explanatory documents, explanations, reports related to the meeting agenda or details of the candidate in the case of election of Board members at the General Meeting of Shareholders. The program and agenda must specify the time applicable to each issue in the agenda for the meeting.
- c. Proposal of Shareholders to be included in the agenda as stipulated in Clause 4, Clause 5, and Clause 6, Article 18 of the Company Charter.

4.6. Authorization for a Proxy to attend the General Meeting of Shareholders

- a. Shareholders entitled to attend the General Meeting of Shareholders may authorize their representatives to attend or may authorize a member of the Board of Directors to represent them at the General Meeting of Shareholders.
- b. Authorizing a representative to attend the General Meeting of Shareholders as stipulated in Article 16 of the Company Charter.

4.7. The method of registration to attend the General Meeting of Shareholders

- a. Shareholders g can register their attendance at the General Meeting of Shareholders of the Company prior to the opening date of the meeting through many forms (provided that this

registration is made within the time limit as specified in the invitations to the General Meeting of Shareholders), specifically as follows: (i) sending an email or sending a facsimile to the Company to register; or (ii) register via phone; or (iii) sending by post mail. In case of registration before the opening date of the meeting, Shareholders and Proxy still needs to bring and present the ID card/passport, authorization letter and other related documents as necessary for the Organizing Committee to check and register the attendees at the venue of the meeting.

- b. In case Shareholders do not register to attend the meeting before the opening date, Shareholders can directly register at the venue of the meeting.
- c. Before the opening of the meeting, the Company must carry out the registration procedure for attending Shareholders. A Shareholder or Proxy shall register at the registration desk before attending the meeting and sign for confirmation on the list of attending shareholders prepared by the Organizing Committee.
- d. Shareholders or Proxies who arrive after the opening of the meeting shall still be registered and have the right to participate in voting immediately after registration. In such case, the effectiveness of any items which was previously voted on shall not be affected.
- e. When registering to attend the General Meeting of Shareholders, based on the meeting documents that were attached to the invitation letter and/or posted on the website of the Company, Shareholders are responsible for a detailed and honest declaration of their related interests for the contents of the agenda of the General Meeting of Shareholders for the Company to consider and remove this Shareholder's Vote (in case this Shareholder still participates in the vote) when conducting the counting of votes. In case a Shareholder fails to declare or declare incorrectly or truthfully the related interests of such Shareholder with the contents of the agenda and cause damage to other Shareholders and/or the Company, such Shareholders shall be fully responsible before the law and shall indemnify all damages suffered by the Company and/or other Shareholders (if any).

4.8. Conditions for conducting the General Meeting of Shareholders

- a. To conduct a meeting of the General Meeting of Shareholders, the number of Shareholders and Proxies present at the meeting of the General Meeting of Shareholders must meet a minimum percentage as prescribed in Article 19 of the Charter of the Company.
- b. In the case of convening a second and third meeting as prescribed in Clause 2 and Clause 3, Article 19 of the Company Charter, the convener of the General Meeting of Shareholders does not need to re-establish the list of shareholders eligible to attend the meeting and can use the list provided by the Vietnam Securities Depository in the first meeting convocation.
- c. The agenda and content of the second and/or third meeting will remain the same as the agenda and content of the meeting prepared for the first meeting.

4.9. Way of casting votes

- a. After completing the shareholder registration procedure, shareholders and/or their authorized representatives will receive voting ballot with content depending on the agenda of the General Meeting of Shareholders. In cases where the meeting agenda includes the election of members of the Board of Directors, the Company will issue ballot papers to shareholders.
- b. When voting at the General Meeting, shareholders and/or their authorized representatives shall vote on each item on the meeting agenda on the ballot. Voting is conducted by marking

one of the following voting statuses: " affirmative", "disagreeing", or "no-opinion" for each item.

- c. A valid voting ballot must clearly show the approval, disapproval, and or opinion on each specific issue and be duly signed by the Shareholder or Proxy.
- d. The election of members of the Board of Directors is conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares held multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to cast all or part of their total votes for one or several candidates.
- e. To ensure the avoidance of conflicts of interest, the Shareholders with related interests will not participate in voting on matters for which such Shareholder or the Related Person of the Shareholder is determined to have a right to and related interests to ensure transparency and fairness of the meeting. For other contents, such Shareholder still has the right to vote as usual.

4.10. Method of counting votes

- a. The General Meeting of Shareholders will elect one or more persons to be responsible for counting Vote or supervising the ballot counting process as proposed by the chairperson of the meeting. The number of members of the Vote counting committee is decided by the General Meeting of Shareholders based on the chairperson's proposal.
- b. During the voting process, the "Approve" votes are counted first, followed by the "Disapprove " votes, then the "Abstain" votes, and finally, the total number of votes is counted to determine the outcome. The total number of "Approve", "Disapprove", "Abstain", or invalid votes, corresponding to the voting percentage for each issue, is fully recorded by the ballot counting committee in the ballot counting minutes.
- c. The ballot counting committee is entitled to use appropriate electronic means to count the ballots.

4.11. Notification of vote counting results

- a. After conducting the counting of votes, the vote counting committee will prepare the minute of counting votes and announce the results of counting votes right before the closing of the meeting. The announcement of the voting results must specify the number of "Approve" votes, "Disapprove" votes, "Abstain" votes, and invalid votes, corresponding to the voting percentage for each issue voted on by the shareholders at the meeting.
- b. The vote counting minutes must be published on the website of the Company within twenty four (24) working hours from the time of passing the Resolution of the General Meeting of Shareholders.

