

CÔNG TY CỔ PHẦN
SXXD XNK DV & ĐT TÂN BÌNH
TAN BINH IMPORT - EXPORT
JOINT STOCK CORPORATION
(TANIMEX)

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

Số: 39 /CV-ĐT&DA
No.: 39 /CV-DT&DA

TP.HCM, ngày 20 tháng 01 năm 2025
HCMC, January 20 2025

CÔNG BỐ THÔNG TIN ĐỊNH KỲ PERIODIC INFORMATION DISCLOSURE

Kính gửi/To: - Ủy ban Chứng khoán Nhà nước/*State Securities Commission*
- Sở Giao dịch chứng khoán TP.HCM/*Ho Chi Minh City Stock Exchange*

- Tên tổ chức/*Name of organization*: Công ty Cổ phần Sản xuất Kinh doanh Xuất Nhập khẩu Dịch vụ và Đầu tư Tân Bình/*Tan Binh Import - Export Joint Stock Corporation* (viết tắt/ *abbreviation*: TANIMEX).
 - Mã chứng khoán/*Securities code*: TIX
 - Địa chỉ trụ sở chính/*Address*: 325 Lý Thường Kiệt, Phường 9, Quận Tân Bình, TP.HCM/*325 Ly Thuong Kiet, Ward 9, District Tan Binh, HCM City*
 - Điện thoại liên hệ/*telephone*: (84-028)3868.6378 Fax: (84-8)38642060
 - Email: tanimex@tanimex.com.vn
- Nội dung thông tin công bố/ *Contents of disclosure*:
 - Thông báo thay đổi điều lệ lần thứ 15 và quy chế nội bộ về quản trị công ty lần thứ 6 theo Nghị quyết 01/NQ-ĐHĐCĐ 2024 ngày 08/01/2025 / *Announcement on the 15th Amendment of the Charter and the 6th Amendment of the Internal Corporate on Governance Regulations in Accordance with Resolution No. 01/NQ-DHDCD dated January 8, 2025*
- Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 20/01/2025 tại đường dẫn: <https://www.tanimex.com.vn/> ⇒ Quan hệ cổ đông/*This*

information was published on the company's website on 20/01/2025 (date), as in the link <https://www.tanimex.com.vn/> ⇒ Shareholder Information.

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

**Đại diện tổ chức/Organization
representative**

Người đại diện theo pháp luật/Legal representative

TỔNG GIÁM ĐỐC/CEO



TRẦN QUANG TRƯỜNG

Tài liệu đính kèm/Attached:

-Điều lệ và quy chế nội bộ về quản trị công ty/ Company charter and internal regulation on corporate governance

Nơi nhận/Recipient:

- Như trên/As above
- Lưu VT, ĐT&DA-NV.03/Save VT, DT&DA-NV.02



DECISION OF THE BOARD OF DIRECTORS

Regarding the promulgation of the 15th amended Charter of Organization and Operation and the 6th amended Internal Regulations on Corporate Governance

TAN BINH IMPORT - EXPORT JOINT STOCK CORPORATION BOD

- Pursuant to Business Registration Certificate No. 0301464904 issued by the Department of Planning and Investment of Hochiminh City for the first time on July 18, 2006, adjusted for the 17th time on January 25, 2019;
- Pursuant to the company charter amended for the 14th time on January 11, 2022;
- Pursuant to the resolution of the 2024 annual general meeting of shareholders No. 01/NQ-DHDCD dated January 8, 2025;

DECIDE



ARTICLE I : Issuing the 15th amended Charter of Organization and Operation and the 6th amended Internal Regulations on corporate governance of Tan Binh Import - Export Joint Stock Corporation (Tanimex) with the adjusted and supplemented contents approved by the General Meeting of Shareholders in the General Meeting of Shareholders' resolution No. 01/NQ-DHDCD dated January 8, 2025.

ARTICLE II : The 15th amended Charter of Organization and Operation and the 6th amended Internal Regulations on Corporate Governance take effect from the date of signing this decision.

ARTICLE III: Member of the Board of Directors, Board of General Directors; Human Resources Management Department; Department of Finance and Economics, Department of Investment and Project and other relevant departments and individuals are responsible for implementing this decision.

ON BEHALF OF THE BOARD OF DIRECTORS

Chairman of the Board

Place received by:

- As specified in Article III
- Archived : HC-HDQT

The stamp is circular with a red border. Inside, it contains the text: 'CÔNG TY CỔ PHẦN SẢN XUẤT KINH DOANH XUẤT NHẬP KHẨU DỊCH VỤ VÀ ĐẦU TƯ TÂN BÌNH' and 'Q. TÂN BÌNH TP. HỒ CHÍ MINH'. A blue ink signature is written over the stamp.

Nguyen Minh Tam

**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE
of TAN BINH IMPORT - EXPORT JOINT STOCK CORPORATION (Tanimex)
(6th Amendment)**

*(Issued under Resolution No. 01/2025/NQ-ĐHĐCĐ of the General Meeting of
Shareholders dated January 8, 2025)*

- Pursuant to the Law on Securities dated November 26, 2019;
- Pursuant to the Law on Enterprises dated June 17, 2020;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Charter of Tan Binh Production, Business, Import-Export, Services and Investment Joint Stock Company (Tanimex)
- Pursuant to Resolution of the General Meeting of Shareholders No. 01/2025/NQ-ĐHĐCĐ dated January 8, 2025.

The Board of Directors issues the Internal Regulations on corporate governance of Tan Binh Import - Export Joint Stock Corporation (Tanimex), including the following contents:

Article 1. Scope of regulation and applicable subjects

1. Scope of regulation: The internal regulations on corporate governance prescribes the contents on the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, the General Director; the order and procedures for the General Meeting of Shareholders; nomination, candidacy, election, dismissal and removal of members of the Board of Directors, the Audit Committee, the General Director and other activities as prescribed in the Company Charter and other current provisions of law.

2. Applicable subjects: This Regulation applies to members of the Board of Directors, members of the Audit Committee, the General Director and related persons.

Article 2. General meeting of shareholders

1. Roles, rights and obligations of the General Meeting of Shareholders:

1.1 The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the joint stock company.

1.2. The General Meeting of Shareholders has the following rights and obligations:

- a) Approving the company's development orientation;
- b) Decide on the types of shares and the total number of shares of each type that are allowed to be offered for sale; decide on the annual dividend rate for each type of shares;
- c) Elect, dismiss, remove members of the Board of Directors;
- d) Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the company's most recent financial statement, except in cases where the company's charter prescribes a different ratio or value;
- d) Decision to amend and supplement the Company Charter;
- e) Approval of annual financial statements;
- g) Decision to repurchase more than 10% of total sold shares of each type;
- h) Review and handle violations by members of the Board of Directors that cause damage to the company and its shareholders;
- i) Decision to reorganize and dissolve the company;
- k) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and subcommittees;
- l) Approve internal governance regulations; operating regulations of the Board of Directors;
- m) Approve the list of independent auditing companies; decide on the independent auditing company to conduct an inspection of the company's operations, and dismiss the independent auditor when deemed necessary (if any).
- n) The General Meeting of Shareholders approves the following contracts and transactions:
 - + Contracts and transactions between the company and related persons as prescribed in Clause 1, Article 167 of the Enterprise Law, with a value of [35%] of the total asset value recorded in the most recent financial statement.

- + Contracts, transactions of borrowing, lending, selling assets with a value greater than [10%] of the total value of the company's assets recorded in the most recent financial statement between the company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders.
- Shareholders are not allowed to vote in the following cases:
 - + Contracts specified in Clause 2 of this Article when that shareholder or a person related to that shareholder is a party to the contract;
 - + The repurchase of shares by that shareholder or by a person related to that shareholder, except in cases where the repurchase of shares is made in proportion to the ownership ratio of all shareholders or the repurchase is made through order matching transactions on the Stock Exchange or public offering in accordance with the provisions of law.

2. The order and procedures for the General Meeting of Shareholders to adopt resolutions by voting at the General Meeting of Shareholders include the following main contents :

a) Authority to convene the General Meeting of Shareholders;

- The Board of Directors convenes annual and extraordinary meetings of shareholders.

b) Prepare a list of shareholders entitled to attend the meeting;

- The person convening the General Meeting of Shareholders shall prepare a List of Shareholders entitled to attend the General Meeting of Shareholders based on the List of shareholders established by Viet Nam Securities Depository and Clearing Corporation at the time of record date.
- The list of shareholders entitled to attend the General Meeting of Shareholders is prepared within ten (10) days before the date of issuance of the notice of invitation to the General Meeting of Shareholders.

c) Notification of the record date for determining the list of shareholders eligible to attend the General Shareholders' Meeting;

- The company shall publish information of the record date for determining the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date.
- Notification of the record date for determining the list of shareholders eligible to attend the General Shareholders' Meeting is published on the website of the company, the State Securities and the Stock Exchange.

d) Notice of convening the General Meeting of Shareholders;

- The meeting invitation must include the name, head office address, company code; name, permanent address of shareholders; time and place of meeting, method of registration to attend the General Meeting of Shareholders and other requirements for meeting attendees.
- The notice of the General Meeting of Shareholders shall be sent to all shareholders on the list of shareholders entitled to attend the meeting by means of guarantee, and shall be published on website of the Company and the State Securities, the Stock Exchange at least twenty-one (21) days before the opening date of the General Meeting of Shareholders (from the date on which the notice is sent or transferred in a valid manner, the postage is paid or it is put in the mailbox). The meeting agenda and documents related to the issues to be voted on at the meeting shall be sent to the shareholders and/or posted on the company's electronic information page. In case the documents are not sent with the notice of the General Meeting of Shareholders, the meeting invitation must clearly state the link to all meeting documents so that shareholders can access them, and these meeting documents shall be updated with amendments and supplements (if any) until the end of the General Meeting of Shareholders;
- Documents include:
 - + Meeting invitation
 - + Meeting agenda, documents used in the meeting;
 - + List and details of candidates in case of election of members of the Board of Directors;
 - + Voting card;
 - + Form of appointment of authorized representative to attend meeting;
 - + Draft resolutions for each issue on the agenda.

d) Agenda and content of the General Meeting of Shareholders: the person convening the General Meeting of Shareholders is responsible for preparing the agenda and content of the General Meeting of Shareholders; regulations on shareholders' proposals to be included in the meeting agenda; Time and location of the General Meeting of Shareholders;

e) Authorization to attend the General Meeting of Shareholders:

- Shareholders who have the right to attend the General Meeting of Shareholders as prescribed by law may authorize individuals or organizations to attend as their

representatives. In case there is more than one authorized representative, the number of shares and votes authorized for each representative must be specifically determined.

