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Soc Trang, April 26th 2025

INFORMATION DISCLOSURE

To: - The State Securities Commission of Vietnam (SSC);
- Ho Chi Minh Stock Exchange (HOSE);

- **Name of Company:** Cuu Long Petro Urban Development and Investment Corporation
- **Stock Symbol:** CCL
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Type of information disclosed: periodic abnormal 24hour request

Content of published information:

Cuu Long Petro Urban Development and Investment Corporation would like to announce promulgate the Board of Directors' Operating Regulations on April 26, 2025 according to the unified content in the Resolution of the 2025 Annual General Meeting of Shareholders.

Attached documents:

- The Regulations of the Board of Directors' Cuu Long Petro Urban Development and Investment Corporation.

This information has been published on the Company's website: <http://pvcl.com.vn>

I commit that the information published above is true and take full responsibility before the law for the content of the information published.

Recipients:

- As regards;
- BOD; Audit Committee; CEO
- Archived: Secretary of BOD

Organization representative
Person authorized to disclose information
Sign, write full name and seal



Tran Thi Ngoc Hue

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REGULATIONS
OF THE BOARD OF DIRECTORS
CUU LONG PETRO URBAN DEVELOPMENT
AND INVESTMENT CORPORATION

*(Issued by Resolution of the Annual General Meeting of Shareholders 2025
on April 26th, 2025 and Decision No.:02/QĐ.HĐQT.PVCL.25 on April 26th, 2025)*

Soc Trang, April 26th, 2025

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CHAPTER I

GENERAL PROVISIONS

ARTICLE 1: BASIS FOR ISSUANCE

This Regulation is issued in accordance with the provisions of the Enterprise Law, Securities Law, the Company Charter and the Internal Regulations on corporate governance of Cuu Long Petro Urban Development and Investment Corporation.

This Charter is issued based on the Resolution of the Annual General Meeting of Shareholders 2025 approved on April 26th, 2025 of Cuu Long Petro Urban Development and Investment Corporation.

ARTICLE 2: TERMINOLOGY EXPLANATION

- “Committee”, “Sub-committee” or “Board”, depending on the specific context, is a specialized body under the Board of Directors, established under the Resolution/Decision of the Board of Directors to support the Board of Directors in the management of the Company and/or the group of companies of which the Company is the parent company and/or related to some specific tasks or projects. Members of the Committee, Sub-committee and Board include members of the Board of Directors and may have other members who are not members of the Board of Directors according to the resolution/decision of the Board of Directors.

- “Working day” means weekdays, except Saturdays, Sundays and other holidays and days off as prescribed by the Company.

- “Notice” means notice by electronic mail or in writing.

- “Documents” means records, reports, texts, information.

- “These Regulations” means all provisions contained in this document.

ARTICLE 3: GENERAL PROVISIONS

This Charter regulates the operation of the Board of Directors of Cuu Long Petro Urban Development and Investment Corporation.

This Regulation applies to members of the Board of Directors, Committees, Subcommittees, Boards and other relevant individuals according to the Company's Charter, Internal Regulations on Corporate Governance and other internal management regulations of the Company.

The issues in this Regulation are understood in the context of the Company's Charter, the Internal Regulations on Corporate Governance and other internal management regulations of the Company.

In this regulations, any reference to any provision or document shall include any amendment or replacement thereof.

Matters not mentioned in this Regulation shall be subject to the Company Charter, Internal Regulations on Corporate Governance, other internal management regulations of the Company and legal provisions in effect at that time. In case the Company Charter, Internal Regulations on Corporate Governance, other internal management regulations of

the Company or legal regulations have new provisions different from these Regulations, those new provisions shall apply.

CHAPTER II

BOARD OF DIRECTORS ORGANIZATIONAL STRUCTURE

ARTICLE 4: BOARD OF DIRECTORS ORGANIZATIONAL STRUCTURE

The Board of Directors is the Company's management body, acting on behalf of the Company to decide and exercise the Company's rights and obligations (except for rights and obligations under the authority of the General Meeting of Shareholders) in accordance with the provisions of law, the Company's Charter, decisions of the General Meeting of Shareholders, the Company's internal regulations on corporate governance, this Regulation and other internal management regulations of the Company.

The number, term and qualifications of the Board of Directors are stipulated in Article 25 and Article 26 of the Company's Charter. In which, the number of Board of Directors is stipulated as 05 members and there must be at least 02 independent members of the Board of Directors. Independent members of the Board of Directors will undertake the work of the Audit Committee.

The Board of Directors establishes the Board of Directors Office with Committees and Sub-Committees to support the Board of Directors in the Company's management activities and assist the Board of Directors. The Board of Directors establishes the Board of Directors Office with Committees and Sub-Committees to support the Board of Directors in the Company's management activities and assist the Board of Directors.

ARTICLE 5: AUTHORITIES AND OBLIGATIONS OF THE BOARD OF DIRECTORS

- The authorities and obligations of the Board of Directors are prescribed by law, the Company's Charter, the Internal Regulations on Corporate Governance, this Regulation and other internal management regulations of the Company and the General Meeting of Shareholders.

Specifically, the Board of Directors has the following authorities and obligations:

- a) Decide on the Company's strategy, medium-term development plan and annual business plan;
- b) Propose the type of shares and the total number of shares of each type that can be offered for sale;
- c) Decision to sell unsold shares within the number of shares allowed to be offered for sale of each type; decision to raise additional capital in other forms;
- d) Decide on the selling price of the Company's shares and bonds;
- e) Decision to repurchase shares as prescribed in Clause 1 and Clause 2, Article 133 of the Enterprise Law 2020;
- f) Decide on investment plans and investment projects within the authority and limits prescribed by law;

- g) Decide on market development, marketing and technology solutions;
- h) Approving contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of [35%] or more of the total asset value recorded in the Company's most recent financial report and contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
- i) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director and other important managers as prescribed in the Company Charter; decide on salaries, remuneration, bonuses and other benefits of those managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders at other companies, decide on remuneration and other benefits of those people;
- j) Supervise and direct the General Director and other managers in the daily business operations of the Company;
- k) Decide on the organizational structure and internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices and capital contribution and purchase of shares of other enterprises;
- l) Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
- m) Submit audited annual financial statements to the General Meeting of Shareholders;
- n) Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;
- o) Proposing the reorganization and dissolution of the Company; requesting the bankruptcy of the Company;
- p) Decision to promulgate the Board of Directors' Operating Regulations, Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; decision to promulgate the Operating Regulations of the Audit Committee under the Board of Directors, Regulations on information disclosure of the company;
- q) Other authorities and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company Charter.