4.12. Conditions for the resolution to be approved

- a. The issues in the agenda of the General Meeting of Shareholders are approved if the approval ratio is satisfied as prescribed in the Company's Charter.
- b. In addition, the Meeting will approve the Minutes of the Meeting and Resolutions of the General Meeting of Shareholders before the end of the meeting. The approval of the Minutes of the Meeting and the full text of the Resolution will be passed by public voting at the meeting.

4.13. Method of protesting against resolutions of the General Meeting of Shareholders

- a. Shareholders who voted against the decision of the General Meeting of Shareholders on the reorganization of the company or change of the rights and obligations of Shareholders as stipulated in the Company's Charter have the right to request the Company to buy back shares of the Company. The request must be in writing, clearly stating the name and address of the Shareholder, the number of shares of each class, the intended selling price, the reason for the request to be repurchased by the Company. The request must be sent to the Company within 10 days from the date of the General Meeting of Shareholders approving the decision on the reorganization of the Company or the change of rights and obligations of Shareholders as stipulated in the Company's Charter.
- b. The Company must repurchase shares at the request of shareholders as stipulated in point a of this clause at market price or the price calculated according to the principles specified in the Company Charter within ninety (90) days from the date of receiving the request. If the parties cannot agree on a price, they may request a valuation from a valuation organization.

4.14. Prepare minutes of the General Meeting of Shareholders

The preparation of the minutes of the General Meeting of Shareholders shall comply with the provisions of Article 23 of the Company Charter.

4.15. Announce the Resolution of the General Meeting of Shareholders

- a. Resolution of the General Meeting of Shareholders takes effect from the date of its adoption or from the effective date noted in that Resolution.
- b. Minutes, Resolutions of the General Meeting of Shareholders and enclosed documents (if any) must be posted on the website of the Company and must be disclosed in accordance with the law within twenty-four (24) hours after being issued.

Article 5. Order and procedures of the General Meeting of Shareholders to pass resolutions by way of collecting written opinions

5.1. The cases are allowed and not allowed to collect written shareholders opinions

- a. All issues under the authority of the General Meeting of Shareholders can be passed by way of collecting written opinions. The resolution passed in the form of collecting written opinions of Shareholders has the same value as a resolution passed in the case of a meeting of the General Meeting of Shareholders.
- b. Cases where written opinions are not collected: the organization of the Annual General Meeting of Shareholders is not done through the form of collecting written opinions of Shareholders.

5.2. Order and procedures for the General Meeting of Shareholders to pass a Resolution by collecting written opinions

5.2.1. The right to organize collecting written opinions of Shareholders

The Board of Directors has the right to collect shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders if it deems it necessary for the benefit of the Company.

5.2.2. Notice of collecting written opinions of Shareholders and Prepare the list of Shareholders to send opinion ballots

Notification of written shareholder opinion solicitation and compilation of the list of shareholders whose opinions are solicited shall be carried out according to the procedures specified in Clause 4.2 and Clause 4.3 of Article 4 of these Regulations.

5.2.3. Opinion form and deadline for sending opinion form

Ballot papers and the deadline for submitting ballot papers shall comply with the provisions of Clause 2 and Clause 3 of Article 22 of the Company Charter.

5.2.4. Ways to send opinion form

- a. The Board of Directors sends ballot papers to all Shareholders on the Shareholder list by methods ensuring delivery to the Shareholders' contact addresses (including but not limited to methods such as postal mail, fax, email, text message, or other means).
- b. The explanatory documents for the draft Resolution and the contents to be consulted can be attached to the opinion form or posted on the Company's website for the Shareholders to consider before answering the opinion form.
- c. Shareholders submit completed ballot papers to the Company as stipulated in Clause 4, Article 22 of the Company Charter.

5.2.5. Vote counting and counting minutes

Ballot counting and the preparation of minutes of ballot counting are carried out as stipulated in Clause 5, Article 22 of the Company Charter.

5.2.6. Announcing the results of counting votes and announcing Resolutions of the General Meeting of Shareholders

Notification of ballot counting results and announcement of resolutions of the General Meeting of Shareholders are carried out as stipulated in Clauses 6, 7, and 8, Article 22 of the Company Charter.

Article 6. Order and procedures of the General Meeting of Shareholders to pass resolutions by online conference

In addition to holding a physical meeting, the annual and extraordinary General Meeting of Shareholders can be held in the form of an online conference in the event of (i) events. force majeure, including but not limited to: natural disasters, wars, epidemics, insurrections, riot, terrorism, restrictions or prohibitions by the State and / or (ii) events other objectively which the Board of Directors deems inconvenient and / or inappropriate to hold a meeting of the General Meeting of Shareholders in the form of physical meeting.

6.1. Notice of invitation to the online General Meeting of Shareholders

The method of announcing the invitation to the meeting of the online General Meeting of Shareholders is the same as the method of inviting the General Meeting of Shareholders directly, specifically the convener of the General Meeting of Shareholders will send the meeting invitation and other meeting documents for the Shareholders of the Company or posting them on the Company's website. However, in the case of the online General Meeting of Shareholders, the convener of the General Meeting of Shareholders is obliged to prepare additional documents for the Shareholders to register and attend the online meeting.