- The authorization for a representative to attend the General Meeting of Shareholders must be made in writing according to the Company's form and must be signed according to the following provisions:
 - + In case an individual shareholder is the principal, the authorization letter must be signed by that shareholder and the individual or legal representative of the organization authorized to attend the meeting;
 - + In case the institutional shareholder is the principal, the authorization letter must be signed by the authorized representative, the legal representative of the institutional shareholder and the individual, the legal representative of the organization authorized to attend the meeting;
 - + In other cases, the authorization letter must be signed by the legal representative of the shareholder and the person authorized to attend the meeting.
- The person authorized to attend the General Meeting of Shareholders must submit the authorization document when registering to attend the meeting before entering the meeting room.
- Other contents related to authorization: implemented according to Article 19 of the Company Charter.

g) How to register to attend the General Meeting of Shareholders:

- Before the opening of the meeting, the Company must carry out the shareholder registration procedure and must carry out the registration until all shareholders entitled to attend the meeting are present and registered. Shareholders attending the meeting must bring the documents specified in the Notice of the General Meeting of Shareholders to confirm their status as delegates. The case of registering to attend the meeting online is specified in detail by the Company in Appendix 01 of the Regulations on instructions for attending the General Meeting of Shareholders online and voting electronically attached to this regulation.
- Registration is carried out at the venue of the General Meeting of Shareholders.
- When registering to attend, shareholders or authorized representatives with voting rights (hereinafter referred to as delegates) shall check the Voting Card, which shows the registration number, full name of the shareholder or full name

of the authorized representative and the number of votes of that shareholder. In case of loss; shareholders or authorized representatives shall request the company to issue a new Voting Card.

- Delegates who arrive late to the General Meeting of Shareholders have the right to register immediately and then have the right to participate and vote at the meeting. The Chairman is not responsible for stopping the meeting to allow late delegates to register and the validity of any voting that has already taken place before the late delegates attended is not affected.
- Attend and vote via online conference, electronic voting or other electronic forms as prescribed in Appendix 01 of the Regulations on attending online General Meeting of Shareholders and electronic voting attached to these Regulations.

h) Conditions for holding a General Meeting of Shareholders:

- The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents **more than [50%]** total number of voting shares.
- In case there is not enough number of delegates required within thirty (30) minutes from the time of determining the opening of the meeting, the convener shall cancel the meeting. The General Meeting of Shareholders must be reconvened within thirty (30) days from the date of the first General Meeting of Shareholders. The second General Meeting of Shareholders shall only be held when the number of shareholders attending the meeting represents **at least 33%** of the total number of shares with voting rights.
- In case the second meeting cannot be held due to the lack of sufficient delegates within thirty (30) minutes from the scheduled opening time of the meeting, the third General Meeting of Shareholders may be convened within twenty (20) days from the scheduled date of the second meeting. In this case, the meeting shall be held regardless of the total number of votes of the attending shareholders, shall be considered valid and shall have the right to decide all matters expected to be approved at the first General Meeting of Shareholders.

i) Form of passing resolutions of the General Meeting of Shareholders:

- The General Meeting of Shareholders adopts resolutions within its authority by voting at meetings (including in-person and online meetings) or by obtaining written opinions.

- Pursuant to Clause 1, Article 25 of the Company Charter, resolutions of the General Meeting of Shareholders on the following matters may be passed by way of written opinion:
 - + Amend and supplement the contents of the Company Charter;
 - + Company development orientation;
 - + Types of shares and total number of shares of each type;
 - + Elect (including additional election), dismiss, remove members of the Board of Directors;
 - + Decision to invest or sell assets with a value equal to or greater than 35% of the total asset value recorded in the company's most recent Financial Statement, or another smaller ratio or value as prescribed by the company's Charter;
 - + Through the Annual Financial Report;
 - + Reorganization, dissolution of the company.

k) Voting method:

- The General Meeting of Shareholders elects the Vote Counting Committee upon the proposal of the meeting chairman.
- Meeting registrants will use the issued Voting Card to vote on each issue to be voted on in the meeting agenda.
- The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by first collecting "approve" voting cards, then collecting "disapprove" voting cards and "no opinion" voting cards.
- Shareholders or authorizer who arrive after the meeting has opened shall be registered and shall have the right to vote immediately after registration. The chairperson shall not stop the meeting for latecomers to register. In this case, the validity of votes already taken shall not be affected.
- Shareholders can choose to vote by directly voting in the sealed ballot box at the General Meeting of Shareholders or voting electronically at the online General Meeting of Shareholders depending on the form of organization of the meeting stated in the notice convening the General Meeting of Shareholders.
- Direct voting: The voting card and election ballot are printed, stamped and sent directly to the delegates at the meeting by the Company (attached with the documents for attending the General Meeting of Shareholders). The voting card and election ballot clearly state the delegate's code, full name, number of shares owned and authorized to vote of that delegate.

- Electronic voting: is specified in detail in the regulations guiding participation in online shareholders' meetings and conducting electronic voting.
- Voting to elect members of the Board of Directors (except for the mid-term election of additional members of the Board of Directors due to a vacancy in the number of Board of Directors) must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to accumulate all their votes for one or several candidates.
- + Based on the number of approved members of the Board of Directors, the elected candidates will be counted according to the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members required to be elected is sufficient and must ensure the minimum number of independent members of the Board of Directors according to the provisions of law and the Charter.
- + Candidates elected to the Board of Directors must have at least one (01) vote. The percentage of votes is calculated by the total number of votes for the candidate compared to the total number of shares owned by the total number of ballots collected.
- + To ensure the minimum number of independent Board members as per Clause 2, Article 30 of the Charter, independent candidates will be selected first (calculated from the number of votes from high to low for independent candidates only). After selecting enough independent Board members, the selection of the remaining Board members will be calculated from the number of votes from high to low (including the remaining non-independent and independent Board candidates).
- Voting to elect additional members of the Board of Directors will be conducted by voting "Approve", "Disapprove"; "No opinion".

l) Method of counting votes:

- The counting committee will re-check the number of voting cards collected against the number of voting cards issued.
- Conduct a vote count of votes in favor of the resolution first, then conduct a vote count of votes against and votes with no opinion.

m) Conditions for the resolution to be passed:

- Resolutions on the following contents shall be passed if approved by shareholders representing **65%** or more of the total votes of all shareholders attending the meeting, specifically including:
 - + Types of shares and total number of shares of each type;
 - + Change of industry, profession and business field;
 - + Change the company's management structure;
 - + Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the company's most recent financial report, unless the company's charter stipulates a different ratio or value;
 - + Reorganization, dissolution of the company;
 - Resolutions on the following contents are passed when approved **by more than [50%]** of the total votes of all shareholders attending the meeting:
 - + Approve annual financial statements;
 - + Short and long term development plans of the Company;
 - + Dismissal, removal and replacement of members of the Board of Directors and reporting on the Board of Directors' appointment of the General Director
 - Election of members of the Board of Directors: except for the case of electing additional members of the Board of Directors (arising in the middle of the term when the number of members is deficient due to dismissal/removal of members of the Board of Directors), it must be carried out by the cumulative voting method, according to which each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to concentrate all or part of their total votes on one or several candidates.
- n) Announcement of vote counting results: the vote counting results will be announced by the chairman immediately before the closing of the meeting.**
- o) Method of Objecting to the resolution of the General Meeting of Shareholders (as prescribed in Article 132 of the Law on Enterprises);**
- In case a shareholder votes against the resolution on the reorganization of the company or changes in the rights and obligations of shareholders as stipulated in the company's charter, he/she has the right to request the company to repurchase his/her shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended selling

price, and the reason for requesting the company to repurchase. The request must be sent to the company within 10 days from the date the General Meeting of Shareholders adopt the resolution on the matters stipulated in this clause.

- The Company must repurchase shares at the request of shareholders as prescribed in Clause 1 of this Article at market price or price calculated according to the principles prescribed in the Company Charter within 90 days from the date of receipt of the request. In case of failure to reach an agreement on the price, the parties may request a professional valuation organization to determine the price. The Company shall introduce at least 03 professional valuation organizations for shareholders to choose from and that choice shall be the final decision.

p) Making minutes of the General Meeting of Shareholders : comply with Article 26 of the Charter, specifically:

- Minutes of the General Meeting of Shareholders must be recorded and may be audio-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese, and may also be prepared in English, and contain the following main contents:
 - + Name, head office address, business registration number;
 - + Time and place of the General Meeting of Shareholders;
 - + Meeting agenda and content;
 - + Full name of the chairman and secretary;
 - + Summarize the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
 - + Number of shareholders and total number of votes of shareholders attending the meeting, appendix of list of shareholders registered, shareholder representatives attending the meeting with corresponding number of shares and votes;
 - + Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding ratio to the total number of votes of shareholders attending the meeting;
 - + Issues passed and corresponding percentage of votes passed;
 - + Signature of the chairman and secretary.
- Minutes made in Vietnamese and English have the same legal effect. In case of any difference in the content of the minutes in Vietnamese and English, the content in the minutes in Vietnamese shall prevail.

- Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairman and secretary of the meeting must be jointly responsible for the truthfulness and accuracy of the content of the minutes.
- Minutes of the General Meeting of Shareholders are considered authentic evidence of the work conducted at the General Meeting of Shareholders unless there are objections to the content of the minutes submitted in accordance with prescribed procedures within ten (10) days from the date of sending the minutes.
- Minutes of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting with shareholders' signatures, authorization letter to attend the meeting and related documents must be kept at the Company's head office.

q) Announcement of Resolution of General Meeting of Shareholders:

Minutes of the meeting (or Minutes of the vote counting) and Resolutions of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the end of the meeting. At the same time, the Company must disclose information within 24 hours to state management agencies in accordance with the provisions of law.