The Board of Directors shall organize the implementation of authorities and obligations in accordance with the order, procedures and time limits prescribed in the decisions of the General Meeting of Shareholders, the Company's Charter, the Internal Regulations on Corporate Governance, this Regulation and other internal management regulations of the Company.

The Board of Directors uses Committees, Subcommittees, Boards, Business

Executives, and independent consultants in the process of resolving matters within the Board of Directors' rights and obligations.

The Board of Directors is entitled to use the seal and other working means of the Company when performing tasks within the authorities and obligations of the Board of Directors.

ARTICLE 6: CHAIRMAN OF THE BOARD OF DIRECTORS

The Chairman of the Board of Directors has the rights and duties as prescribed in the resolutions of the Board of Directors, the Company Charter, the Internal Regulations on Corporate Governance, this Regulation and other internal management regulations of the Company. The Chairman of the Board of Directors works full-time at the Company.

The authorities and duties of the Chairman of the Board of Directors are stipulated in the resolution of the Board of Directors, Article 29, the Company Charter, the internal regulations on corporate governance, this Charter and other internal management regulations of the Company, specifically as follows:

1. Organize the assignment of tasks to members of the Board of Directors to perform the duties and powers of the Board of Directors;
2. Develop programs and plans of activities of the Board of Directors;
3. Prepare agenda, content, and documents for meetings; convene and chair Board of Directors meetings;
4. Organization of the Board of Directors' resolution in other forms;
5. Monitor the implementation of Board of Directors' resolutions;
6. Sign documents under the authority of the Board of Directors;
7. Chair of the General Meeting of Shareholders;
8. Ensure that the Board of Directors submits the annual financial report, the Company's operational report, the audit report and the Board of Directors' inspection report to the shareholders at the General Meeting of Shareholders;
9. Authorized, delegated or assigned powers according to the provisions of the Board of Directors' resolution, the Company's Charter, the Company's internal regulations on corporate governance, this Charter, other internal management regulations of the Company, and is responsible for his/her authorization, delegation or assignment of powers.

After deciding on matters within his authority, the Chairman of the Board of Directors must notify the Board of Directors, the General Director, and the Business Executive in accordance with the provisions of the Board of Directors' resolutions, the Company's Charter, the Internal Regulations on Corporate Governance, this Regulation, and other internal management regulations of the Company.

The Chairman of the Board of Directors reports to the Board of Directors on the implementation of tasks authorized, delegated or delegated by the Board of Directors according to the resolutions of the Board of Directors, the Company's Charter, the

Internal Regulations on Corporate Governance, this Regulation and other internal management regulations of the Company and the implementation of the resolutions of the Board of Directors.

The Chairman of the Board of Directors may authorize in writing for a term of no more than three (03) months a member of the Board of Directors to exercise one or several of his rights and obligations.

In case the Chairman of the Board of Directors is absent or unable to work continuously for thirty (30) days or more, he must authorize in writing one member of the Board of Directors to exercise the rights and duties of the Chairman of the Board of Directors.

The authorization of the Chairman of the Board of Directors must be notified to all members of the Board of Directors, the General Director, and the Business Executive.

ARTICLE 7: MEMBERS OF THE BOARD OF DIRECTORS

Members of the Board of Directors have the authorities and duties as prescribed in the resolutions of the Board of Directors, the Company Charter, the Internal Regulations on Corporate Governance, this Regulation, corporate governance documents and other internal management regulations of the Company. A member of the Board of Directors shall not authorize, delegate or delegate authority to another person who is not a member of the Board of Directors to exercise the rights and duties of a member of the Board of Directors, unless otherwise provided by the resolution of the Board of Directors, the Company's Charter, the Internal Regulations on Corporate Governance, this Regulation and other internal management regulations of the Company;

Board members responsible for the Committee, Sub-Committee, Board, field, or project are responsible for planning activities; reviewing and evaluating documents related to the Committee, Sub-Committee, Board, or field, or project assigned to them before submitting them to the Board of Directors.

Board members must spend enough time to contact and discuss the Company's business situation with the General Director and Business Operator; study documents and discuss work with each other. When discussing and deciding on issues within their authority, members of the Board of Directors must have clear and specific opinions based on awareness and understanding of the issue and for the benefit of the Company.

Members of the Board of Directors are responsible for reviewing and giving opinions on issues under their authority within the time limit specified in the Company Charter, Internal Regulations on Corporate Governance, this Regulation and other internal management regulations of the Company.

ARTICLE 8: DISMISSAL, REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS

Members of the Board of Directors may be dismissed or removed according to the provisions of Articles 15 and 27 - Company Charter and Article 10 - Internal regulations on corporate governance.

The term of office of a member of the Board of Directors shall not exceed 05 years

and he/she may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their term at the same time, those members will continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.

In case the Chairman of the Board of Directors resigns or is dismissed or removed, within ten (10) working days, the remaining members of the Board of Directors must organize a meeting of the Board of Directors to elect a new Chairman of the Board of Directors.

ARTICLE 9: AUDIT COMMITTEE

The Audit Committee has the rights and obligations as prescribed in Article 161 of the Law on Enterprises, Article 38 of the Company Charter and the following authorities and obligations:

1. 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.
2. 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.
3. Use outside legal, accounting or other advice as needed.
4. 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.
5. Prepare a written report to the Board of Directors when discovering that a member of the Board of Directors, the General Director and other managers do not fully perform their responsibilities as prescribed in the Law on Enterprises and the Company Charter.
6. Develop the Audit Committee's operating regulations and submit them to the Board of Directors for approval.

ARTICLE 10: COMMITTEES, SUB-COMMITTEES AND BOARDS UNDER THE BOARD OF DIRECTORS

The Board of Directors decides on the structure, tasks, powers, obligations, operating budget and personnel of the Committees, Sub-Committees and Boards according to the provisions of the Board of Directors' resolutions, Article 31 of the Company's Charter, Article 30 of the Internal Regulations on Corporate Governance, and this Regulation, the Regulations on the Organization and Operation of the Audit Committee, and other internal management regulations of the Company.

The Committees, Sub-Committees and Boards have the rights and duties related to the areas of the Committee, Sub-Committee and Board, including::

1. Review and propose to the Board of Directors and Chairman of the Board of Directors contents and issues within the decision-making authority of the

General Meeting of Shareholders, the Board of Directors and Chairman of the Board of Directors;

2. Organize monitoring and periodically report to the Board of Directors on the implementation of the Board of Directors' programs and projects;
3. Receive, review and give opinions and assessments on projects, contents and issues submitted by the Chairman of the Board of Directors and General Director to the Board of Directors for decision;
4. Advise the Board of Directors, Chairman of the Board of Directors;
5. Organize research, update and inform the Board of Directors, Chairman of the Board of Directors, General Director about improvements, changes in methods, techniques, and management tools;
6. Organize inspection and evaluation of the Company's activities in all aspects; propose improvements and changes to enhance the efficiency and standards in the Company's activities.
7. Other rights and duties are stipulated in the resolutions of the Board of Directors, the Company Charter, the Internal Regulations on Corporate Governance, this Charter, the Regulations on the Organization and Operation of the Committee, Sub-Committees and Boards, and other internal management regulations of the Company.