6.2. The method to register to attend the online General Meeting of Shareholders

- a. Shareholders will register to attend the online General Meeting of Shareholders according to the guidance document of the Company that was sent to Shareholders and/or posted on the

website of the Company. Accordingly, Shareholders will access the link announced by the the Company and declare and verify their status as Shareholders to attend the meeting.

- b. Shareholders are only allowed to attend the online meeting if the Shareholder is declared and verified. The Company also ensures that Shareholder access is unique and that each Shareholder has only one account to access the online meeting room at a certain time.

6.3. Conditions for conducting the online meeting

The online General Meeting of Shareholders proceeds when the number of attending Shareholders meets the minimum ratio as stipulated in Clause 4.8, Article 4 of these Regulations.

6.4. The method of electronic voting

- a. The Company will prepare technical 36 equipment or means, a way for Shareholders to make e-voting, electronic voting and/or other electronic means and recording. receive this online voting of a Shareholder or Proxy to attend the Meeting for the agenda of the agenda. The specific method will depend on the electronic equipment used by the Company for voting and will be announced to Shareholders prior to each meeting.
- b. Shareholders or Proxies may also vote by email / fax or by post to the email or fax number or mailing address provided by the Company, provided that The Organizing Committee must receive Shareholders' votes before the vote counting ends.

6.5. The method of online vote counting

The Company will apply modern technologies to perform the counting of votes of the Shareholders. The counting of votes will be calculated based on the number of votes that the Shareholder and/or the Proxy to attend the Meeting conducts online voting, electronic voting and/or other electronic means, and number of Votes sent by the Shareholder and/or Proxy to the Meeting by post, email and fax. The Vote Counting Committee is responsible for the accuracy of this counting and is responsible for damages arising from resolutions passed due to untruthful, inaccurate vote counting.

6.6. Notification of vote counting results

The vote counting results will be announced at the online meeting of the General Meeting of Shareholders after completing the counting of votes and before the closing of the meeting.

6.7. Prepare the minutes of the General Meeting of Shareholders

The minutes of the online General Meeting of Shareholders shall be made in the same way and includes contents similar to those of the minutes of the meeting of the physical General Meeting of Shareholders as specified in Clause 4.14, Article 4 of these Regulations.

6.8. Announce the Resolution of the General Meeting of Shareholders

Resolutions of the online General Meeting of Shareholders must be posted on the website of the Company and must be disclosed in accordance with the law within twenty-four (24) hours from the time of issuance.

Article 7. Procedures for the General Meeting of Shareholders to ratify resolutions through both physical and online meetings

Beside the physical and/or online General Meeting of Shareholders in the manner prescribed in Article 4 and Article 6 of these Regulations, the Board of Directors may hold the General Meeting of Shareholders by both physical and online depending on the actual situation.

7.1. How to register to participate in the General Meeting of Shareholders

- a. The method of notifying the General Meeting of Shareholders in the form of a combination of in-person and online meetings is carried out in the same manner as the notice of the in-person or online General Meeting of Shareholders as specified in Clause 4.4, Article 4 and Clause 6.1, Article 6 of these Regulations.
- b. Shareholders can attend the General Meeting of Shareholders directly at the venue or attend the online meeting by technology means. Accordingly, at the venue of the meeting of the General Meeting of Shareholders, the Organizing Committee will arrange projectors and screens, computers, audio and 38 broadcasting equipment with internet connection to be able to broadcast live for online participants. The meeting must have stable connection, display uniformity images and audio between live and online meetings in order to ensure the interests of Shareholders.

7.2. Registration Method for the General Meeting of Shareholders

Registration for the General Meeting of Shareholders, combining in-person and online attendance, is conducted as follows:

- a. For Shareholders attending in person: register at the shareholder verification desk located at the meeting venue, following the in-person registration procedure outlined in Clause 4.7, Article 4 of these Regulations.
- b. For Shareholders attending online: register as instructed in Clause 6.2, Article 6 of these Regulations.

7.3. Conditions for opening the General Meeting of Shareholders

The General Meeting of Shareholders by this combination method shall be carried out when the total number of Shareholder/Proxies attending the meeting directly and online meets the minimum rate as specified in Clause 4.8, Article 4 of these Regulations.

7.4. How to vote

The Shareholders can vote in the following manners: (i) voting directly at the meeting; sending votes to the convener of the meeting by post / email / fax, (iii) electronic voting or other electronic means.

7.5. Method of counting votes

- a. The Company will use modern technologies to count votes of Shareholders. The votes will be calculated based on (i) the number of e-voting of the Shareholder and / or the Proxy, electronic voting and / or other electronic means. and (ii) the number of votes that the Shareholder and / or Proxy directly votes at the meeting (put the voting cards to ballot box); and (iii) the number of votes that the Shareholder and / or Proxy sending to the meeting by post, email and fax.
- b. The Vote Counting Committee totalize the votes of agree, disagree, no comment from above three methods on each agenda and divide by the total voting shares of all Shareholders attending and voting at the General Meeting to calculate the voting rate of agree, disagree and no comment for each issue, then, determine whether each issue has enough rate to approve or not.

7.6. Announce the results of vote-counting

The counting results will be announced at the General Meeting of Shareholders after completing the counting of votes and before closing the meeting.

7.7. Prepare minutes of the General Meeting of Shareholders

The Company Secretary will prepare the Minutes of the General Meeting of Shareholders at the meeting and submit to the General Meeting of Shareholders for approval before the closing. The minutes of the General Meeting of Shareholders include the contents as prescribed in Clause 4.14, Article 4 of these Regulations.

