
**INTERNAL REGULATIONS ON CORPORATE
GOVERNANCE**

AT

**TRANSPORT AND INDUSTRY DEVELOPMENT
INVESTMENT JOINT STOCK COMPANY
(TRACODI)**

TRANSPORT AND INDUSTRY DEVELOPMENT
INVESTMENT JOINT STOCK COMPANY



TRACODI

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Ho Chi Minh City, 12 April 2023

No.:/2023/QĐ-HĐQT-TCD

DRAFT

DECISION

Re: Promulgating Internal Regulations on Corporate Governance at Tracodi

BOARD OF DIRECTORS

TRANSPORT AND INDUSTRY DEVELOPMENT INVESTMENT JSC

- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam;
- 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;
- Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance guiding the disclosure of information on the stock market;
- Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies;
- Pursuant to the Charter of Transport and Industry Development Investment Joint Stock Company (TRACODI) approved by BOD on 6 October 2022 according to the authorization by the General Meeting of Shareholder 2021 (22nd version);
- Pursuant to the Resolution of the AGM 2023;

DECIDES

Article 1. “Internal Regulations on Corporate Governance at Tracodi” (4th version) which has been attached with this decision.

Article 2. This Decision takes effect from the date of signing and replaces Decision No. 24/2021/QĐ-HĐQT-TCD dated April 29th, 2021.

Article 3. Members of the Board of Directors, Executive Board, Leaders of Divisions, Departments, and subsidiaries; Shareholders, officials and employees of Bamboo Capital Joint Stock Company shall implement this Decision.

Recipients:

- Same as Article 3;
- Archived: BOD, BS Dept

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

Nguyen Thanh Hung

CHAPTER I GENERAL PROVISIONS

Article 1. Scope of adjustment

1. This internal regulation on governance (hereinafter referred to as “Regulation”) is formulated and promulgated in accordance with the provisions of law on corporate governance as provided in the Law on Enterprises, the Securities Law guiding documents on the implementation of regulations on corporate governance applicable to public companies. This Regulation is developed and implemented on the basis of reference to the best international practices on corporate governance, applied in accordance with the specific conditions of Tracodi with the aim to improve corporate governance capacity, ensure the sustainable development of the Company.
2. In order to implement a clear and consistent governance policy and ensure the sustainable and transparent development of the Company, this Regulation stipulates (i) the basic principles of corporate governance to protect rights and interests of shareholders; (ii) authority, obligations and processes, modes of operation of the departments and management, executive officers in the Company; (iii) establish standards of behavior and professional ethics of the members of the Board of Directors, the General Director and the executive management apparatus, the Supervisory Board; and (iv) stipulate of the procedures for coordinating activities between the Board of Directors, the General Director and the Supervisory Board in the management process of Transport and Industry Development Investment Joint Stock Company.
3. This Regulation is also a basis for evaluating the corporate governance of Tracodi.

Article 2. Interpretation

1. Terms defined in the Company's Charter shall be construed and applied similarly to these Regulations. In order to ensure the consistency, ease of understanding and brevity of the Regulations, the following terms and abbreviations are construed as follows:
 - “Company” means Transport and Industry Development Investment Joint Stock Company.
 - "General Meeting of Shareholders" means the General Meeting of Shareholders of the Company.
 - “Shareholder” means a shareholder of the Company.
 - Major shareholder means a shareholder who directly or indirectly owns 5% or more of the voting shares of the Company.
 - “Board of Directors” means the Board of Directors of the Company.
 - “Board of Supervisors” means the Board of Supervisors of the Company.
 - "Management apparatus" includes the General Director, Deputy General Directors, Chief Accountant and other managers appointed by the Board of Directors.
 - "General Director" means the General Director of the Company, who is the head of the executive management apparatus.

- “Charter” means the Charter of the Company, including any amendments and supplements from time to time after being duly approved by the General Meeting of Shareholders.
 - “Regulation” means the internal regulations on corporate governance of the Company.
 - "Corporate governance" is a system of rules to ensure that the company is governed and controlled effectively for the benefit of shareholders and people related to the company. The principles of corporate governance include:
 - “Related person” means an individual or organization defined in Clause 23, Article 4 of the Enterprise Law, and Clause 46, Article 4 of the Securities Law;
 - “Non-executive Board member” means a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant and other managers appointed by the Board of Directors.
 - “Independent member of the Board of Directors” means a member of the Board of Directors who meets the following conditions: (i) Having professional qualifications and experience in business management of the company and not necessarily a shareholder of the company. (ii) Not being a person who is working for the company or its subsidiary; Not a person who has worked for the company or its subsidiary for at least 03 consecutive years. (iii) Not being a person who is receiving salary or remuneration from the company, except for allowances that members of the Board of Directors are entitled to as prescribed; (iv) Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, biological brother, biological sister or sister is a major shareholder of the company; be a manager of a company or its subsidiary; (v) Not being a person who directly or indirectly owns at least 1% of the total number of voting shares of the company; (vi) Not being a person who has served as a member of the Board of Directors or the Supervisory Board of the company for at least 5 consecutive years, except for the case of being appointed for two (2) consecutive terms.
2. In these Regulations, references to one or more provisions or legal documents shall include amendments or supplements to or replacements thereof.

Article 3. Principles of corporate governance

The Company's internal management is carried out to ensure the following principles:

- Comply with the legal provisions of the State of Vietnam.
- Ensure an effective corporate governance structure.
- Ensure the interests of shareholders and fair treatment among shareholders
- Ensure the roles and interests of the people related to the Company.
- The operation of the Board of Directors, the Supervisory Board, the General Director of the Company is effective.
- Respect business ethics, be responsible for society and the environment.