The duties, remuneration, allowances and other benefits of members of the Committees, Sub-Committees and Boards shall be decided by the Chairman of the Board of Directors after discussion with the heads of the relevant Committees, Sub-Committees and Boards.

Members of the Committee, Subcommittee, and Board are responsible for keeping information confidential in accordance with the law, the Company's Charter, the Company's internal regulations on corporate governance, and other internal management regulations of the Company. If information is disclosed during the working process to other organizations or individuals causing damage to the Company or shareholders, the person must take personal responsibility and compensate for the damage.

The Board of Directors shall dissolve the Committee, Sub-Committee and Board in accordance with the provisions of the law, the Regulations on the organization and operation of the Committee, Sub-Committee and Board, and other internal management regulations of the Company when the activities of the Committee, Sub-Committee and Board do not achieve the objectives when established, have completed the objectives when established or when deemed necessary for the benefit of the Company. Upon dissolution of a Committee, Sub-Committee or Board, all activities of that Committee, Sub-Committee or Board and their documents shall be transferred to another Committee, Sub-Committee or Board under the Board of Directors or the Board of Directors Office for continued management.

The Committees, Sub-Committees and Boards are entitled to use the Company's working facilities in the process of resolving work within the authority and duties of the

Committees, Sub-Committees and Boards.

ARTICLE 11: OFFICE OF THE BOARD OF DIRECTORS

The Office of the Board of Directors includes the persons in charge of corporate governance appointed in accordance with the provisions of Article 24, Internal Regulations on Corporate Governance, a number of specialists and secretaries decided by the Chairman of the Board of Directors, but not more than two (02) people. The specific tasks of the Office of the Board of Directors include:

1. Assist the Board of Directors, Committees, Subcommittees and Boards, and the Chairman of the Board of Directors in preparing plans and documents within their scope of responsibility;
2. Record minutes of meetings of the Board of Directors, Committees, Sub-Committees and Boards, meetings between the Board of Directors and the General Director;
3. Send documents and information about the Board of Directors' performance to Board members, General Director, and Business Executives;
4. Receive and forward to the Chairman of the Board of Directors, Committees, Subcommittees and Boards documents sent to the Board of Directors, Committees, Subcommittees and Boards;
5. Send documents of the Board of Directors, Committees, Subcommittees and Boards to members of the Board of Directors, General Director, Business Executives and other relevant organizations and individuals as directed by the Chairman of the Board of Directors;
6. Organize storage and ensure easy access and search of documents related to the activities of the Board of Directors;
7. Assist the Chairman of the Board of Directors in building shareholder relations and implementing corporate governance principles;
8. Monitor and report to the Board of Directors and the Chairman of the Board of Directors on the Company's implementation and compliance with its obligations to disclose and publicize information;
9. Assist the Board of Directors, Committees, Sub-Committees and Boards and the Chairman of the Board of Directors with administrative work;

One of the Corporate Governance Officers may be appointed as the Head of the Office of the Board of Directors. The duties, salaries, allowances, bonuses and other benefits of the Corporate Governance Officer, specialists and secretaries of the Board of Directors' Office shall be decided by the Chairman of the Board of Directors.

The staff of the Board of Directors Office are responsible for keeping information confidential in accordance with the law, the Company's Charter, the Internal Regulations on Corporate Governance and other internal management regulations of the Company. If information is disclosed during work to other organizations or individuals and causes damage to the Company or shareholders, the person must take personal responsibility and

compensate for the damage.

ARTICLE 12: AUTHORIZATION, DELEGATION, OR DELEGATION OF AUTHORITY BY THE BOARD OF DIRECTORS

1. In addition to the provisions of the General Meeting of Shareholders' decisions, the Company's Charter, the Internal Regulations on Corporate Governance, this Charter and other internal management regulations of the Company, the Board of Directors may authorize, delegate or delegate authority to the Committees, Subcommittees and Boards under the Board of Directors, the Chairman of the Board of Directors, members of the Board of Directors, business executives or authorized representatives of the Company at other organizations to perform certain responsibilities and powers of the Board of Directors in accordance with the provisions of law.

2. The authorization, delegation, or assignment of authority by the Board of Directors must be in writing, specifically defining the subject, content, responsibilities, duration, and conditions of authorization, delegation, or assignment after discussion and decision at the meeting of the Board of Directors. The Board of Directors has the right to terminate the authorization, delegation or assignment of powers in this Article by sending written notice to the authorized, delegated or assigned entity.

3. The authorized, delegated or delegated entity may not delegate, delegate or delegate authority to another entity, except in cases where the authorization, delegation or delegation document, resolution of the Board of Directors, the Company's Charter, the internal regulations on corporate governance, this Charter or other internal management regulations of the Company clearly stipulate that authorization, delegation or delegation of authority is permitted.

Authorization, delegation or re-delegation of authority must be made in writing and clearly and specifically identify the subject, content, responsibilities, duration and conditions of authorization, delegation or re-delegation. The content of the authorization, delegation or re-delegation must not exceed the scope of the original authorization, delegation or delegation.

The subject of authorization, delegation or re-delegation must notify the Board of Directors of this authorization, delegation or re-delegation within three (3) days from the date of authorization, delegation or re-delegation, unless otherwise provided by the resolution of the Board of Directors and the Company's internal management regulations. The Board of Directors has the right to refuse, disagree or disapprove in part or in whole the delegation, delegation or re-delegation of authority. In that case, the subject of delegation, delegation or re-delegation must immediately terminate the delegation, delegation or re-delegation according to the decision of the Board of Directors.

4. The authorized, delegated or delegated entities must comply with the provisions of law, the Company's Charter, the Internal Regulations on Corporate Governance, this Regulation, the resolutions of the Board of Directors, other internal management regulations of the Company, and documents of authorization, delegation or delegation; periodically report to the Board of Directors on the implementation of authorized, delegated or delegated matters; and be responsible in case of careless implementation or

violation of regulations causing damage to the Company.

5. Notwithstanding any delegation, devolution or assignment of powers in this Article, the Board of Directors shall not lose the rights and obligations delegated, delegated or assigned, but shall have the right to exercise such rights and obligations at any time as decided by the Board of Directors. For the avoidance of doubt, the Board of Directors reserves the right to reject or object to any decision made by the authorized, delegated or re-delegated entity.