7.8. Announce the resolution of the General Meeting of Shareholders

Resolutions of the General Meeting of Shareholders must be posted on the website of the company and disclose information in accordance with Laws within twenty-four (24) hours from the date of issuance.

CHAPTER III

BOARD OF DIRECTORS

Article 8. Roles, rights and obligations of the Board of Directors, responsibilities of members of the Board of Directors

- 8.1.** The Board of Directors is a managerial body of the Company and has the full authority to exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the General Meeting of Shareholders.
- 8.2.** Rights and obligations of the Board of Directors shall be prescribed in Article 27 of the Company Charter.
- 8.3.** Board of Director members are entitled to request the General Director and/or the Executive Directors to provide information and documents about the finance and business performance of the Company and its units, provided however that such provision of information is to serve the fulfilling by the requesting member of his/her obligations and duties in the Board of Directors. The request for providing information shall be made in writing, specifying the reason for such request, purpose of using information and undertaking of the requesting member to use information requested for the stated purpose and to keep such information in strict confidence. The written request shall be sent to the Executive at least twenty-four (24) hours in advance. The person requested to provide information must promptly provide the complete and accurate information and data requested by the requesting member.
- 8.4.** In case members of the Board of Directors use the information to be provided for wrong purpose or disclose such information, they must take responsibility for all damages incurred by the Company.

Article 9. Election, nominating for election, voting, electing, dismissing and removing members of the Board of Directors

9.1. Term of office and quantity of members of the Board of Directors

The term and number of Board of Directors members are implemented in accordance with the provisions of Clause 1 and Clause 2, Article 26 of the Company Charter.

9.2. Structure, criteria of Board members

- a. Structure of the Board of Directors: implemented in accordance with the provisions of Clause 3, Article 26 of the Company Charter.
- b. Criteria and standards of Board of Directors members
 - Board of Director members must meet the standards and conditions as prescribed in Clause 1, Article 155 of the Law on Enterprises and the Company Charter;
 - Independent Board of Director members must meet the standards and conditions as prescribed in Clause 2, Article 155 of the Law on Enterprises and the Company Charter;
 - The independent member of the Board of Directors shall inform the Board of Directors when he/she no longer fully satisfies as prescribed in Clause 2, Article 155 of the Law on Enterprises and is obviously no longer an independent member from the day on which such requirements are not fully satisfied. The Board of Directors shall report this during the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replacement independent Board of Director' members within six (06) months from the date of receiving the notification from the relevant independent Board of Director' member.

9.3. Election or nominate candidates to the Board of Directors

The nomination and self-nomination for Board of Directors members are implemented in accordance with the provisions of Clause 1 and Clause 2, Article 25 of the Company Charter.

9.4. Method of introducing candidates for Board of Directors members

The introduction of candidates for Board of Directors members is implemented in accordance with the provisions of Clause 3, Article 25 of the Company Charter.

9.5. Method of electing members of the Board of Directors

- a. The voting to elect Board of Directors members is conducted by cumulative voting and in one (01) round on the same list, whereby each Shareholder has the total number of votes corresponding to the total number of shares multiplied by the number of elected members of the Board of Directors and the Shareholder has the right to place all their votes in one or more candidates.
- b. Elected Board of Director members are determined by the number of votes from highest to lowest, starting with the candidate with the highest number of votes until the number of independent and non-independent members is sufficient as prescribed in the Company's Charter.
- c. In the event that two (02) or more candidates receive the same number of votes for the last position on the Board of Directors, a re-election will be held among the candidates with the same number of votes, and the candidate with the highest number of votes will be selected.
- d. The number of selected candidates must not exceed the number of Board of Directors members to be elected.

9.6. Cases of dismissal, removal and addition of members of the Board of Directors

- a. A Board of Director member is no longer a member of the Board of Directors in the event of being dismissed or removed by the General Meeting of Shareholders, as stipulated in Clause 4, Article 26 of the Company's Charter.
- b. The election of additional members of the Board of Directors shall be conducted in the following cases:

- The number of members of the Board of Directors decreases by more than one third of the number specified in the Charter of Company;
- The number of independent members of the Board of Directors falls below the minimum number specified in the Charter of Company and prescribed by laws;
- The General Meeting of Shareholders elects new Board of Directors members to replace members who have been dismissed or removed at the nearest meeting.

The election of additional members of the Board of Directors will be elected based on the list of candidates by (i) Shareholders, group of Shareholders nominated (ii) The Board of Directors recommend.

9.7. Announcement of election, dismissal and removal of members of the Board of Directors

All cases of change of the Board members related to the election, dismissal or removal, after being approved by the General Meeting of Shareholders, after being approved by the General Meeting of Shareholders, must be publicly disclosed in accordance with the provisions of law on securities and the securities market.

9.8. Election, dismissal and removal of the President and Vice Chairman of the Board of Directors

- a. The Board of Directors selects from among its members to elect one (01) Chairman and Vice Chairman (if any) by majority rule.
- b. The Chairman of the Board of Directors shall not concurrently hold the position of General Director of the Company.
- c. The Chairman and Vice Chairman are elected in the first meeting of the Board of Directors term within seven (07) working days from the end of the election of that Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that there is more than one member with the highest and equal number or percentage of votes, the members shall vote by majority rule to select one (01) person among them to convene the Board of Directors meeting.
- d. In the event that the Chairman and/or Vice Chairman of the Board of Directors resigns or is removed or dismissed, the Board of Directors must elect a replacement within ten (10) days from the date the Company receives the resignation letter or from the date the Board of Directors approves the decision on removal or dismissal.
- e. The removal or dismissal of the Chairman and/or Vice Chairman of the Board of Directors shall be carried out according to the decision of the Board of Directors.