3. The order and procedures for the General Meeting of Shareholders to pass resolutions by obtaining written opinions include the following main contents:

a) Cases where written opinions are collected : contents of written shareholder opinions collection according to Clause 1, Article 25 of the Company Charter, specifically as follows:

- + Amend and supplement the contents of the Company Charter;
- + Company development orientation;
- + Types of shares and total number of shares of each type;
- + Elect (including additional election), dismiss, remove members of the Board of Directors;
- + Decision to invest or sell assets with a value equal to or greater than 35% of the total asset value recorded in the company's most recent Financial Statement, or another smaller ratio or value as prescribed by the company's Charter;
- + Approve the Annual Financial Statement;
- + Reorganization, dissolution of the company.

b) Procedures for the General Meeting of Shareholders to pass a Resolution by obtaining written opinions: the steps for obtaining written opinions of shareholders are as follows:

- ❖ *Prepare Documents:*
 - The Board of Directors must prepare: Voting forms, draft resolutions of the General Meeting of Shareholders and documents explaining the draft resolutions. The Board of Directors must ensure that the documents are sent and published to shareholders within a reasonable time for consideration and voting and must be sent at least ten (10) days before the deadline for receiving voting forms.
- ❖ *The opinion form must have the following main contents:*
 - Name, head office address, business registration number;
 - Purpose of consultation;
 - Full name, permanent address, nationality, Citizen Identification Card number, Identity Card, Passport or other legal personal identification of the individual shareholder; name, enterprise code or establishment decision number, head office address of the organizational shareholder or full name, permanent address, nationality, Citizen Identification Card number, Identity Card, Passport or other legal personal identification of the authorized representative of the organizational shareholder; number of shares of each type and number of votes of the shareholder;
 - Issues requiring consultation to pass decisions;
 - Voting options include approval, disapproval and no opinion on each issue being voted on;
 - Deadline for returning completed opinion forms to the Company;
 - Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company.
- ❖ *Notice of record date of the shareholder list to collect shareholders' opinions in writing:* The Company announces information of record date of a shareholder list to collect shareholders' opinions in writing according to regulations.
- ❖ *Make a list of shareholders to collect shareholders' opinions in writing*
 - The list of shareholders to be consulted in writing is carried out similarly to the General Meeting of Shareholders.
- ❖ *Send documents and ballots to shareholders:*

- The opinion form along with the draft decision and explanatory documents must be sent by guaranteed method to the registered address of each shareholder.
- The Board of Directors must ensure that documents are sent and published to shareholders within a reasonable time for consideration and voting and must be sent at least ten (10) days before the deadline for receiving voting ballots.

❖ *Receive shareholder feedback form*

- The completed ballot must be signed by the individual shareholder, or the legal representative of the organization shareholder or the individual, or the authorized legal representative of the organization.
- The opinion form can be sent to the Company in the following forms:
 - Mailing: Voting forms sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;
 - Fax or email: Voting forms sent to the Company via fax or email must be kept confidential until the time of vote counting.
- Voting ballots received by the Company after the deadline specified in the voting ballot or opened in the case of mailing or announced before the vote counting time in the case of faxing or emailing are invalid. Voting ballots that are not returned are considered as non-voting ballots.

❖ *Vote Counting and Minutes of Vote Counting*

- The Board of Directors shall count the votes and prepare minutes of the vote counting in the presence of the person in charge of corporate governance or of a shareholder who is not a business manager.
- The vote counting minutes must have the following main contents:
 - Name, head office address, business registration number;
 - Purpose and issues to be consulted to pass the resolution;
 - Number of shareholders with total number of votes participated in voting, in which distinguishing between valid and invalid votes and method of sending votes, with appendix of list of shareholders participating in voting;
 - Total number of votes for, against and abstentions on each issue;
 - The issues have been resolved;
 - Full name and signature of the Chairman of the Board of Directors, the legal representative of the Company, the vote counter and the vote counting supervisor.

- ❖ Approval of the resolution of the General Meeting of Shareholders: The resolution is approved by collecting shareholders' opinions in writing if approved by the number of shareholders owning **more than [50%]** of the total number of votes of all shareholders with voting rights; The resolution has the same value as the resolution approved at the General Meeting of Shareholders.
- ❖ Document storage: The completed ballots, vote counting minutes, passed resolutions and related documents attached to the ballots must all be kept at the Company's head office.

4. **The order and procedures for the General Meeting of Shareholders to pass resolutions in the form of online conferences** are specifically stipulated in Appendix 1 "Regulations on attending the online General Meeting of Shareholders and conducting electronic voting of Tan Binh Investment, Service and Import-Export Production and Trading Joint Stock Company" attached to these Regulations.

5. **The order and procedures for the General Meeting of Shareholders to pass resolutions in the form of a combined in-person and online conference** are specified in Appendix 2 "Regulations on attending the General Meeting of Shareholders in the form of a combined in-person and online conference of Tan Binh Production, Trading, Import-Export, Services and Investment Joint Stock Company" attached to this Regulation.

Article 3. Board of Directors

1. Roles, rights and obligations of the Board of Directors, responsibilities of Board of Directors members (including the right to information of Board of Directors members): specifically stipulated in Article 31 of the Company Charter.

2. Nomination, candidacy, election, dismissal and removal of members of the Board of Directors include the following main contents:

a) Term and number of members of the Board of Directors:

- Board of Directors term : 05 years
- Number of members : 06 people

b) Structure, standards and conditions of members of the Board of Directors;

- ❖ Board of Directors' membership structure: the total number of independent members of the Board of Directors is 02 members (one-third (1/3) of the total number of Board of Directors' members)
- ❖ *Standards and conditions of Board of Directors members:* Board of Directors members must have the following standards and conditions:

- Standards and conditions of Board of Directors members:
 - + Have full civil capacity and not be prohibited from managing an enterprise according to the provisions of the Law on Enterprises.
 - + Have qualifications, business expertise and organizational management skills to manage an enterprise.
 - + Good health, good moral qualities, honest, integrity, and understanding of the law.
 - + Not to be a member of the Board of Directors at more than 05 other public companies at the same time.
 - + Other conditions as prescribed by law.
- Standards for independent board members:
 - + Not a person currently working for the company or its subsidiaries; not a person who has worked for the company or its subsidiaries for at least the previous 3 consecutive years.
 - + Not a person receiving salary or remuneration from the company, except for allowances that Board of Directors members are entitled to according to regulations;
 - + Not being a person whose wife or husband, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the company; Not being a manager of the company or a subsidiary of the company;
 - + Not being a person who directly or indirectly owns at least 1% of the total voting shares of the company;
 - + Not a person who has been a member of the Board of Directors or Supervisory Board of the company for at least the previous 5 consecutive years (except in the case of being appointed for 2 consecutive terms);
- The Chairman of the Board of Directors cannot concurrently hold the position of General Director.

c) Nominate and run for membership of the Board of Directors;

- ❖ Shareholders holding common shares from **[10]% of the total number of shares** specified in Clause 5, Article 15 of the company's charter have the right to aggregate voting rights to nominate candidates for the Board of

Directors, specifically as follows:

- + Shareholders or groups of shareholders holding from 10% to less than 20% of total voting shares: may nominate one (01) candidate;
- + Shareholders or groups of shareholders holding from 20% to less than 40% of total voting shares: may nominate a maximum of two (02) candidates;
- + Shareholders or groups of shareholders holding 40% or more of total voting shares: may nominate up to three (03) candidates.
- ❖ Common shareholders voluntarily gather into groups that satisfy the prescribed conditions to nominate people for the Board of Directors. This group meeting must be notified to the Board of Directors and shareholders attending the General Meeting of Shareholders before the opening of the General Meeting of Shareholders.
- ❖ In case the number of candidates for the Board of Directors for nomination and candidacy is still not enough, the current Board of Directors may nominate additional candidates as prescribed in item g) clause 2 of this Article 3. The procedure for the current Board of Directors to introduce candidates for the Board of Directors must be clearly announced and must be approved by the General Meeting of Shareholders before the nomination is made in accordance with the provisions of law.

d) Method of electing members of the Board of Directors:

- The election of members of the Board of Directors (except for the mid-term election of additional members of the Board of Directors) must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to accumulate all or part of their total votes for one or several candidates.
- The ballots are prepared by the Organizing Committee, containing the list of candidates, the total number of votes of shareholders, and the Company's seal.
- Shareholders receive ballots and write down the number of votes for their chosen candidates. A valid ballot must not be erased, crossed out, have additional content written on it, or vote for more members of the Board of Directors than are allowed to be elected.
- The elected members of the Board of Directors are determined by the number

of votes from high to low, starting from the candidate with the highest number of votes until the number of Board of Directors is sufficient (ensuring the minimum ratio of independent Board of Directors) as prescribed in the Company's Charter. The elected members of the Board of Directors must have at least one (01) vote. To ensure the minimum number of independent Board of Directors, independent candidates will be selected first (calculated from the number of votes from high to low for independent candidates only). After selecting the sufficient number of independent Board of Directors, the selection of the remaining Board of Directors will be calculated from the number of votes from high to low (including non-independent and remaining independent Board of Directors candidates). In case there are 02 or more candidates receiving the same number of votes for the final member of the Board of Directors, a re-election will be held among the candidates with the same number of votes or selection will be made according to the election regulations criteria.

d) Cases of dismissal, removal and addition of members to the Board of Directors:

- A member of the Board of Directors shall be dismissed in the following cases:
 - + Not meeting the standards and conditions as prescribed in Article 155 of the Enterprise Law 2020.
 - + Have a resignation letter and it is accepted
 - + Death, loss of citizenship, criminal prosecution or imprisonment...
 - + The company went bankrupt and dissolved.
- A member of the Board of Directors may be dismissed in the following cases:
 - + Not participating in the activities of the Board of Directors for 06 (six) consecutive months, except in cases of force majeure.
 - + A shareholder is an organization that ceases operations or that shareholder changes its authorized representative who is a member of the Board of Directors.