6. The authorized, delegated or delegated subject and the authorized, delegated or delegated subject in this Article must be a subject that does not have a conflict of interest with the Company and is not a related person of the authorizing, delegated or delegated subject and must comply with information security regulations when performing the authorized, delegated or delegated tasks.

7. The Board of Directors and the authorized, delegated or delegated entities shall not authorize, delegate or delegate the General Director and/or other business executives and their related persons to perform tasks related to supervising the activities of the General Director and/or other related business executives, and implementing resolutions of the Board of Directors whose related subjects are the General Director and/or other business executives, unless otherwise decided by the Board of Directors.

8. The Board of Directors has the right to assign or designate one or more departments, committees, sub-committees, boards or individuals working at or under the management of the Company to supervise the authorization, decentralization or delegation of authority in this Charter.

9. For the tasks, responsibilities or powers that have been delegated, delegated or assigned, the Board of Directors shall not bear any responsibilities arising from and/or related to the person receiving the delegation, delegation or assignment of authorities

- (i) violate or fail to comply with the provisions of law, the Charter, the Corporate Governance Regulations, this Regulation, other internal management regulations and authorization, delegation or delegation of authority documents, and
- (ii) perform tasks beyond the scope of authorization, decentralization or delegation.

CHAPTER III

METHODS OF OPERATION OF THE BOARD OF DIRECTORS

ARTICLE 13: METHOD OF SENDING DOCUMENTS

1. A member of the Board of Directors shall register with the Board of Directors Office his/her telephone number, email address and official business address. In case of any change in the above information, the Board of Directors member must notify in writing, within two (02) working days, to the Board of Directors Office.

2. A document shall be deemed to have been delivered to a member of the Board of Directors if it has been sent by any of the following methods, including email and courier. The Board of Directors Office is responsible for confirming by telephone with the Board member that the document has been received. Documents sent by Board

members to the Chairman of the Board of Directors or the Board of Directors Office may also be sent simultaneously by the two methods mentioned above.

3. Depending on the nature and confidentiality needs of the document, the Chairman of the Board of Directors will decide on the appropriate form of sending the document.

ARTICLE 14: BOARD MEETING

Specific contents of the Board of Directors meeting are stipulated in Article 30 of the Company Charter.

1. In case the Board of Directors elects a Chairman, the Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors' term within seven (07) working days from the date of completion of the election of the Board of Directors for that term. This meeting is convened by the member with the highest number of votes or the highest percentage of votes. This meeting is convened by the member with the highest number of votes or the highest percentage of votes.

2. The Chairman of the Board of Directors must convene regular and extraordinary meetings of the Board of Directors, set the agenda, time and place of the meeting at least five (05) working days before the meeting date. The Chairman may convene meetings when deemed necessary, but there must be at least one (01) meeting per quarter.

3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors, without delay without justifiable reason, when one of the following subjects requests in writing, stating the purpose of the meeting and the issues to be discussed:

- a. General Director or at least five (05) other executives;
- b. Independent Member of the Board of Directors and Audit Committee;
- c. At least two (02) members of the Board of Directors;

4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. In case of failure to convene a meeting as requested, the Chairman of the Board of Directors shall be responsible for any damage caused to the Company; the persons requesting the meeting as stated in Clause 3, Article 30 have the right to convene a meeting of the Board of Directors.

5. In case of request from an independent auditing company to audit the Company's financial statements, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

6. The Board of Directors' meeting is held at the Company's head office or at another location in Vietnam or abroad as decided by the Chairman of the Board of Directors and agreed by the Board of Directors.

7. Notice of the Board of Directors' meeting must be sent to the Board members and the members of the Board of Directors and the members of the Audit Committee at least [five (05)] working days before the meeting date. A member of the Board of Directors may refuse notice of a meeting in writing, and such refusal may be changed or revoked in

writing by that member of the Board of Directors. Notice of Board of Directors' meeting must be made in writing in Vietnamese and must fully notify the time, place of meeting, agenda, content of discussion issues, accompanied by necessary documents on issues discussed and voted at the meeting and members' voting ballots.

The meeting notice shall be sent by mail, fax, email or other means, but must be ensured to reach the contact address of each member of the Board of Directors and the Internal Auditors registered at the Company.

8. Meetings of the Board of Directors are held when at least three-quarters (3/4) of the total number of Board of Directors members are present in person or through a representative (authorized person) if approved by a majority of Board of Directors members.

In case the number of members attending the meeting is not sufficient as prescribed, the meeting must be convened for the second time within seven (07) days from the date of the first scheduled meeting. The second meeting will be held if more than half (1/2) of the Board of Directors members attend the meeting.

9. A meeting of the Board of Directors may be held by way of video conference between members of the Board of Directors when all or some of the members are in different locations provided that each member attending the meeting is able to:

a. Hear each other Board member speak at the meeting;

b. Speak to all other participants simultaneously. Discussion among members may take place directly by telephone or other means of communication or a combination of these methods. A member of the Board of Directors attending such a meeting shall be deemed to be "present" at that meeting. The place of a meeting held in accordance with this provision shall be the place where the majority of the members of the Board of Directors are present, or the place where the Chairman of the meeting is present.

Decisions passed in telephone meetings are properly organized and conducted, effective immediately upon the end of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

10. Members of the Board of Directors may send their ballots to the meeting by mail, fax, or email. In case of sending ballots to the meeting by mail, the ballots must be contained in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening. The ballots may only be opened in the presence of all attendees.

11. Vote

a. Except for the provisions in Point b, Clause 11, Article 30 of the Company Charter, each member of the Board of Directors or authorized person as prescribed in Clause 8 of this Article who is present in person as an individual at the meeting of the Board of Directors has one (01) vote;

b. A member of the Board of Directors shall not vote on contracts, transactions or proposals in which he or she or a person related to him or her has an interest and such interest conflicts or may conflict with the interests of the Company. A member of the

Board of Directors shall not be counted in the quorum required to hold a Board meeting on decisions on which that member does not have voting rights;

c. Pursuant to Point d, Clause 11 of this Article, when a problem arises at a meeting related to the interests or voting rights of a member of the Board of Directors and that member does not voluntarily give up his/her voting rights, the decision of the chairperson is the final decision, except in cases where the nature or scope of the interests of the relevant member of the Board of Directors has not been fully disclosed;

d. A member of the Board of Directors who benefits from a contract specified in Point a and Point b, Clause 6, Article 41 of the Company Charter is considered to have a significant interest in that contract;

e. Internal auditors have the right to attend Board of Directors meetings, have the right to discuss but not to vote.