Article 10. Remuneration, salary, bonuses, and other benefits of members of Board of Directors

10.1. Board of Director' members receive remuneration and bonuses based on the Company's operational results and effectiveness. This remuneration is divided among the Board of Directors members as agreed upon within the Board of Directors or equally divided if no agreement is reached.

10.2. In addition to the above remuneration and bonuses:

- Executive Board of Director members receive income (salary and bonus) for the executive position they hold at the Company;
- Standing/ dedicated Board of Director' members; or Board of Director' members working in committees, sub-committees of the Board of Directors; or performing other tasks that,

in the Board of Directors view, are outside the normal duties of a Board of Directors member, may be paid extra in the form of a lump-sum payment, salary, commission, percentage of profit, or in another form as decided by the Board of Directors.

In the event that standing/dedicated Board of Director members are paid extra in the form of a monthly lump-sum remuneration, the additional payment shall not exceed 50% of the monthly gross salary of the highest level of the Executive.

- 10.3.** The total remuneration and bonus of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.
- 10.4.** Remunerations of each member of the Board of Directors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the annual General Meeting of Shareholders.
- 10.5.** Board of Director members are entitled to be reimbursed for all travel, food, accommodation, and other reasonable expenses they have incurred in carrying out their responsibilities as Board of Director members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees/sub-committees of the Board of Directors.

Article 11. The procedures for holding meetings of the Board of Directors

11.1. Minimum number of meetings quarterly / year

The Board of Directors shall have at least 01 meeting per quarter and may have ad hoc meetings to pass a decision by voting at the meeting or can pass a decision by collecting written opinions.

11.2. Cases in which extraordinary meeting of the Board of Directors must be convened

The convening of an extraordinary Board of Directors meeting is carried out according to the provisions of Clause 3 and Clause 4, Article 30 of the Company's Charter.

11.3. The notice of a Board of Directors meeting

The invitation shall specify the meeting time, location, agenda, issues that need discussing and deciding, is carried out according to the provisions of Clause 5 and Clause 6, Article 30 of the Company's Charter.

11.4. Conditions for carrying out meetings of the Board of Directors

A Board of Directors meeting is held when the minimum number of members are present as prescribed in Clause 7, Article 30 of the Company's Charter.

11.5. Voting method

- a. The Board of Directors shall ratify its resolution and decisions by voting at the meeting or collecting written opinions.
- b. Each member of the Board of Directors or his/her Proxy who is present in his/her capacity as an individual at the meeting of the Board of Directors shall have one (01) vote.
- c. Members of the Board of Directors can send the answered votes to the meeting by post, fax, or email. In case the votes are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the President of the Board of Directors at least 01 hour before the opening hour. The

votes shall only be opened in the presence of the meeting participants In case of sending fax or email, it must be sent before the vote counting ends.

- d. In cases where the Board of Directors meeting is held in person, online, or through other electronic means, Board of Director members may vote by expressing their agree, disagree, or no comment, or by raising their hands for each matter voted upon.
- e. Members of the Board of Directors are not allowed to vote on contracts or transactions in which such member or Related Person has interests and such interests conflict or may conflict with the interests of the Company as prescribed in points b and c, clause 8, Article 30 of the Company's Charter.

11.6. Conditions for passing a Resolution of the Board of Directors

The conditions for passing a Resolution of the Board of Directors are implemented according to the provisions of Clause 9 and Clause 12, Article 30 of the Company's Charter.

11.7. The members of the Board of Directors authorize another person to participate in the meeting

- a. A member may authorize another person to participate in the meeting and vote if it is approved by the majority of the members of the Board of Directors.
- b. The authorization must be made in writing and notified in advance to the Board of Directors for approval before the meeting opens.
- c. The Proxy to attend the meeting must present the power of attorney and other individual documents when participating in the Board of Directors meeting.

11.8. Preparation of the minutes of meeting of the Board of Directors

The preparation of the minutes of the Board of Directors meeting is carried out according to the provisions of Clause 13, Article 30 of the Company's Charter.

11.9. Announcement of resolutions and decisions of the Board of Directors

Resolutions of the Board of Directors on certain matters are disclosed according to the provisions of law on information disclosure in the securities market.

CHAPTER IV

AUDIT COMMITTEE

Article 12. Rights and obligations of the Audit Committee

The rights and obligations of the Audit Committee are specified in Clause 4, Article 32 of the Company's Charter.

Article 13. Nomination and self-nomination of members of the Audit Committee

13.1. Term of the Audit Committee

The term of the Audit Committee corresponds to that of the Board of Directors. Accordingly, the term of a member of the Audit Committee is not more than four (04) years.

13.2. Number and structure of the Audit Committee

- a. The Audit Committee has two (02) or more members. The numbers of the Audit Committee shall be decided by the Board of Directors in the first meeting of the Board of Directors' term, in which:
 - (i) The President of the Audit Committee shall be an independent member of the Board of Directors and be appointed by the Board of Directors; and
 - (ii) The other member shall be non-executive member of the the Board of Directors.
- b. Members of the Audit Committee may be assigned to be in charge of one or several specific areas and are responsible for the assigned tasks. The Chairman of the Audit Committee assigns tasks to the members of the Committee based on the capacity and professional experience of each member and the Committee's operational plan.