e) Notice of election, dismissal and removal of members of the Board of Directors:

After the decision to elect, dismiss or remove a member of the Board of Directors is made, the Company is responsible for disclosing information on the Company's website and to state management agencies in accordance with the procedures and regulations of law.

g) Method of introducing candidates for Board of Directors:

- The Board of Directors convenes a meeting of the Board of Directors on the election of Board members to disseminate the election content: the number and structure of Board members, the criteria for candidates participating in the election, the nomination and candidacy methods according to the provisions in items a, b, c, clause 2, article 3 of this Regulation. The election will be carried out at the nearest General Meeting of Shareholders.
- The Company shall issue an announcement on the election of members of the Board of Directors, clearly stating the reasons for the election, the number, criteria and method of election, procedures for nomination, etc.
- The Board of Directors compiles a list of candidates through nomination, candidacy and assessment of information about each candidate to ensure that candidates meet the requirements and standards to become a member of the Board of Directors according to regulations.
- In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough, the Board of Directors will prepare a list of candidates according to the following criteria:
 - + Number of candidates: is the number remaining after compiling the list of valid candidates through nomination and candidacy in item a, clause 2, Article 3 hereof.
 - + Candidates introduced by the Board of Directors must be approved by a majority of current Board members.
 - + Candidates introduced by the Board of Directors must ensure minimum conditions and standards as prescribed in the Law on Enterprises.

h) Election, dismissal, removal of the Chairman of the Board of Directors:

- ❖ Election of Chairman of the Board of Directors:
 - The Chairman of the Board of Directors is elected from among the members of the Board of Directors.
 - The Chairman of the Board of Directors is elected at the first meeting of the 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 case there is more than one member with the highest number of votes or the highest percentage of votes and equal, the members shall vote by majority to select one of them to convene the meeting of the Board of Directors.

- The first meeting of the Board of Directors shall be held within 07 working days from the date of completion of the election of the Board of Directors for that term.
- The Chairman of the Board of Directors cannot concurrently hold the position of General Director.
- ❖ Dismissal, removal of Chairman of the Board of Directors:
 - The Chairman of the Board of Directors shall be dismissed in the following cases:
 - + Not meeting the standards and conditions to be a member of the Board of Directors as prescribed in Article 155 of the Law on Enterprises 2020 ;
 - + Have a resignation letter and it is accepted;
 - ❖ The election, dismissal and removal of the Chairman of the Board of Directors shall be carried out upon a decision of the Board of Directors, which shall be approved by voting at a meeting of the Board of Directors.

3. Remuneration and other benefits of Board of Directors members : specifically stipulated in Article 32 of the Company Charter, specifically:

- Members of the Board of Directors (excluding authorized representatives) receive remuneration for their work as members of the Board of Directors. The total remuneration for the Board of Directors is decided by the General Meeting of Shareholders. This remuneration is divided among the members of the Board of Directors according to the agreement in the Board of Directors or divided equally in case of no agreement.
- The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, stock purchase rights and other benefits received from the Company, its subsidiaries, affiliated companies and other companies in which the Board of Directors represents the capital contribution, must be disclosed in detail in the Company's Annual Report. The remuneration of Board of Directors members must be shown as a separate item in the Company's Annual Financial Report.
- A member of the Board of Directors holding an executive position or a member of the Board of Directors serving on a subcommittee of the Board of Directors or performing other duties which, in the opinion of the Board of Directors, are outside the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a

lump sum, salary, commission, percentage of profits or in other forms as determined by the Board of Directors.

- Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, meals and other reasonable expenses incurred by them in performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.

4. Order and procedures for organizing Board of Directors meetings:

a) *Number of meetings* : quarterly meetings, minimum 04 meetings a year.

b) *Cases where extraordinary meetings of the Board of Directors must be convened*: in addition to regular quarterly meetings, during operations, if there are issues arising within the authority of the Board of Directors to approve, a meeting must be convened for approval.

c) *Notice of Board of Directors meeting*:

- Notice of Board of Directors meeting must be sent to Board members at least 05 working days before the meeting date.
- Notice of the Board of Directors meeting must include the time, location, agenda, content of the issues discussed, along with necessary documents on the issues discussed and voted on at the meeting and voting ballots for members of the Board of Directors who cannot attend the meeting.
- Meeting notices are sent by mail, fax, email or other means, but must be guaranteed to reach the contact address of each member of the Board of Directors registered with the Company.
 - + A member of the Board of Directors may refuse a meeting invitation in writing, and such refusal may be changed or revoked in writing by that member of the Board of Directors.
 - + A member of the Board of Directors may request additional meeting agenda content by letter, fax, email or other means to the Chairman of the Board of Directors or the convener.

d) *Right to attend Board of Directors meetings of Audit Committee members* : invited to attend regular meetings of the Board of Directors.

d) *Conditions for holding Board of Directors meetings*:

- Board of Directors meetings can only be held and decisions passed when at

least 3/4 (three-quarters) of the Board of Directors members are present in person or through a representative (authorized person).

- In case the number of members attending the meeting is not sufficient as prescribed, the meeting must be reconvened within seven (7) days from the date of the first scheduled meeting. The reconvened meeting will be held if more than half (1/2) of the members of the Board of Directors attend the meeting.
- A member of the Board of Directors may only authorize another person to attend the meeting if approved by a majority of the Board of Directors members.

e) *Voting method:*

- The Board of Directors adopts resolutions/decisions in the following ways:
 - + Voting at a live meeting or online meeting;
 - + Get comments in writing or by email.
- Each member of the Board of Directors has one vote.

g) *Method of passing resolutions of the Board of Directors:*

- The Board of Directors adopts Resolutions/Decisions and issues resolutions based on the approval of the majority of the Board of Directors members attending the meeting. In case the number of votes for and against are equal, the vote of the Chairman of the Board of Directors is the deciding vote.
- Resolutions/Decisions in the form of written or electronic voting are passed based on the approval of the majority of the Board of Directors members with voting rights. This resolution has the same effect and value as a resolution passed at a meeting.

h) *Authorization of another person to attend the meeting of a member of the Board of Directors:*

A member of the Board of Directors may authorize another person to attend meetings and vote if approved by a majority of the Board of Directors.

i) *Prepare minutes of Board of Directors meetings:*

- Meetings of the Board of Directors must be recorded in minutes and may be recorded, voice recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may be prepared in a foreign language, with the main contents of the meeting minutes including:

- + Name, head office address, business registration number;
- + Purpose, agenda and content of the meeting;
- + Time and place of meeting;
- + Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reason;
- + Issues discussed and voted on at the meeting;
- + Summarize the opinions of each member attending the meeting in chronological order;
- + Voting results, clearly stating the members who approve, disapprove and have no opinion;
- + The issues have been resolved;
- + Full name, signature of the chairman and the person taking the minutes.

k) In case the chairperson, secretary/minutes taker refuses to sign the minutes of the Board of Directors' meeting, but if all other members of the Board of Directors attend and agree to sign the minutes and have full content as prescribed (refer to Clause 2, Article 158 of the Law on Enterprises 2020), then these minutes shall be valid. The meeting minutes shall clearly state that the chairperson and minute taker refuse to sign the minutes of the meeting. The person who signs the minutes of the meeting shall be jointly responsible for the accuracy and truthfulness of the content of the minutes of the Board of Directors' meeting. The chairperson and minute taker shall be personally responsible for any damage caused to the enterprise due to their refusal to sign the minutes of the meeting in accordance with the provisions of this Law, the Company's Charter and relevant laws.

l) *Notification of resolutions and decisions of the Board of Directors:* After issuing the Resolution/Decision of the Board of Directors, the Company is responsible for disclosing information on the Company's website and to state management agencies in accordance with current procedures and regulations.

5. Audit Committee under the Board of Directors:

a) Rights and obligations of the Audit Committee:

- The audit committee has the following powers:
 - Have the right to access documents related to the Company's operations, discuss with other members of the Board of Directors, the General Director,

Chief Accountant and other managers to collect information for the Audit Committee's operations.

- Has the right to request representatives of approved auditing organizations to attend and answer questions related to audited financial statements at meetings of the Audit Committee.
 - Use outside legal, accounting or other advice as needed.
 - Develop and submit to the Board of Directors policies on risk detection and management; propose to the Board of Directors solutions to handle risks arising in the Company's operations.
 - Prepare a written report to the Board of Directors when discovering that a member of the Board of Directors, the Director (General Director) and other managers do not fully perform their responsibilities as prescribed in the Law on Enterprises and the Company Charter.
 - Develop the Audit Committee's operating regulations and submit them to the Board of Directors for approval.
- Obligations of the Audit Committee: as prescribed in Section 3.1, Clause 3, Article 37 of the Charter and Article 161 of the Enterprise Law 2020

b) Nomination and nomination of members of the Audit Committee:

- ❖ Term: 05 years; number of members is 03 people
- ❖ Standards and structure of the Audit Committee:
 - The Chairman of the Audit Committee must be an independent member of the Board of Directors.
 - Audit Committee members must be non-executive directors.
 - Audit Committee members must have knowledge of accounting and auditing, have general understanding of the law and operations of the company and must not fall into the following cases:
 - + Work in the accounting and finance department of the company;
 - + Be a member or employee of an auditing organization approved to audit the company's financial statements for the previous 3 consecutive years.
 - The Chairman of the Audit Committee must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, unless the Company Charter stipulates other, higher standards.

❖ Nomination, nomination, Audit Committee member:

- Board members who meet the criteria may run for or be nominated to serve as members of the Audit Committee.
- The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.

c) Activities of the Audit Committee:

- The audit committee must meet at least twice a year.
- Minutes of the Audit Committee meetings are detailed and clear. The person taking the minutes and the Audit Committee members attending the meeting must sign the minutes of the meeting. Minutes of the Audit Committee meetings must be fully kept.