12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that he or she has an interest in it is responsible for publicly disclosing this interest at the first meeting of the Board discussing the signing of this contract or transaction. In case a member of the Board of Directors does not know that he or she or a related person has an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must publicly disclose the related interests at the first meeting of the Board of Directors held after this member knows that he or she has an interest or will have an interest in the above transaction or contract.

13. The Board of Directors shall pass decisions and resolutions based on the approval of the majority of the Board 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 shall be the deciding vote.

14. Resolutions in the form of written opinions are passed on the basis of the approval of the majority of members of the Board of Directors with voting rights. This resolution has the same effect and value as a resolution passed at a meeting.

15. Board of Directors meetings must be recorded in minutes and may be recorded, recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may be additionally prepared in English, including the following main contents:

- a) Name, head office address, business registration number;
- b) Time and place of meeting;
- c) Purpose, agenda and content of the meeting;
- d) 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;
- d) Issues discussed and voted on at the meeting;
- e) Summarize the opinions of each member attending the meeting in chronological order of the meeting;

- g) Voting results showing members who approve, disapprove and have no opinion;
- h) The issue passed and the corresponding passing percentage;
- i) Full name and signature of the chairman and the person taking the minutes, except for the case specified in Clause 2 of this Article.

In case the chairman or the minute taker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending the meeting sign them and they contain all the contents as prescribed in points a, b, c, d, dd, e, g and h, Clause 15 of this Article, then these minutes shall be valid.

The chairman, the minute taker and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the content of the minutes of the Board of Directors' meeting. The minutes of the Board of Directors' meeting and the documents used in the meeting shall be kept at the Company's head office. Minutes drawn up in Vietnamese and in a foreign language have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall prevail.

16. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors' meeting to the members and the minutes are valid evidence of the work conducted during the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the Board of Directors' meeting are prepared in Vietnamese and can be prepared in English. The minutes must be signed by the chairman and the person recording the minutes.

In addition to the meetings specified in this Article, the Board of Directors has the right to organize meetings and discussions on professional matters or certain issues of the Company that are not required to be convened, organized and have minutes of meetings made in accordance with the provisions of this Charter. These meetings and discussions are not considered official meetings of the Board of Directors to issue resolutions or vote on any issues.

ARTICLE 15: MEETINGS OF COMMITTEES, SUBCOMMITTEES AND BOARDS UNDER THE BOARD OF DIRECTORS

1. The Committee, Sub-Committees and Boards may meet regularly or irregularly, in person or online, at the Company's headquarters or elsewhere. The Head of the Committee, Subcommittee and Board shall convene and chair meetings of the Committee, Subcommittee and Board.

2. The Head of the Committee, Subcommittee and Board must send a meeting invitation to the members of that Committee, Subcommittee and/or Board at least two (2) working days before the meeting date. The meeting notice must specify the time and place of the meeting, agenda, issues to be discussed and decisions.

Meetings of the Committee, Subcommittee and/or Board may be held in person, online or in person combined with online meetings between members of the Committee, Subcommittee and/or Board when all or some of the members are in different locations provided that each member attending the meeting can hear each other member speaking

at the meeting; and can speak to all other members attending simultaneously (if desired).

3. Meetings of the Committee, Subcommittee and Board shall only be held when a majority of the members of the Committee, Subcommittee and Board are present. In case the meeting does not meet the conditions for organization according to regulations, it will be convened for the second time within seven (07) working days from the date of the first scheduled meeting. Unless otherwise provided in the Regulations on the Organization and Operation of the Committee, Sub-Committee or Board, a second meeting shall be held if more than half of the members of the Committee, Sub-Committee or Board attend the meeting.

4. The Head of the Committee, Subcommittee and Board has the right to invite members of the Board of Directors, General Director, Business Executives and other individuals to attend meetings of the Committee, Subcommittee and Board. Those invited to the meeting have the right to speak and discuss at the meeting but do not have the right to vote.

5. Members of the Committee, Subcommittee and Board shall vote on decisions by a show of hands or other appropriate means. Decisions of the Committee, Subcommittee and Board are adopted at a meeting when a majority of members attend and vote for approval at the meeting. Unless otherwise provided in the Regulations on the Organization and Operation of the Committee, Sub-Committee and Board, if the number of votes is equal, the final decision belongs to the side with the opinion of the Head of the Committee, Sub-Committee and Board.

6. Minutes of the meeting are prepared similarly to the Minutes of the Board of Directors' meeting. Minutes of the meeting and documents used in the meeting must be kept at the Company's headquarters in accordance with the provisions of law and the Company's administrative documents.

7. The decisions of the Committee, Sub-Committee and Board adopted at the meeting shall be forwarded to the Board of Directors within three (03) working days after the end of the meeting. The Board of Directors shall hold a meeting to review, discuss and approve the decisions of the Sub-Committee.

8. The Committee, Subcommittee and Board are responsible for complying with, properly and fully performing their responsibilities and obligations as prescribed in the Charter, Internal regulations on corporate governance, this Regulation, Regulations on organization and operation of the Committee, Subcommittee and Board, other internal management regulations, resolutions of the Board of Directors and authorization, delegation or delegation of authority by the Board of Directors.

9. The Audit Committee must meet at least twice a year. Minutes of the meeting must be detailed, clear and fully retained. The person taking the minutes and the Audit Committee members attending the meeting must sign the meeting minutes.

The Audit Committee shall pass decisions by voting at meetings and by obtaining written opinions. Each member of the Audit Committee shall have one vote. The decision of the Audit Committee shall be passed if approved by the majority of members attending the meeting; in case of equal votes, the final decision shall belong to the side with the

opinion of the Chairman of the Audit Committee.

ARTICLE 16: GET WRITTEN OPINIONS FROM BOARD MEMBERS

1. When it is deemed unnecessary to convene a meeting, the Chairman of the Board of Directors may seek written opinions from the members of the Board of Directors on all matters within the Board of Directors' authority to approve.

2. The Chairman of the Board of Directors shall prepare the opinion form, draft resolution and documents explaining the draft resolution; and send them by the method of sending documents specified in Article 13 to the registered address of the Board of Directors members. The opinion form must contain the following main contents:

- a) Name, head office address, business registration number;
- b) Purpose of consultation;
- c) Full name, permanent address, nationality, ID card number, passport number or other legal personal identification of the Board of Directors member;
- d) Issues requiring consultation for approval;
- e) Voting options include approval, disapproval and no opinion;
- f) Deadline for sending the completed opinion form to the Chairman of the Board of Directors;
- g) Full name and signature of the Chairman of the Board of Directors;

3. Reasonable time for Board of Directors members to research and respond depends on the issue requiring consultation, but in any case not less than three (03) and not exceeding fifteen (15) working days from the date of receipt of the consultation form.