13.3. Standards of the Audit Committee

Members of the Auditing Committee must meet the following requirements:

- a. Members of the Audit Committee shall have knowledge about accounting, audit, law and the Company' operation, and must not:
 - Work in the Company's accounting or finance department.
 - Be a member of employee of the accredited audit organization that is auditing the Company's financial statements over the last three (03) consecutive years.
- b. The President of the Audit Committee shall have a bachelor's degree or higher in economics, finance, accounting, audit, law or business administration.

13.4. Nomination and self-nomination of members of the Audit Committee

- a. Upon the election of the members of the Board of Directors of the new term of office, in the first meeting, the Board of Directors shall elect the Chairman of the Board of Directors. The Chairman shall, based on the CVs of the candidates who were elected as the members of the Board of Directors, nominate a list of candidates to be elected to 64 the Audit Committee and nominate a member of the Board of Directors to be elected as the President of the Audit Committee.
- b. Other members of the Board of Directors can self-nominate himself or herself to the Audit Committee if he or she deems fit.
- c. The entire member of the Board of Directors shall vote to elect the President of the Audit Committee and elect remaining members of the Audit Committee based on the list of candidates as prepared in the manner mentioned above.

Article 14. The operation of the Audit Committee

The Audit Committee is responsible for all related activities:

- Financial statements.
- Internal audit activities.
- Services provided by independent auditors.
- Internal control and risk management.
- Compliance with professional ethics and comply with the law.

14.1. Financial Statements

- a. Reviewing the quarterly, biannual, annual financial statements before the Executive Board submits to the Board of Directors, the General Meeting of Shareholders or communicate outside in accordance with the law; To make comments on the truthfulness, completeness, timeliness and compliance of the financial statements with the Accounting Regulations, the Accounting Standards and the laws in force.
- b. Examining key issues in accounting and financial reporting; the impact of the law and professional regulation on the company financial statements.
- c. Discussing and reviewing the results of the audit of financial statements together with the Executives and independent auditors.
- d. Review the independent auditor's management letter; provide opinions to the Executives regarding significant findings, recommendations, and related implementation plans.
- e. Overseeing the internal control system relating to the preparation of data, preparation of accounting reports, financial statements.

14.2. Internal Audit Activities

- a. Management and supervision of internal audit function are stipulated as follows:
 - (i) The General Director and the Audit Committee manages and decides matters relating to organisational structure, personnel including the recruitment, appointment of titles, salaries, bonuses and remuneration policies for the Head of Internal Audit and auditors.
 - (ii) Audit Committee oversees issues related to internal audit functions, including:
 - Audit plan.
 - Internal audit charter.
 - Auditing methodology.
 - Audit quality and performance.

Before approving the audit plan and internal audit charter, the Audit Committee needs to have comments from the General Director.

Reviewing internal audit reports; focusing on recommendations and relevant actions plans.

- b. Regularly or on an ad-hoc basis, the Audit Committee and the Internal Audit Director shall discuss issues deemed necessary by the Committee or the Internal Audit.

14.3. Services provided by the independent auditor

- a. To propose selection of an independent auditing company, auditing fees and all related matters for the Board of Directors to submit to the General Meeting of Shareholders for approval.
- b. Considering the scope of the audit and the approach proposed by the Independent Audit, including the coordination with the Internal Audit (if any).
- c. Periodically or on an ad hoc basis, the Audit Committee and the Independent Auditors shall discuss matters deemed necessary by the Committee or the 67 Independent Auditor ((Management letter, difficulties and shortcomings found from the results audit, ...)).

14.4. Internal Control, Risk Management

- a. Overseeing the internal control system, risk management system.

- b. Review independent audit reports and internal audit assessments of the internal control and risk management systems (including issues related to financial reporting and information technology), noting audit findings and recommendations, and feedback from the reports of independent audits, internal audits about assessing internal control systems, risk management (including issues related to financial reporting and information technology); focusing on the findings, recommendations of the audit and feedback from the Company's Executives.

14.5. Compliance

- a. Overseeing the effectiveness of activities (or programs) for fraud prevention, violations of company rules, regulations, and professional ethics or law violations.
- b. Discussing with the General Director and / or Management Board's Members about fraud prevention measures, violations of professional ethics.
- c. Examining the results and reports (periodical or ad-hoc) on the investigation conducted by the Management Board; following up reactions after the investigation conclusion.

CHAPTER V

SUB-COMMITTEES UNDER THE BOARD OF DIRECTORS

Article 15. Sub-committees under the Board of Directors

The Board of Directors may establish sub-committees under its authority to be responsible for development policy, human resources, compensation, internal audit, and risk management to support the Board of Directors' operations.

Article 16. Nomination, self-nomination, election, dismissal and removal of members of Sub-Committees under the Board of Directors.

16.1. Term of Sub-committees of the Board of Directors

The term of the sub-committees of the Board of Directors is similar to the term of the Board of Directors. Accordingly, the term of members of sub-committees is no more than four (04) years.