6. Subcommittees of the Board of Directors :

- The Board of Directors may establish a subcommittee to be responsible for development policies, personnel, remuneration, internal audit, and risk management. The number of members of the subcommittee shall be decided by the Board of Directors, with a minimum of [03 people] including members of the Board of Directors and external members. [Independent members of the Board of Directors/non-executive members of the Board of Directors should make up the majority of the subcommittee and one of these members shall be appointed as Head of the subcommittee according to the decision of the Board of Directors.] The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee shall only be effective when the majority of members attend and vote for it at the subcommittee meeting.

7. Selection, appointment and dismissal of the person in charge of corporate governance: :

a) Standards of the person in charge of corporate governance:

- Have knowledge of the law;
- Not to concurrently work for an independent auditing company that is auditing the Company's financial statements;

b) Appointment of the Corporate Governance Officer:

The Board of Directors shall appoint at least one (01) person as the Corporate Governance Officer to support the effective conduct of corporate governance activities. The term of office of the Corporate Governance Officer shall be decided

by the Board of Directors, with a maximum of five (05) years.

c) Cases of dismissal of the Corporate Governance Officer: The Board of Directors may dismiss the Corporate Governance Officer when necessary but not contrary to current labor laws. The Board of Directors may appoint an Assistant to the Corporate Governance Officer from time to time.

d) Notice of appointment or dismissal of the person in charge of corporate governance: The company must disclose unusual information within 24 hours of announcing the new appointment or dismissal of the person in charge of corporate governance.

d) Rights and obligations of the person in charge of corporate governance:

- Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;
- Prepare Board of Directors meetings and General Meetings of Shareholders as required by the Board of Directors;
- Advice on meeting procedures;
- Attend meetings;
- Consulting on procedures for preparing resolutions of the Board of Directors in accordance with legal regulations;
- Provide financial information, copies of Board of Directors meeting minutes and other information to members of the Board of Directors and the Audit Committee;
- Monitor and report to the Board of Directors on the company's information disclosure activities.
- Keep information confidential according to the provisions of law and the Company Charter;
- Other rights and obligations as prescribed by law and the Company Charter.

Article 5. General Director

1. Roles, responsibilities, rights and obligations of the General Director:

1.1. Responsibilities:

- a) The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these levels when requested.

- b) The General Director must manage the daily business of the company in accordance with the provisions of law, the Company Charter, the labor contract signed with the company and the resolutions and decisions of the Board of Directors. In case of management contrary to the provisions of this clause causing damage to the company, the Director or General Director must be responsible before the law and must compensate the company for the damage.

1.2. Rights and obligations of the General Director:

- a) Decide on matters related to the company's daily business operations that are not under the authority of the Board of Directors;
- b) Organize the implementation of resolutions and decisions of the Board of Directors;
- c) Organize the implementation of the company's business plan and investment plan;
- d) Proposing organizational structure plan and internal management regulations of the company;
- d) Appoint, dismiss, and remove management positions in the company, except for positions under the authority of the Board of Directors;
- e) Decide on salaries and other benefits for employees in the company, including managers under the appointment authority of the Director or General Director;
- g) Labor recruitment;
- h) Proposing plans to pay dividends or handle business losses;
- i) Other rights and obligations as prescribed by law, the Company Charter and resolutions and decisions of the Board of Directors.
- j) On September 30 of each year, submit to the Board of Directors for approval a detailed business plan for the following fiscal year on the basis of meeting the requirements of the appropriate budget as well as the five (05) year financial plan;
- k) Prepare the Company's long-term, annual and quarterly budgets (hereinafter referred to as the budget) to serve the Company's long-term, annual and quarterly management activities according to the business plan. The annual budget (including the balance sheet, income statement and expected cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Company's regulations;

- l) Other rights and obligations as prescribed by law, this Charter, internal regulations of the Company, resolutions of the Board of Directors, and labor contracts signed with the Company.

2. Appointment, dismissal, signing and termination of contract with the General Director:

a) Term of office, standards and conditions of the General Director:

- ❖ Term: The term of the General Director shall not exceed five (05) years and may be reappointed. The appointment may expire based on the provisions of the employment contract.
- ❖ Standards and conditions: In addition to the provisions in Clause 5, Article 162 of the Law on Enterprises, the General Director must also meet the following standards and conditions:
 - Have sufficient knowledge and experience in Company management: University degree or higher, have experience in management and operations in the Company's main business fields.
 - Good health, good moral character, understanding of the law.
 - Other provisions as prescribed by law.
 - Depending on each stage of the Company's development, the standards and conditions of the General Director are decided by the Board of Directors.

b) Candidacy, nomination, appointment of General Director:

- The Board of Directors appoints a member of the Board of Directors or hires another person to be the Director or General Director. The appointed person must meet the standards and conditions specified in this charter and regulations.
- The Chairman of the Board of Directors signed the decision to appoint the General Director.

c) Signing a labor contract with the General Director:

- After the Board of Directors has decided to appoint the General Director, the Chairman of the Board of Directors signs a labor contract with the General Director. The content of the labor contract is in accordance with the provisions of the labor contract law and the agreements are not contrary to the provisions of the law.

d) Dismissal, removal, termination of labor contract of General Director:

- The Board of Directors may dismiss or remove the General Director when the majority (over 50%) of the Board members attending the meeting have the right to vote in favor and appoint a new General Director to replace him.
 - The General Director may be dismissed by the Board of Directors in the following cases:
 - + Due to work needs, personnel transfers and rotation of the Company;
 - + Due to health not ensuring to continue working;
 - + Other cases permitted by law
 - The General Director may be dismissed by the Board of Directors in the following cases:
 - + Failure to complete tasks or violation of Company rules and regulations;
 - + Violating the law but not to the extent of being prosecuted or not to the extent of being forced to terminate the labor contract;
 - + And other cases permitted by law.
 - After the decision to dismiss or remove the General Director is made, the Chairman of the Board of Directors issues a decision to terminate the labor contract with the General Director.
- d) Notice of appointment, dismissal, contract signing, contract termination for the General Director: the company must announce unusual information 24 hours a day according to regulations and post it on the company's website.
- e) Salary and other benefits of the General Director:
- The remuneration, salary and other benefits of the General Director are decided by the Board of Directors and specifically stipulated in the Labor Contract.
 - The remuneration, salary and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, shown as a separate item in the Annual Financial Report and stated in the Company's Annual Report.

Article 6. Other activities

1. Coordination of activities between the Board of Directors, Audit Committee and General Director:

- a) Procedures and order of convening and notifying meetings between the Board of Directors, the Audit Committee and the General Director: The Board of Directors shall

send meeting notices to the Audit Committee and the General Director at least 05 days before the meeting date.

b) Notification of resolutions and decisions of the Board of Directors to the Audit Committee and the General Director: Resolutions/Decisions of the Board of Directors issued after the meeting must be sent to the Audit Committee and the General Director for implementation and supervision in forms such as email, documents, etc.

d) Cases in which the General Director and the Audit Committee request to convene a meeting of the Board of Directors and issues requiring the Board of Directors' opinion:

- In addition to the contents of regular meetings, when the General Director and the Audit Committee have issues that require direction to complete their tasks, they must prepare a written request to convene a meeting for the contents under the authority of the Board of Directors.
- Request to convene an extraordinary meeting of the Board of Directors:
 - + In case the General Director discovers any violation of the law or violation of the Company Charter by a member of the Board of Directors and other managers, the General Director must notify the Board of Directors in writing, requesting a meeting of the Board of Directors, and at the same time request the violator to stop the violation and take measures to remedy the consequences.
 - + In case the Audit Committee discovers any violations of the law by the General Director, company managers, members of the Board of Directors, issues requested by shareholders in writing for investigation according to the provisions of law, etc., it may request to convene a meeting of the Board of Directors.
- The Chairman of the Board of Directors must convene an extraordinary meeting of the Board of Directors within no more than 03 working days from the date of receipt of the above request from the General Director and the Audit Committee.
- d) Report of the General Director to the Board of Directors on the performance of assigned tasks and powers:
 - The General Director is responsible for reporting in writing on the performance of assigned duties and powers periodically to the Board of Directors (quarterly/six months/yearly) and to the annual General Meeting of Shareholders or when requested.
 - Issues arising in operations that fall under the authority of the Board of Directors

must be reported through a submission to the Board of Directors.

e) Review the implementation of resolutions and other authorizations of the Board of Directors to the General Director:

- The Board of Directors evaluates the CEO's performance at quarterly meetings of the Board of Directors.
- Assign the Audit Committee to monitor the implementation of the resolution and the assigned tasks recorded in the minutes of the Board of Directors meeting of the General Director.

g) The General Director must report and provide information to the Board of Directors and the Audit Committee on the following issues:

- Financial statements on quarterly, 6-month and annual business performance.
- Corporate governance report every 6 months, annually
- Company annual report.
- Annual business production plan.
- Report on transactions between the company and related parties during the year.
- The General Director is obliged to notify the Board of Directors within seven (07) working days from the date of arising of related interests between the company and himself or related persons, all interests that may conflict with the interests of the Company that the General Director may enjoy through economic entities, transactions or other individuals.
- Appointment of the Executive Board upon proposal of the General Director.
- Report on issues that have been disclosed according to the provisions of law, including periodic and irregular information...
- Reporting format: written, email, face-to-face meetings.

h) Coordinating control, operation and supervision activities between members of the Board of Directors, members of the Audit Committee and the General Director:

- ❖ Coordinate in controlling, operating and implementing work
- The Board of Directors, when necessary, will use the Company's personnel and equipment to serve the Board of Directors' work. For the organization of the General Meeting of Shareholders, the Board of Directors shall notify the General Director of the coordination and use of resources at least forty-five (45) days before the date of the General Meeting of Shareholders.
- At meetings of the Board of Directors, the Chairman of the Board of Directors or

the meeting chair shall, based on the meeting content, decide to invite relevant members of the Executive Board to attend the meeting and contribute opinions (if any).