4. Within the time limit specified in the opinion form, the Board of Directors member must send the completed opinion form to the Chairman of the Board of Directors in one of the following forms. Board of Directors member may not authorize another person to respond to the opinion form.

- a) Send by mail. The completed ballot must be signed by a member of the Board of Directors, placed in a sealed envelope and no one is allowed to open it before counting the votes;
- b) Send by email. Voting forms sent to the Chairman of the Board of Directors via email must be kept confidential until the time of vote counting.

5. Voting forms sent to the Chairman of the Board of Directors after the specified deadline or opened in the case of mailing, or disclosed in the case of emailing are invalid. Voting forms that are not returned will be considered as non-voting.

6. The Chairman of the Board of Directors shall count the votes and prepare the minutes of the vote counting under the witness of the General Director. The minutes of the vote counting must have the following main contents:

- a) Name, head office address, business registration number;
- b) Purpose and issues to be consulted to pass the resolution;

- c) Number of members participating in the vote, distinguishing between valid and invalid votes and the method of sending votes, along with a list of members participating in the vote;
- d) Total number of votes for, against, and abstentions on each issue;
- e) Issues approved;
- f) Full name and signature of the Chairman of the Board of Directors, the vote counting supervisor and the vote counter.

7. The Chairman of the Board of Directors, the vote counter and the vote counting witness shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and for any damages arising from decisions passed due to dishonest and inaccurate vote counting.

8. The minutes of the vote counting must be sent to the members of the Board of Directors, Committees, Sub-Committees and Boards, and the General Director within three (03) working days from the date of completion of the vote counting.

9. The completed ballots, vote counting minutes, passed resolutions and related documents attached to the ballots shall be kept at the Company's head office in accordance with the Company's document storage regulations.

ARTICLE 17: APPROVAL OF DECISIONS OF THE BOARD OF DIRECTORS

The Board of Directors adopts decisions in accordance with the provisions of the Company Charter, the Internal Regulations on Corporate Governance and this Regulation.

Issues under the decision-making authority of the Board of Directors will be approved by voting at meetings in the form of in-person meetings, online meetings or combined in-person and online meetings as prescribed in the Company's Charter.

The Board of Directors' decisions are adopted in the following cases:

1. Approved by the majority of Board of Directors members attending the meeting when voting at the Board of Directors meeting; in case of equal votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors;
2. Approved by the majority of Board of Directors members when obtaining written opinions of Board of Directors members;

Board members have the right to reserve their opinions when they do not agree with the Board of Directors' decision, but must comply with the decision. The Board of Directors' reserved opinion must be clearly stated in the Board of Directors' meeting minutes.

The Board of Directors must ensure that the following matters and issues are resolved within the time limit specified herein.

1. Propose the Company's development orientation, change the Company's business lines and fields, at least (21) days before the expected date of the Shareholders' Meeting to decide on this issue;

2. Propose to reorganize, dissolve, or bankrupt the Company, at least ninety (90) days before the date of convening the General Meeting of Shareholders to decide on this matter.
3. Propose the issuance of bonds, convertible bonds into shares and warrants allowing the owner to purchase shares at a predetermined price, at least (21) days before the expected date of the General Meeting of Shareholders to decide on this matter;
4. Determine the level of interim dividends and the timing of interim dividend payments, at least thirty (30) days before the final registration date for dividend payment;
5. Approve the Business Plan and detailed financial plan of the next fiscal year proposed by the General Director, before the scheduled date of the annual General Meeting of Shareholders;
6. Approve the Board of Directors' Operation Plan for the following fiscal year proposed by the Chairman of the Board of Directors, before the scheduled date of the annual General Meeting of Shareholders;
7. Evaluate the performance of the General Director and Business Executives during the fiscal year and decide on their salaries, allowances and other benefits for the following fiscal year, within ninety (90) days from the end of the fiscal year;
8. Approve the Board of Directors' Operational Report for the fiscal year, at least (21) days before the scheduled date of the Annual General Meeting of Shareholders;
9. Approve the agenda and documents for the Annual General Meeting of Shareholders at least twenty-one (21) days before the scheduled date of the meeting.

ARTICLE 18: OTHER ISSUES

1. After the decision of the General Meeting of Shareholders and the Board of Directors, the Chairman of the Board of Directors is the person who signs all contracts, documents and other certificates of the Company in the process of implementing the contents related to the decision of the General Meeting of Shareholders and the Board of Directors.

2. The Board of Directors selects an independent consultant through a meeting or by obtaining written opinions from Board members. The independent consultant must have expertise and experience in the field requiring consultation and must not have conflicts of interest with the Company. The budget for hiring an independent consultant is part of the Board of Directors' operating budget.

ARTICLE 19: PREVENTING CONFLICTS OF INTEREST

1. Board members must publicly disclose related interests according to the provisions of Article 41 of the Company Charter and the Corporate Governance Regulations.

2. The review and approval of contracts and transactions between the Company and members of the Board of Directors or Related Persons shall be carried out in accordance with the provisions of Article 41 of the Company Charter.

3. The Board of Directors shall consider and decide on the matters stated in Clause 2, Article 19 of this Charter at a meeting of the Board of Directors, within ten (10) working days from the date of occurrence of the event.

4. Members of the Board of Directors, Audit Committee, General Director and executives are responsible for complying with Article 41 of the Company Charter on Responsibility for honesty and avoiding conflicts of interest and Article 42 of the Company Charter on Responsibility for damages and compensation.

5. Members of the Board of Directors, Audit Committee, General Director and executives are responsible for complying with Article 41 of the Company Charter on Responsibility for honesty and avoiding conflicts of interest and Article 42 of the Company Charter on Responsibility for damages and compensation.

ARTICLE 20: OPERATING BUDGET OF THE BOARD OF DIRECTORS

The Board of Directors' operating budget for the fiscal year includes:

1. Operating expenses of the Board of Directors, including expenses for implementing personnel policies for Board members, operating expenses of Committees, Subcommittees, Boards and expenses for hiring independent consultants, if any;
2. Salary, remuneration, allowances and other benefits of members of the Board of Directors;
3. Salaries, allowances, and other benefits of the Board of Directors Office staff and operating expenses of the Board of Directors Office.

The Board of Directors' Office shall prepare the Board of Directors' operating budget for the fiscal year for the Board of Directors to discuss before proposing at the Annual General Meeting of Shareholders. The operating budget is built based on the programs and plans of the Board of Directors expected to operate in the fiscal year, policies for Board members, and average operating costs of the two (02) previous fiscal years.

The Chairman of the Board of Directors shall announce the regulations on the allocation and use of the Board of Directors' operating budget after approval by the General Meeting of Shareholders.