16.2. Quantity and structure of Sub-Committees under the Board of Director

- a. The number and structure of members of each sub-committee are decided by the Board of Directors at the first meeting of the Board's term or when the need to establish a sub-committee arises and is considered at each time, but each sub-committee will have at least three (03) members.
- b. Members of a Sub-committee are not required to be members of the Board of Directors. In each Committee, there is at least two members of the Board of Directors, in which at least one member meeting all criteria and conditions of an independent member or a non-executive member of the Board of Directors. The Board of Directors shall appoint a member of the Board of Directors in a Sub-committee as the Head of the sub-committee.
- c. In each Committee, the number of members who are not members of the Board of Directors shall not exceed the number of members who are members of the Board of Directors and such number shall be decided by the Board of Directors.

16.3. Criteria of members of the Committees under the Board of Director

- a. The head of the subcommittee in charge of human resources and compensation is selected from among the non-executive members of the Board of Directors. The head of a subcommittee is responsible for reporting the Chairman of the Board of Directors on the subcommittee's work. In addition, the heads of subcommittees must be present at the General Meeting of Shareholders to answer shareholders' questions.
- b. The head of a subcommittee must:
 - (i) Inform the Board of Directors of all important issues relating to the subcommittee's works at least once per three (03) months.
 - (ii) Submit all data as requested by the Board of Directors without any delay.
 - (iii) Take administrative measures necessary for ensuring the fulfilment of by subcommittee of its responsibilities.
- c. Depending on the function of the subcommittee, members of each subcommittee are required to have a firm grasp of the basic principles of business ethics, integrity, management, economics, finance, law, and other relevant regulations, or to have experience in the Company's fields of operation.

16.4. Method of nomination and self-nomination of members to Committees under the Board of Directors

The method of nomination and self-nomination of member to other Committees under the Board of Directors is similar to those of the Audit Committee.

Article 17. Roles and duties of other subcommittees of the Board of Directors

The roles and responsibilities of the Board of Directors subcommittees are specified in detail through resolutions of the Board of Directors upon establishment, in which the duties of each member of the subcommittee will be assigned by the head of that subcommittee.

CHAPTER VI

GENERAL DIRECTOR AND CORPORATE GOVERNANCE SECRETARY

Article 18. Roles, responsibilities, rights, and obligations of the General Director

- 18.1.** The General Director manages the day-to-day business operations of the Company; is supervised by the Board of Directors, and is responsible to the Board of Directors and before the law for the exercise of his or her delegated powers and the performance of his or her delegated obligations.
- 18.2.** The General Director shall manage the day-to-day business operations of the Company in accordance with law, the Charter, the employment contract signed with the Company and the resolutions and decisions of the Board of Directors. Where such management is inconsistent with this clause and causes any loss to the Company, the General Director shall be responsible before the law and shall indemnify the Company for such loss.
- 18.3.** In relation to the Board of Directors, the General Director and other members of the Management Board are the executive and operating body of the Company, ensuring the normal and effective operation of the Company.

- 18.4.** The General Director is entitled to decide on measures beyond his authority in emergencies such as natural calamities, enemy sabotage, fires, epidemics..., but must report in writing to the Board of Directors as soon as possible and be responsible to the Board of Directors and the most recent General Meeting of Shareholders.
- 18.5.** The General Director has the right to refuse to execute and reserve his/her opinions regarding a Board of Directors' decision in case he/she considers that such decisions are unlawful or detrimental to the interests of shareholders. In this case, the General Director must immediately send an explanatory report in writing to the Board of Directors and Audit Committee.

Article 19. Designation, dismissal, conclusion and termination of contract with the General Director

19.1. The term of office, criteria and qualification of the General Director

- a. The term of office of the General Director is four (04) years and the General Director may be re-appointed for an unlimited number of terms. The appointment may expire based on the provisions of the labor contract.
- b. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the company's charter.

19.2. Designation and signing of labor contract with the General Director

- a. The Board of Directors appoints one (01) Board member or hires another person as General Director. The designation of the General Director must be made in writing by the resolution of the Board of Directors.
- b. The Chairman of the Board of Directors shall on behalf of the Board of Directors sign labor contract with the General Director. Remuneration, salary, benefits and other conditions shall be approved by the Board of Directors and shall be indicated in the labor contract entered into with the General Director.

19.3. Dismissal and termination of the labor contract with the General Director

- a. The Board of Directors may convene a meeting to vote on the dismissal of the General Director with at least two-thirds (2/3) of the Board members voting in favor (excluding the vote of the Board member if this member concurrently holds the position of General Director) and appoint a new General Director as a replacement.
- b. The Company shall terminate the labor contract with the General Director upon the decision by the Board of Directors on dismissal of the General Director. The termination of labor contract with the General Director must fully comply with the applicable laws and regulations, the Charter, this Regulation and other internal regulations of the Company.

19.4. Announcement of designation, dismissal, signing and termination of the contract with the General Director

Announcement of designation, dismissal, signing and termination of the contract with the General Director shall be conducted in accordance with the applicable laws and regulations on information disclosure.

19.5. Salary and other benefits of the General Director

- a. The General Director is entitled to salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.

- b. The remuneration of each member of the Board of Management and the salary of the General Director shall be included in the business expenses of the Company in accordance with the law on corporate income tax, and shall be presented as a separate item in the annual financial statements of the Company and must be reported to the General Meeting of Shareholders at its annual meeting.

Article 20. Selection, appointment, and dismissal of the Corporate Governance Secretary

20.1. Criteria of the Corporate Governance Secretary

The Corporate Governance Secretary must be knowledgeable about the law and must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

20.2. Appointment of the Corporate Governance Secretary

The Company's Board of Directors must appoint at least one (01) person as Company Secretary to support the effective conduct of corporate governance.