- At regular or ad hoc meetings or meetings related to important matters chaired by the General Director, based on the meeting content, a decision is made to invite the Chairman of the Board of Directors and/or members of the Board of Directors or the Audit Committee to attend the meeting and contribute opinions (if any). The meeting content is recorded in minutes and a copy is sent to the Chairman of the Board of Directors for reporting.
- For matters approved by the Board of Directors according to the General Director's Proposal, the Board of Directors shall respond within seven (07) working days or another period agreed upon by both parties.
- The General Director is responsible for reporting in writing on the performance of assigned duties and powers periodically to the Board of Directors (quarterly/six months/yearly) and to the Annual General Meeting of Shareholders or when requested.
- In urgent cases, for purposes related to their duties, members of the Board of Directors and the Audit Committee have the right to request the General Director to provide information on the Company's operations. The General Director is responsible for creating all favorable conditions for members to access information and reports in the fastest time.
- The General Director has the right to refuse to execute and reserve his/her opinions on the decisions of the Board of Directors if he/she finds that such decisions are contrary to the law, the Company's Charter, the Management Regulations or the Resolutions of the General Meeting of Shareholders. In this case, the General Director must immediately report to the Board of Directors in writing. In case of discovering risks that may have a major impact on the reputation and/or production and business activities of the Company or arising incidents deemed necessary, the General Director is responsible for immediately reporting to the Board of Directors for direct monitoring and handling measures.
- ❖ Other coordination: The Chairman of the Board of Directors and the General Director create conditions for members of the Board of Directors, members of the Executive Board and other managers to participate in professional courses, field surveys, professional seminars at home and abroad to improve, learn experience, and enhance knowledge of management and operation of the Company. The

participation in courses, surveys, and seminars of members of the Board of Directors, members of the Executive Board and other managers must not affect the general work of the Company.

2. Regulations on annual assessment of rewards and disciplinary actions for members of the Board of Directors, members of the Audit Committee, General Director and other business executives:

a) Annual review of management:

- ❖ The Board of Directors is responsible for establishing performance evaluation standards for all members of the Board of Directors, the Audit Committee, the General Director and other executives.
- ❖ Annually, based on the assigned functions and tasks and established evaluation criteria, the Board of Directors organizes the evaluation of the performance of members of the Board of Directors, the Audit Committee and the Executive Board. Specific performance evaluation criteria:
 - The results of assigned work include completion level, volume, quality, individual work efficiency, and unit development results.
 - Qualities, ethics, lifestyle, awareness, ideology, compliance and enforcement of the Company Charter, labor regulations, Company policies and regulations and laws.
 - Personal competencies include knowledge, professional qualifications, problem-solving abilities, and communication and presentation skills.
 - Management and leadership capacity includes the ability to manage and operate system processes, the ability to train employees, manage and effectively use resources, and an attitude against bureaucracy, corruption, and waste.
 - Spirit of learning to improve qualifications, honesty, eagerness to learn in work, sense of organization, discipline, sense of responsibility in assigned work and position.
 - Solidarity, coordination inside and outside the unit, coordination to enhance cooperative relationships inside and outside the Company.
 - The level of trust of subordinates and employees in the Company.

b) Reward:

- The Board of Directors, in coordination with the General Director, is responsible for developing a Reward Regulation (for the Board of Directors, the Audit Committee, the Executive Board and other management staff). Rewards are made

based on the results of the Board of Directors' annual performance assessment.

- Bonuses for members of the Board of Directors, Audit Committee, General Director and other executives, company managers for exceeding the annual business plan targets, the Board of Directors shall prepare a report to submit to the General Meeting of Shareholders for approval at the Annual General Meeting of Shareholders. The specific bonus level for each member will be decided by the Chairman of the Board of Directors.

c) Discipline:

- The Board of Directors/General Director is responsible for establishing a disciplinary system based on the nature and severity of the violation. Discipline must have the highest form of dismissal or removal from office.
- Members of the Board of Directors, members of the Audit Committee, the General Director and other executives and managers who fail to fulfill their duties with honesty, diligence and prudence as required will be personally liable for damages caused by them.
- Members of the Board of Directors, members of the Audit Committee, the General Director and other executives, and other managers who violate the law or the Company's regulations while performing their duties shall, depending on the severity of the violation, be subject to disciplinary action, administrative sanctions, or criminal prosecution in accordance with the law and the Company's Charter. In case of causing damage to the interests of the Company, shareholders or others shall be required to compensate in accordance with the law.

Article 7. Entry into force

1. This internal regulation on governance (amended 6th time) of Tan Binh Production, Trading, Import-Export, Services and Investment Joint Stock Company (Tanimex) consists of 07 articles, approved by the General Meeting of Shareholders of the company on January 8, 2025 and also approved the full validity of the regulation.
2. Copies or extracts of the Internal Regulations on Corporate Governance must have the signature of the Chairman of the Board of Directors or the signature of the legal representative to be valid./.

**On behalf of. GENERAL MEETING OF
SHAREHOLDERS**

CHAIRMAN OF BOARD OF DIRECTORS



The stamp is circular and red, containing the following text: 'S.Đ. K. K. D.: 0301464904-C.T.C.P.' around the top edge, 'CÔNG TY CỔ PHẦN SẢN XUẤT KINH DOANH XUẤT NHẬP KHẨU DỊCH VỤ VÀ ĐẦU TƯ TÂN BÌNH' in the center, and 'Q. TÂN BÌNH TP. HỒ CHÍ MINH' around the bottom edge. A blue ink signature is written over the stamp.

Nguyen Minh Tam

Appendix 1

REGULATIONS ON ATTENDING ONLINE SHAREHOLDERS' MEETINGS AND ELECTRONIC VOTING OF

TAN BINH IMPORT - EXPORT JOINT STOCK CORPORATION

(attached is the Internal Regulations on Corporate Governance)

Article 1: Scope and subjects of application

This Regulation provide for the online attendance of the General Meeting of Shareholders and electronic voting of delegates at the Annual General Meeting of Shareholders/Extraordinary General Meeting of Shareholders of Tan Binh Import - Export Joint Stock Corporation (hereinafter referred to as the Company).

Article 2: Interpretation of terms

- a. “ **Delegate** ” means a Shareholder, authorized representative (authorized person).
- b. “**Online General Meeting of Shareholders**” means the Annual General Meeting of Shareholders or Extraordinary General Meeting of Shareholders held in the form of participation *via the internet* to exercise their voting/election rights.
- c. “**Electronic voting**” is when a Delegate connects to the internet and votes/elects through the Electronic Voting System as specified and announced by the Company.
- d. “ **Electronic voting system**” is a system that provides delegates with tools to exercise their rights when attending online shareholders' meetings.
- e. “**Identifying elements**” are the information needed to accurately identify an object in a situation.
- f. “**Force majeure events** ” are events that occur beyond the will of the convener of the meeting and cannot be foreseen and overcome despite the application of necessary and permissible measures.
- g. “**Cumulative voting**” is a method of cumulative voting in which delegates accumulate votes for one candidate or divide the votes equally among several candidates. After dividing equally, the number of votes for each candidate is rounded down to the nearest unit. The remaining odd votes (if any) will be discarded.

- h. **“Numbered voting”** is a method of implementing the cumulative voting method in which the Delegate will specifically record the number of votes for each candidate so that the total number of votes of the elected candidates is equal to *equal to* the total number of votes of the Representative.

Article 3: Notice of convening the General Meeting of Shareholders

The Company shall comply with the provisions of Article 21 of the Company Charter.

Article 4: Conditions and methods for delegates to attend online shareholders' meetings and vote electronically

- a. Conditions of participation:
- Names on the list of shareholders entitled to attend the General Meeting of Shareholders established according to the notice of exercise of rights of the Company.
 - Authorized representatives are eligible to attend according to the provisions of law and the Company's charter.
- b. Technical requirements:
- Delegates need to have an electronic device with internet connection (e.g. computer, tablet, mobile phone, other electronic device with internet connection...).
- c. How to do:
- Delegates access the link, log in according to the information provided as prescribed in [Article 5](#) of these Regulation to attend the online shareholders' meeting and vote electronically on the electronic voting system.

Article 5: Providing login information and conducting electronic voting

- a. Information on the access link to the electronic voting system, login name, password and other identification factors (if any) to attend the online General Meeting of Shareholders will be provided in the meeting invitation (or the form of login information notification as prescribed by the Board of Directors). Delegates must be responsible for keeping their login name, password and

other identification factors provided confidential to ensure that only Delegates have the right to vote on the electronic voting system and are fully responsible for this registered information.

- b. When a Delegate requests to re-provide login information, the Organizing Committee of the General Meeting may notify in the following ways: directly or by email/phone. The form of providing login information via email or phone is only implemented based on shareholder information from the list of shareholders with voting rights established by the Viet Nam Securities Depository and Clearing Corporation according to the notice of the Company's exercise of rights.
- c. Delegates use their login name, password or other identification factors (if any) to access the electronic voting system and conduct electronic voting according to the content of the online shareholders' meeting agenda.

Article 6: Method of recording delegates attending online shareholders' meeting

A delegate is recorded by the electronic voting system as attending the online shareholders' meeting when that delegate accesses the system using the access information provided as prescribed in Article 5 of these Regulation and has voted electronically on any issue of the online shareholders' meeting agenda.

Article 7: Regulations on online authorization

- a. Authorization is made in accordance with the provisions of Article 19 of the Company Charter.
- b. Shareholders must comply with providing full information to perform the authorization, especially providing information of the authorized party: phone number, contact address and email address. These is the basis for providing login name, password and other identification factors (if any) for the authorized party.
- c. Validity of authorization: authorization is only legally effective when it satisfies the following conditions:
 - When the shareholder fills in all the information in the online authorization form and completes the online authorization.

- The Power of Attorney is printed according to the online authorization form with full signature, full name, and seal (if an organization) of the authorizing party and the authorized party.
 - The Company receives the original Power of Attorney sent before the official opening of the meeting.
- d. Cancellation of authorization for shareholders who have authorized online: Shareholders send an official document requesting to cancel the online authorization to the Company before the official opening of the meeting. Note that the time for recording the effective cancellation of authorization is calculated from the time the Company receives the official document requesting to cancel the online authorization.
- e. The revocation of authorization will be invalid if the authorized representative has voted/elected on any issue of the online shareholders' meeting agenda.