Board members use operating budgets within the scope and budget allocation of the Chairman of the Board of Directors. For operating expenses outside the budget allocation, Board members must obtain the approval of the Board Chairman before implementation.

The Chairman of the Board of Directors manages the use of the Board of Directors' operating budget, periodically notifies the Board members on a quarterly basis and reports the use of the operating budget to the Annual General Meeting of Shareholders.

CHAPTER IV
**COORDINATION BETWEEN THE BOARD OF DIRECTORS,
GENERAL DIRECTOR AND THE AUDIT COMMITTEE**

ARTICLE 21: COORDINATION WITH THE AUDIT COMMITTEE

The relationship between the Board of Directors and the Audit Committee is a cooperative one. The working relationship between the Board of Directors and the Audit Committee is based on the principles of equality and independence, while closely coordinating and supporting each other in the performance of duties.

Upon receiving the audit reports or summary reports from the Audit Committee, the Board of Directors is responsible for studying and directing relevant departments to develop plans and promptly implement corrections.

ARTICLE 22: COORDINATION WITH THE GENERAL DIRECTOR

The Board of Directors and the Chairman of the Board of Directors regularly supervise the operations of the General Director and the Business Executive in accordance with the provisions of the Company Charter, the Internal Regulations on Corporate Governance, this Regulation and other internal management regulations of the Company.

The Board of Directors, Committees, Sub-Committees and Boards, and members of the Board of Directors are entitled to receive documents, decisions of the General Director, Business Executives and documents of the Company in accordance with the provisions of the Company Charter and Internal Regulations on corporate governance.

The General Director and the Business Executive must attend meetings and report to the Board of Directors, Committees, Sub-Committees and Boards, and the Chairman of the Board of Directors as prescribed in the Company Charter, Internal Regulations on Corporate Governance and other internal management regulations of the Company.

Board members are entitled to:

1. Go to the Company's working locations during working hours and conduct inspections and supervision by notifying the Chairman of the Board of Directors and the General Director at least two (02) working days in advance and according to the working schedule arranged by the General Director;
2. Contact, discuss, and work with the General Director's executive apparatus by notifying the Chairman of the Board of Directors and the General Director at least two (02) working days in advance and according to the working schedule arranged by the General Director;
3. Attend meetings of the General Director by notifying the Chairman of the Board of Directors and the General Director at least one (01) working day in advance; have the right to discuss and speak as an individual, not on behalf of the Board of Directors, and not to vote;

Whenever deemed necessary, the Board of Directors, Committees, Sub-Committees

and Boards, and members of the Board of Directors may request the General Director or Business Executive to report and explain on matters within their authority by notifying the person requested to report and explain at least seven (07) working days in advance. The request must clearly state the contents to be reported, explained, the time and place to make the report, explain. The General Director, the business operator has the right to refuse the reporting, explaining requests of the Committees, Sub-Committees, Boards and members of the Board of Directors but must notify the Chairman of the Board of Directors.

The Board of Directors, Committees, Sub-Committees and Boards, and the Chairman of the Board of Directors may consult the General Director and the Enterprise Executive on matters within their authority, through meetings or written opinions. In case of consulting in writing, the Board of Directors, Committees, Sub-Committees and Boards, and the Chairman of the Board of Directors must send necessary documents related to the issue being consulted to the General Director and the Enterprise Executive. The response of the General Director and the Enterprise Executive in the case of consultation is not binding on the Board of Directors, Committees, Sub-Committees and Boards, and the Chairman of the Board of Directors.

In its governance role, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of the resolutions.

ARTICLE 23: MEETING WITH GENERAL DIRECTOR

1. The Board of Directors and the General Director meet to discuss work according to the provisions of Article 27, Internal regulations on corporate governance.

The General Director is responsible for organizing the implementation of resolutions/decisions of the Board of Directors. In case the General Director is not a member of the Board of Directors, the General Director still has the right to attend meetings of the Board of Directors, has the right to discuss and give opinions but does not have the right to vote. Members of the Board of Directors have the right to attend meetings chaired by the General Director or the company's executive, have the right to speak but do not have the right to vote (if any). The Board of Directors and the General Director discuss work with each other at least once a quarter (01).

2. The Chairman of the Board of Directors must send meeting invitations to members of the Board of Directors and the General Director. The meeting invitation must include the time, location, agenda, meeting content and attach documents related to the content discussed at the meeting.

Notice of the Board of Directors' meeting must be sent to the Board members and the members of the Board of Directors and the members of the Audit Committee at least [five (05)] working days before the meeting date. A member of the Board of Directors may refuse notice of a meeting in writing, and such refusal may be changed or revoked in writing by that member of the Board of Directors. Notice of Board of Directors' meeting must be made in writing in Vietnamese and must fully notify the time, place of meeting, agenda, content of discussion issues, accompanied by necessary documents on issues

discussed and voted at the meeting and voting ballots of members.

The meeting notice shall be sent by mail, fax, email or other means, but must be ensured to reach the contact address of each member of the Board of Directors and the Internal Auditors registered at the Company.

- a. The General Director has the right to propose in writing additional issues to be discussed at the convened meeting. The proposal must clearly state the issues to be supplemented, the basis for the supplementation and the attached documents, if any; and send it to the Chairman of the Board of Directors at least two (02) working days before the meeting date. The Chairman of the Board of Directors shall decide on the addition of the proposed issues to the meeting agenda.
- b. The meeting shall only be held when at least half (3/4) of the members of the Board of Directors and the General Director are present. The meeting shall be chaired by the Chairman of the Board of Directors and the Person in charge of corporate governance shall be the meeting secretary.
- c. The Chairman of the Board of Directors has the right to invite the Business Executive and other individuals to attend meetings with the General Director. Those invited to the meeting have the right to speak and discuss at the meeting.
- d. The meeting format is similar to that of the Board of Directors meeting.
- e. All discussion opinions of meeting participants must be fully recorded by the Corporate Governance Officer and made into the Meeting Minutes similar to the Board of Directors Meeting Minutes.
- f. The results of the meeting between the Board of Directors and the General Director must be notified to the members of the Board of Directors, the General Director, and the Business Executive after the meeting ends.
- g. Meeting invitations, documents related to the content discussed at the meeting and meeting minutes must be kept at the Company according to the Company's document retention regulations.

ARTICLE 24: COMMUNICATION WITH THE GENERAL DIRECTOR

The exchange of information between the Board of Directors, Committees, Sub-Committees and Boards, the Chairman of the Board of Directors and the General Director shall comply with the provisions of the Company's Charter, the Internal Regulations on Corporate Governance, this Regulation and other internal management regulations of the Company.