20.3. Cases of dismissal of the Corporate Governance Secretary

The Board of Directors may dismiss the Corporate Governance Secretary when necessary, but not in violation of current labor laws.

20.4. Notification of Appointment and Dismissal of the Corporate Governance Secretary

Notification of appointment and dismissal of the Corporate Secretary will be implemented in accordance with regulations on information disclosure.

20.5. Rights and Obligations of the Corporate Governance Secretary

The rights and obligations of the Corporate Governance Secretary are specified in Clause 4, Article 36 of the Company Charter.

CHAPTER VII

OTHER ACTIVITIES

Article 21. Coordination between the Board of Directors and the General Director

21.1. Procedures for convening the meeting, sending meeting invitations and announcing the results of meetings of the Board of Directors and the General Director

- a. The General Director attends Board of Directors meetings as an observer but does not vote unless also a member of the Board of Directors.
- b. Procedures for convening, notifying, and announcing the results of Board of Directors meetings are implemented according to the regulations in these Bylaws.
- c. If necessary and based on the Company's actual situation, the Chairman may organize meetings and consultations between the Board of Directors and the General Director on matters related to the management and operation of the Company's production and business activities. These meetings and consultations are advisory in nature for decisions of the Board of Directors.

21.2. Notification of resolutions and decisions of the Board of Directors to the General Director

- a. The Chairman is responsible for notifying the General Director of Board resolutions for monitoring and implementation.
- b. The General Director is responsible for preparing content for Board of Directors and General Meeting of Shareholders meetings within their authority and as requested by the Chairman.

21.3. Cases in which the General Director demand a meeting of the Board of Directors be convened, and issues that need consultation with the Board of Directors

The General Director has the right to propose convening a Board of Directors meeting in cases specified in the Company Charter.

21.4. Report of the General Director to the Board of Directors on the Performance of Assigned Duties and Powers

- a. The General Director is responsible for promptly reporting and seeking the Board of Directors' opinion on arising matters within the Board's decision-making authority.
- b. Annually, the General Director submits the business plan for the next fiscal year to the Board of Directors for approval.

21.5. Evaluation of the Implementation of Resolutions and Other Delegated Matters of the Board of Directors to the General Director

Annually, the Board of Directors evaluates the implementation of resolutions and other delegated matters to the General Director, reflected in the Board's activity report.

21.6. Matters the General Director must Report, Provide Information, and Methods of Notification to the Board of Directors

The General Director must report and provide information through appropriate channels when Board members request information and documents regarding the Company's financial status and business operations, in accordance with legal regulations.

21.7. Coordinate control, management, and supervision activities among Board of Director members and the General Director according to the specific duties of the members mentioned above.

- a. Board of Director members and the General Director shall control, manage, and supervise each other according to the duties and powers prescribed in the Company Charter and legal regulations.
- b. The Board of Directors, General Director, and other Executives are subject to the supervision of the Audit Committee as prescribed by law, the Company Charter, and must facilitate the Audit Committee in performing its duties.
- c. The Audit Committee must regularly inform the Board of Directors of the results of performing its functions and duties, consult with the Board of Directors before submitting reports, results, and recommendations to the General Meeting of Shareholders.
- d. The Audit Committee must keep records of the disclosure of interests of Board of Director members, the General Director, and other Executives to monitor their civil economic transactions with Related Persons according to the provisions of law and the Company Charter; prevent potential damage to the Company and Shareholders; receive Shareholders' complaints related to the management and administration of the Company, organize verification of complaints, and respond to Shareholders' complaints according to the provisions of law and the Company Charter.

- e. The General Director is responsible for reporting and explaining matters within their authority as requested by Board of Director members and the Audit Committee at meetings.
- f. The Board of Directors may suspend or cancel the implementation of the General Director's decisions if they are deemed to be contrary to legal regulations, violate the Company Charter, and Board resolutions.

Article 22. Provisions on annual assessment of activities of rewarding and disciplining members of the Board of Directors, the General Directors and other Executives.

The Board of Directors shall submit a report on rewards and disciplines for Board of Director members, the General Director, and other Company Executives to the General Meeting of Shareholders for consideration and decision.

CHAPTER VIII

EFFECT

Article 23. Effect

- 23.1.** This Regulation was unanimously approved by the General Meeting of Shareholders on,2025. From the effective date, this Regulation replaces the internal regulations on corporate governance approved by the General Meeting of Shareholders on 17 June, 2024. During the implementation process, if there are new issues arising that are deemed necessary to amend and supplement the regulations to comply with legal regulations and the actual operating situation of the Company, the Board of Directors shall submit them to the General Meeting of Shareholders for consideration and decision.
- 23.2.** Any issues not stipulated in these Regulations will be governed by the provisions of the Company's Charter and/or the applicable existing laws and regulations. In case of any inconsistency between the provisions of these Regulations and the provisions of the Company's Charter, the provisions of the Company's Charter will prevail.
- 23.3.** In case of any provisions of laws relating to the operation of the Company not stipulated in the Company's Charter and these Regulations or any new provisions of laws different from the terms of these Regulations, such provision of law shall be applied to govern the operation of the Company.
- 23.4.** Board of Director' members, the General Director, and other Executives are responsible for guiding and organizing the implementation of these Regulations to all officers and employees of the Company.

ON BEHALF OF BOARD OF DIRECTORS

CHAIRMAN

MAI HOAI AN