Article 8: Electronic voting time

The time for electronic voting is specifically stipulated in the working regulations at the congress. Delegates can access the electronic voting system and vote 24 hours a day and 07 days a week except in case of system maintenance or other reasons beyond the control of the Company. After the voting time ends, the system will not record any more electronic voting results from Delegates.

Article 9: Method of electronic voting

- a. How to vote for issue:
- Delegates choose one of three voting options: Approve, Disapprove or No Opinion for each issue put to vote at the Congress that has been installed in the electronic voting system.
 - The Delegate then confirms the vote so that the electronic voting system can record the results.
- b. How to vote for election:
- Cumulative voting: Unless otherwise provided by the Company's charter, voting for members of the Board of Directors and the Supervisory Board must be conducted by cumulative voting (equal cumulative voting or numbered voting). Accordingly, the Delegate conducts the election by checking the "Equal cumulative voting" box or clearly recording the number of votes in the

"Number of votes" box of the corresponding candidates on the Ballot Paper installed in the electronic voting system. The Delegate then confirms the election so that the electronic voting system can record the results.

c. Some other regulations when conducting electronic voting:

- In case a Delegate does not carry out all voting and election issues according to the Congress agenda, the issues that have not been voted or elected will be considered as the Delegate not voting or electing that issue.
- In case of issues arising outside the submitted congress agenda, Delegates can vote and elect additional members. If Delegates do not vote or elect on the issues arising, it is considered that Delegates did not vote or elect on those issues arising.
- Delegates can change the voting and election results (but cannot cancel the voting and election results); including the voting and election results for additional issues arising outside the Congress program. The online system only records the vote count for the final voting and election results at the end of the electronic voting of each vote counting period as stipulated in the working regulations of the congress.
- In case the Delegate conducts a recorded vote: An invalid ballot is a ballot with a total number of votes for candidates different from (greater or less than) the total number of votes of the representative Delegate calculated at the time of counting the election ballots.

Article 10: Method of counting votes

When a Delegate votes/elects, the number of votes and ballots are recorded on the system according to the principle of the number of Approve, the number of Disapprove, and the number of No Opinion.

The votes counting minutes are the minutes recording the vote counting results of all Delegates attending the online General Meeting of Shareholders through the electronic voting system.

For sensitive issues and if requested by shareholders, the company must appoint a neutral organization to collect and count the votes.

Article 11: Announcement of vote counting results

Based on the vote counting minutes recorded as stipulated in Article 10 of these Regulations, the Votes Counting Committee will check, summarize and report to the Chairperson the vote counting results of each issue according to the content of the congress agenda. The vote counting results will be announced by the Chairperson immediately before the closing of the meeting.

Article 12: How to object to resolutions of the General Meeting of Shareholders

The request to cancel the decision of the General Meeting of Shareholders is made according to the provisions of Article 27 of the Company Charter.

Article 13: Minutes of the online General Meeting of Shareholders and form of approval

- a. The recording of minutes of the General Meeting of Shareholders is carried out in accordance with the provisions of Article 150 of the Law on Enterprises 2020.
- b. Minutes of the General Meeting of Shareholders are prepared in accordance with the provisions of Article 26 of the Company Charter.
- c. The venue recorded in the minutes of the online General Meeting of Shareholders is the venue where the Chairperson of the General Meeting is present to preside over the General Meeting. This venue must be within the territory of Vietnam.
- d. The form of approval of minutes of the General Meeting of Shareholders is specifically stipulated in the Company's Working Regulations at the General Meeting of Shareholders.

Article 14: Rights and obligations of Delegates when participating in electronic voting

- a. To vote and elect all contents under the authority of the Congress according to the provisions of law and the Company's Charter in the form of electronic voting.
- b. Delegates must be responsible for securing access information to ensure that only Delegates have the right to vote on the electronic voting system. All voting

transaction results of Delegates on the electronic voting system will be considered the final decision of Delegates. Delegates are fully responsible before the law and the Company for the results of electronic voting transactions performed by Delegates on the electronic voting system.

- c. The Delegate must immediately notify the Company for timely handling when discovering that the username, password and/or other identification factors are lost, stolen, disclosed, or suspected of being disclosed by contacting the Company to lock the username and security device. The Delegate shall be responsible for any damages, losses and other risks that occur before the Company receives the Delegate's notification if the cause is the Delegate.

Article 15: Discussion at the online General Meeting of Shareholders

- a. Principle:
 - Discussions shall only be conducted within the prescribed time and within the scope of the issues presented in the agenda of the Shareholders' Meeting;
 - Only Delegates may participate in the discussion;
 - Delegates have the right to register their opinions on discussion content in the form specified in the working regulations of the congress;
 - The Secretariat will arrange the Delegates' discussion contents in order of registration and forward them to the Chairperson ;
- b. Answering the Delegates' comments:
 - Based on the content of the Delegates' discussion, the Chairperson or a member designated by the Chairperson will answer the Delegates' opinions;
 - In case of time constraints, questions that are not answered directly at the General Meeting will be answered by the Company later.

Article 16: In case of Force Majeure Event

- a. During the online General Meeting of Shareholders and electronic voting, force majeure events (beyond the Company's control) may occur at the location where the Chairperson of the General Meeting is conducting the General Meeting (excluding force majeure events for one or several delegates attending) such as: natural disasters, fires, power outages or internet connection failures, technical problems at the location where the Chairperson of the General Meeting is conducting the General Meeting, requests or

instructions from the Government and other state agencies, competent persons, etc.

- b. In case of force majeure events that cannot be resolved so that the General Meeting can continue within 60 minutes, the Chairperson will declare the General Meeting to be suspended, all issues that have been voted on before the suspension (if any) will be canceled. These issues will be re-voted at the nearest General Meeting of Shareholders.

Article 17: Other terms

Other related contents not mentioned in This Regulation shall be implemented in accordance with the provisions of the Company Charter, Internal Regulations on Corporate Governance and relevant legal provisions.

This Regulation is an Appendix attached to the Internal Regulation on Corporate Governance.

Article 18: Effective Enforcement

- a. This Regulation consists of 18 Articles and takes effect from the date of issuance, and is an inseparable part of the Company's Internal Regulations on Governance.
- b. Delegates, individuals, organizations, and departments related to the Company's online General Meeting of Shareholders are responsible for implementing these Regulations.

**On behalf of. BOARD OF DIRECTORS
CHAIRPERSON**



The stamp is circular with a red border. Inside the border, the text reads: 'S.Đ.K.K.D: 0301464904-C.T.C.P.' at the top, 'CÔNG TY CỔ PHẦN SẢN XUẤT KINH DOANH XUẤT NHẬP KHẨU DỊCH VỤ VÀ ĐẦU TƯ TÂN BÌNH' in the center, and 'Q. TÂN BÌNH TP. HỒ CHÍ MINH' at the bottom. A blue ink signature is written over the stamp.

Nguyen Minh Tam

Appendix 2

REGULATION ON GENERAL SHAREHOLDERS' MEETING IN A HYBRID FORMAT OF

TAN BINH IMPORT - EXPORT JOINT STOCK CORPORATION

(attached is the Internal Regulations on Corporate Governance)

Article 1: Scope and subjects of application

This regulation provide for direct and online attendance at the Annual General Meeting of Shareholders/Extraordinary General Meeting of Shareholders of Tan Binh Import - Export Joint Stock Corporation (hereinafter referred to as the Company).

Article 2: Interpretation of terms

- a. **"Delegate "** means a Shareholder, authorized representative (authorized person).
- b. **"Hybrid General Shareholders' Meeting"** refers to annual or extraordinary General Shareholders' Meetings conducted simultaneously in two formats: in-person at a designated meeting venue and online via the internet, allowing shareholders to exercise their voting/election rights.
- c. **"Voting"** is when a delegate uses the issued voting card to vote at the congress with the contents "Approve", "Disapprove", "No Opinion".
- d. **"Electronic voting"** is when a Delegate connects to the internet and votes/elects through the Electronic Voting System as specified and announced by the Company.
- e. **"Electronic voting system"** is a system that provides delegates with tools to exercise their rights when attending online shareholders' meetings.
- f. **"Identifying elements"** are the information needed to accurately identify an object in a situation.
- g. **"Force majeure events "** are events that occur beyond the will of the convener of the meeting and cannot be foreseen and overcome despite the application of necessary and permissible measures.

- h. **“Cumulative voting”** is a method of cumulative voting in which delegates accumulate votes for one candidate or divide the votes equally among several candidates. After dividing equally, the number of votes for each candidate is rounded down to the nearest unit. The remaining odd votes (if any) will be discarded.
- i. **“Numbered voting”** is a method of implementing the cumulative voting method in which the Delegate will specifically record the number of votes for each candidate so that the total number of votes of the elected candidates is equal to *equal to* the total number of votes of the Representative.

Article 3: Notice of convening the General Meeting of Shareholders

3.1. Notice of convening: comply with the provisions of Article 21 of the Company Charter and item d) clause 2 Article 2 of the Internal Regulations on corporate governance.

3.2. Information on the access link to the electronic voting system, login name, password and other identification factors (if any) to attend the General Meeting of Shareholders online will be provided in the meeting invitation (or the form of login information notification as prescribed by the Board of Directors). Delegates must be responsible for keeping their login name, password and other identification factors provided confidential to ensure that only Delegates have the right to vote on the electronic voting system and are fully responsible for this registered information.