All resolutions and decisions of the Board of Directors, Committees, Sub-Committees and Boards, and Chairman of the Board of Directors must be sent to the General Director and the Enterprise Executive as prescribed in the Internal Regulations on Corporate Governance.

The Board of Directors shall send to the General Director and the Business

Executive the annual, quarterly and monthly operating programs and plans of the Board of Directors within three (03) working days from the date the programs and plans are approved.

CHAPTER V

PERFORMANCE EVALUATION AND SALARY AND REMUNERATION OF BOARD MEMBERS

ARTICLE 25: PERFORMANCE EVALUATION

The Board of Directors decides on the contents, criteria and methods for evaluating the performance of the Board of Directors and Board members.

The Board of Directors' performance review meeting shall only be held after the Company has estimated the Company's business results for the fiscal year.

The Chairman of the Board of Directors directs the Corporate Governance Officer to prepare the self-assessment form, available documents and data related to the content, criteria and methods of performance assessment; and send them to all members of the Board of Directors at least ten (10) working days before the meeting date.

Board members shall send performance evaluation forms of the Board of Directors and individuals to the Chairman of the Board of Directors at least three (03) working days before the meeting date.

At the meeting, the Chairman of the Board of Directors shall announce the contents of all evaluation forms received and allow reasonable time for meeting members to exchange and discuss. After discussion, the Board members conduct an evaluation by secret ballot. The evaluation form must include the name of the evaluator, the evaluation content, the evaluation results for each evaluation content and the signature box of the evaluator.

The Chairman of the Board of Directors announces the evaluation results of each evaluation form without mentioning the name of the evaluator. The corporate governance officer records and calculates the final assessment results for each assessment content. The final evaluation result is calculated by averaging the evaluation results of the Board of Directors members.

The results of the performance evaluation of the Board of Directors and Board members must be notified to the Board members and the General Director after the meeting ends.

ARTICLE 26: REWARDS AND DISCIPLINE

Forms of rewards include written rewards with or without cash. The cash bonus level is decided by the Board of Directors at the meeting. Bonus money is deducted from the total bonus of the Board of Directors in the fiscal year as decided by the General Meeting of Shareholders.

Disciplinary measures include written reprimands, written warnings, and recommendations for dismissal by the General Meeting of Shareholders.

The Board of Directors considers rewarding a Board member when at least three (03) Board members determine that the member has outstanding performance or takes actions that have a significant impact on the Board's performance or the Company's business results.

The Board of Directors shall consider disciplining a member of the Board of Directors when at least three (03) members of the Board of Directors determine that the member:

1. Violating the obligations of a member of the Board of Directors as stipulated in the Company Charter, the Internal Regulations on Corporate Governance, this Regulation and other internal management regulations of the Company, or
2. Failure to complete tasks assigned by the Board of Directors, Chairman of the Board of Directors, or
3. Absent from meetings of the Board of Directors three (03) times or more in a year.

The Chairman of the Board of Directors shall convene a meeting to commend and discipline within ten (10) working days from the date of receipt of the commendation and discipline proposal of at least three (03) members of the Board of Directors. Written proposals for rewards and discipline must clearly state the person being proposed, the main reasons for the reward or discipline, the expected form of reward or discipline, and supporting documents, if any.

Board members are not allowed to authorize others to attend meetings for rewards and disciplinary actions. The meeting to commend and discipline members of the Board of Directors must have the presence of three (03) members of the Board of Directors proposing and the person proposed to be commended.

Procedure for organizing reward and discipline meetings:

1. The person in charge of corporate governance reports on the participants;
2. The Chairman of the Board of Directors presents the purpose, agenda and content of the meeting.;
3. Board members who propose rewards and disciplines must present their views, bases and assessments;
4. The person proposed for reward or discipline presents opinions related to the reward or discipline;
5. Meeting attendees discuss proposals for rewards and disciplinary action;
6. Board members vote to approve decisions according to the provisions of the Company Charter and Internal Regulations on Corporate Governance;
7. The person in charge of corporate governance reads the main contents recorded in the meeting minutes for the meeting attendees to listen to and the meeting chairman signs the confirmation in the meeting minutes book.

The results of rewards and disciplinary actions against Board members must be notified to the Board members and the General Director within three (03) days from the end of the reward and disciplinary meeting.

ARTICLE 27: REMUNERATION, ALLOWANCES, OTHER BENEFITS AND BONUSES

Members of the Board of Directors receive salaries, remuneration, allowances, bonuses and other benefits as prescribed in Article 28 of the Company Charter, this Regulation and the resolution of the Annual General Meeting of Shareholders.

Based on the operating budget for the fiscal year approved by the Annual General Meeting of Shareholders, the Board of Directors shall decide on the principle of consensus on the monthly salary of the Chairman of the Board of Directors, and the monthly remuneration and allowances of the members of the Board of Directors.

A non-executive director who performs work that, in the opinion of the Board, is outside the scope of his or her duties may be compensated in the form of a lump sum, commission, or other form as determined by the Board.

Based on the operating budget for the fiscal year approved by the Annual General Meeting of Shareholders, the Chairman of the Board of Directors decides on the types and levels of other expenses for members of the Board of Directors. Other expenses include but are not limited to travel, communication, socializing, training, seminars, health insurance, medical examination and treatment.

Based on the total bonus amount in the fiscal year approved by the General Meeting of Shareholders and the results of performance evaluation, the Board of Directors decides on the bonus in the fiscal year of each member of the Board of Directors according to the method that ensures it corresponds to the performance of each member of the Board of Directors.

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 beyond 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 decided by the Board of Directors.

CHAPTER VI IMPLEMENTATION ORGANIZATION

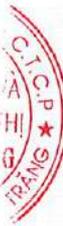
ARTICLE 28: IMPLEMENTATION ORGANIZATION

This regulations may be amended and supplemented by the decision of the General Meeting of Shareholders when there are changes.

This Charter is sent to the members of the Board of Directors, Sub-committees, the Board of Directors, the Board of Directors Office and kept at the Company Office.

The Chairman of the Board of Directors is responsible for organizing the implementation of this Regulation and periodically reporting to the Board of Directors on the implementation every three (03) months.

ARTICLE 29: EFFECTIVENESS



The regulations of the Board of Directors of Cuu Long Urban Development and Investment Corporation, consisting of 06 Chapters and 29 Articles, were officially issued and took effect from April 26th, 2025.

Soc Trang, April 26th, 2025

ON BEHALF OF BOARD OF DIRECTORS

CHAIRMAN *me*

Recipient :

- Board of Directors, Audit Committee, Board of Management;
- Information disclosure, Website;
- Archived: secretaries.



NGUYEN TRIEU DONG