Article 4: How to register to attend the General Meeting of Shareholders:

- a. Conditions of participation:
- Names on the list of shareholders entitled to attend the General Meeting of Shareholders established according to the notice of exercise of rights of the Company.
- b. Technical requirements for delegates participating online:
- Delegates need to have an electronic device with internet connection (e.g. computer, tablet, mobile phone, other electronic device with internet connection...).
- c. How to do:
- ❖ For delegates participating in-person:

- Before opening the meeting, delegates attending must bring the documents specified in the Notice of Shareholders' Meeting to confirm their status as delegates.
- Registration is carried out at the location of the Shareholders' Meeting.
- Late delegates have the right to register immediately and then have the right to participate and vote at the meeting. The Chairperson is not responsible for stopping the meeting to allow late delegates to register and the validity of any voting that has already taken place before the late delegates attended is not affected.
- ❖ For delegates participating online:
 - Delegates access the link, log in according to the information provided as prescribed in Clause 3.2, Article 3 of this Regulations to attend the shareholders' meeting online and vote electronically on the electronic voting system.
 - When a Delegate requests to re-provide login information, the Organizing Committee of the General Meeting may notify in the following ways: directly or by email/phone. The form of providing login information via email or phone is only implemented based on shareholder information from the list of shareholders with voting rights established by the Vietnam Securities Depository Center according to the notice of the Company's exercise of rights.
 - Delegates use their login name, password or other identification factors (if any) to access the electronic voting system and vote electronically according to the content of the Agenda of the General Meeting of Shareholders.
 - How to record delegates attending online shareholders' meeting
A delegate is recorded by the electronic voting system as attending the online shareholders' meeting when that delegate accesses the system using the access information provided as prescribed in Article 4 of this Regulation and has voted electronically on any issue of the online shareholders' meeting agenda.

Article 5: Authorization for representatives to attend the General Meeting of Shareholders:

4.1. Authorizing a representative to attend the General Meeting of Shareholders in person:

- Authorization is carried out in accordance with the provisions of Article 19 of the Company Charter and item e) clause 2 Article 2 of the Internal Regulations on corporate governance.

4.2. Regulations on authorization for representatives to attend online General Meeting of Shareholders:

- a. Authorization is carried out in accordance with the provisions of Article 19 of the Company Charter and item e) clause 2 Article 2 of the Internal Regulations on corporate governance.
- b. Shareholders must comply with providing full information to perform the authorization, especially providing information of the authorized party: phone number, contact address and email address. This is the basis for providing login name, password and other identification factors (if any) for the authorized party.
- c. Validity of authorization: authorization is only legally effective when it satisfies the following conditions:
 - When the shareholder fills in all the information in the online authorization form and completes the online authorization.
 - The Power of Attorney is printed according to the online authorization form with full signature, full name, and seal (if an organization) of the authorizing party and the authorized party.
 - The Company receives the original Power of Attorney sent before the official opening of the meeting.
- d. Cancellation of authorization for shareholders who have authorized online: Shareholders send an official document requesting to cancel the online authorization to the Company before the official opening of the meeting. Note that the time for recording the effective cancellation of authorization is calculated from the time the Company receives the official document requesting to cancel the online authorization.
- e. The revocation of authorization will be invalid if the authorized representative has voted/elected on any issue of the online shareholders' meeting agenda.

Article 6: Conditions for implementation;

- The Hybrid General Meeting of Shareholders (in-person and online) is held when the number of shareholders attending the meeting represents **more**

than [50%] Total number of voting shares (including delegates attending in person and online)

Article 7: Form of passing resolutions of the General Meeting of Shareholders;

- The General Shareholders' Meeting approves resolutions within its authority through voting at the meeting and electronic voting (for delegates attending online).

Article 8: Voting method;

8.1. Voting at the meeting in person:

- General meeting of shareholders elect the Votes Counting Committee upon the proposal of the meeting Chairperson .
- Delegates attending the meeting will use the issued Voting Card to vote on each issue to be voted on in the meeting agenda.
- Voting on the contents of the congress is conducted by collecting voting cards "in favor" of the resolution first, then collecting voting cards "in opposition" and voting cards "with no opinion".
- Voting to elect members of the Board of Directors (except for the mid-term election of additional members of the Board of Directors due to a vacancy in the number of Board members) must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to accumulate all their votes for one or several candidates.
- Voting to elect additional members of the Board of Directors will be conducted by voting "Agree", "Disagree"; "No opinion"

8.2. Electronic voting:

- a. How to vote for issue:
 - Delegates choose one of three voting options: Approve, Disapprove or No Opinion for each issue put to vote at the Congress that has been installed in the electronic voting system.

- The Delegate then confirms the vote so that the electronic voting system can record the results.
- b. How to vote for elections:
 - Election by cumulative voting method: Unless otherwise provided by the Company's charter, voting to elect members of the Board of Directors must be conducted by cumulative voting method (equal cumulative voting or numbered voting). Accordingly, the Delegate conducts the election by checking the "Equal cumulative voting" box or clearly recording the number of votes in the "Number of votes" box of the corresponding candidates on the Ballot Paper installed in the electronic voting system. After that, the Delegate confirms the election so that the electronic voting system can record the results.
- c. Some other regulations when conducting electronic voting:
 - In case a Delegate does not carry out all voting and election issues according to the Congress agenda, the issues that have not been voted or elected will be considered as the Delegate not voting or electing that issue.
 - In case of issues arising outside the submitted congress agenda, Delegates can vote and elect additional members. If Delegates do not vote or elect on the issues arising, it is considered that Delegates did not vote or elect on those issues arising.
 - Delegates can change the voting and election results (but cannot cancel the voting and election results); including the voting and election results for additional issues arising outside the Congress program. The online system only records the vote count for the final voting and election results at the end of the electronic voting of each vote counting period as stipulated in the working regulations of the congress.
 - In case the Delegate conducts a recorded vote: An invalid ballot is a ballot with a total number of votes for candidates different from (greater or less than) the total number of votes of the representative Delegate calculated at the time of counting the election ballots.
- d. d. Electronic voting time
 - The time for electronic voting is specifically stipulated in the working regulations at the congress. Delegates can access the electronic voting system and vote 24 hours a day and 07 days a week except in case of system maintenance or other reasons beyond the control of the Company. After the

voting time ends, the system will not record any more electronic voting results from Delegates.

- The deadline for electronic voting shall be announced by the Chairperson of the meeting to the delegates and must be at the same time as the voting takes place at the meeting venue to summarize the vote counting results and prepare the meeting report.

Article 9: Method of counting votes;

The vote counting is carried out on the principle of recording the results of the vote counting at the live conference and the electronic ballots of delegates attending online.

- a) The counting committee shall conduct the counting of votes at the conference directly before:
 - Check the number of voting cards collected against the number of voting cards issued.
 - Conduct a vote count of “approval” votes for the resolution first, then conduct a vote count of “disapproval” votes and “no opinion” votes.
- b) Record the results of the vote counting of all Delegates attending the online General Meeting of Shareholders via the electronic voting system:
 - When a Delegate votes/elects, the number of votes and ballots are recorded on the system according to the principle of the number of cards in favor, the number of cards against, and the number of cards with no opinion.
 - The vote counting results of all Delegates attending the online General Meeting of Shareholders through the electronic voting system are recorded in an electronic vote counting report provided to the Vote Counting Committee.
- c) The vote counting committee checks and records the total number of votes from both direct and online forms for each issue put up for voting, and records it in the vote counting minutes.

Article 10: Announcement of vote counting results:

- Based on the vote counting minutes recorded as prescribed in Article 9 of this Regulation, the Vote Counting Committee will report to the Chairperson the vote counting results of each issue according to the content of the congress agenda.

- The vote counting results will be announced by the Chairperson immediately before the closing of the meeting.

Article 11: Minutes of the General Meeting of Shareholders:

- Minutes of the General Meeting of Shareholders in both direct and online form are prepared in accordance with the provisions of Article 150 of the Law on Enterprises 2020 and the provisions of Article 26 of the Company Charter.
- The venue recorded in the minutes of the General Meeting of Shareholders is the venue where the Chairperson of the General Meeting is present to preside over the General Meeting. This venue must be within the territory of Vietnam.
- The form of approval of minutes of the General Meeting of Shareholders is specifically stipulated in the Company's Working Regulations at the General Meeting of Shareholders.

Article 12: Announcement of Minutes of Shareholders' Meeting

Resolution:

- Minutes of the meeting and Resolutions of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the end of the meeting . At the same time, the Company must disclose information within 24 hours to state management agencies in accordance with the provisions of law.

Article 13: Discussion at the General Meeting of Shareholders in person and online:

- a. Principle:
 - Discussions shall only be conducted within the prescribed time and within the scope of the issues presented in the agenda of the Shareholders' Meeting;
 - Only Delegates may participate in the discussion;
 - Delegates have the right to register their opinions on discussion content in the form specified in the working regulations of the congress;
 - The Secretariat will arrange the Delegates' discussion contents in order of registration and forward them to the Chairperson ;

- b. Answering the Delegates' comments:
 - Based on the content of the Delegates' discussion, the Chairperson or a member designated by the Chairperson will answer the Delegates' opinions;
 - In case of time constraints, questions that are not answered directly at the General Meeting will be answered by the Company later.

Article 14: In case of force majeure

- a. During the organization of the Shareholders' Meeting in person combined with online and electronic voting, force majeure events (beyond the Company's control) may occur at the location where the Chairperson of the Meeting is conducting the Meeting (excluding force majeure events for one or several delegates attending) such as: natural disasters, fires, power outages or internet connection loss, technical problems at the location where the Chairperson of the Meeting is conducting the Meeting, requests or instructions from the Government and other state agencies, competent persons, etc.
- b. In case of force majeure events that cannot be resolved so that the General Meeting can continue within 60 minutes, the Chairperson will declare the General Meeting to be suspended, all issues that have been voted on before the suspension (if any) will be canceled. These issues will be re-voted at the nearest General Meeting of Shareholders.

Article 15: Other terms

- Other related contents not mentioned in this Regulation shall be implemented in accordance with the provisions of the Company Charter, Internal Regulations on Corporate Governance and relevant legal provisions.
- This Regulations is an Appendix attached to the Internal Regulations on Corporate Governance.

Article 16: Entry into force

- a. This Regulations consists of 16 Articles and takes effect from the date of issuance, and is an inseparable part of the Company's Internal Regulations on Governance.

- b. Delegates, individuals, organizations, and departments related to the Company's direct and online General Meeting of Shareholders are responsible for implementing this Regulations.

Ho Chi Minh City, Date 17 month 01 year 2025

On behalf of. BOARD OF DIRECTORS

CHAIRPERSON


Nguyen Minh Tam

1.C.P.
H.