Article 4. Charter and Internal Regulations on Governance of the Company

1. The Company's charter is formulated according to the Model Charter of the Ministry of Finance, in accordance with the Enterprise Law and approved by the General Meeting of Shareholders.
2. The Company's internal regulations on Governance are developed and promulgated in accordance with the Company's Charter. The Board of Directors is responsible for developing and promulgating internal regulations on corporate governance of the Company. The internal regulations on corporate governance include the following main contents:
 - Order and procedures for convening and voting at the General Meeting of Shareholders.
 - Order and procedures for nomination, candidacy, election, dismissal and removal of members of the Board of Directors.
 - Order and procedures for holding meetings of the Board of Directors.
 - Order and procedures for selection, appointment and dismissal of senior managers.
 - Process and procedures for coordinating activities between the Board of Directors, the Supervisory Board and the General Director.
 - Regulations on performance evaluation, reward and discipline for members of the Board of Directors, members of the Supervisory Board, the General Director and the executive management apparatus.

CHAPTER II**SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS****Article 5: Shareholders' rights**

1. Shareholders have full rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant provisions of Vietnamese law and the company's Charter, especially:
 - a) The right to freely transfer shares which have been paid in full and recorded in the shareholder book of the Company, except in some cases where transfer is restricted in accordance with the law, the company's charter and decisions of the General Meeting of Shareholders;
 - b) The right to be treated fairly. Each share of the same class gives shareholders equal rights, obligations and interests. In case the company has preference shares, the rights and obligations attached to these types of preference shares must be fully disclosed to shareholders and must be approved by the General Meeting of Shareholders;
 - c) The right to be fully informed of periodical and extraordinary information about the Company's activities;
 - d) The right and responsibility to participate in the General Meeting of Shareholders and exercise the right to vote in person or through an authorized representative or conduct voting remotely;
 - e) The right to be given priority to buy newly offered shares in proportion to the percentage of share ownership in the Company.

- f) The company must not limit the shareholders from attending the General Meeting of Shareholders, and at the same time must create conditions for shareholders to perform the authorization of representatives to participate in the General Meeting of Shareholders upon shareholders' request.
2. Shareholders have the right to protect their legal rights. In case the decision of the General Meeting of Shareholders, the decision of the Board of Directors violates the law or violates the fundamental rights of shareholders as prescribed by law, shareholders have the right to propose the cancellation of the decision in accordance with the order and procedures prescribed by law. In case decisions that violate the law cause damage to the Company, the Board of Directors, the Supervisory Board and the General Director must compensate the Company according to their responsibilities. Shareholders have the right to request the Company to compensate for damage in accordance with the law.
3. Shareholders have the right to refuse the right to preemptively purchase newly offered shares. This is clearly stated in the Resolution of the General Meeting of Shareholders.
4. The company is responsible for building a reasonable corporate governance structure, building an effective communication system with shareholders to ensure:
 - Shareholders fully exercise their rights in accordance with the law and the company's charter;
 - Shareholders are treated fairly.
5. Each share of the same class gives the shareholder who owns it equal rights, obligations and interests. In case the company has preferred shares, the rights and obligations attached to the types of shares must be fully disclosed to shareholders and must be approved by the General Meeting of Shareholders.

Article 6. Issues related to major shareholders

1. The Board of Directors of the Company sets up a regular communication mechanism with major shareholders.
2. Major shareholders must not take advantage of their advantages to harm the rights and interests of the Company and other shareholders.
3. Major shareholders are obliged to disclose information in accordance with the Charter and the law.

Article 7. Annual And Extraordinary General Meeting of Shareholders.

1. The order and procedures for organizing and convening the Annual General Meeting of Shareholders are specified in Article 16 of the Company's Charter. The Company will announce on the Company's website the order and procedures for convening and voting at the General Meeting of Shareholders in accordance with the Law on Enterprises, relevant legal documents and the company's Charter, including the following main contents:
 - Authority to convene the General Meeting of Shareholders;
 - Make a list of shareholders entitled to attend the meeting;
 - Notice of closing the list of shareholders entitled to attend the General Meeting of Shareholders;

- Notice of convening the General Meeting of Shareholders;
 - Agenda and contents of the General Meeting of Shareholders (the person responsible for preparing the agenda and contents of the General Meeting of Shareholders; regulations on shareholders' recommendations to include in the meeting agenda);
 - Authorization for a representative to attend the General Meeting of Shareholders;
 - How to register to attend the General Meeting of Shareholders;
 - How to vote;
 - How to count votes, for sensitive issues and if requested by shareholders, the Company must appoint an independent organization to collect and count votes;
 - Conditions for the resolution to be passed;
 - Announcement of vote counting results;
 - How to object to the decision of the General Meeting of Shareholders;
 - Prepare minutes of the General Meeting of Shareholders;
 - Announce the decision of the General Meeting of Shareholders to the public;
 - Others.
2. The company must fully comply with the order and procedures for convening the General Meeting of Shareholders in accordance with the law, the company's charter and internal regulations of the company. The company must disclose information about closing the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the closing date of the list. The company must not restrict shareholders from attending the General Meeting of Shareholders, must create conditions for shareholders to authorize representatives to attend the General Meeting of Shareholders or vote by registered mail when requested by shareholders. . The company must guide the authorization procedure and prepare a power of attorney for shareholders in accordance with regulations.
 3. Shareholders or groups of shareholders mentioned in Clause 3, Article 10 of the Company's Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least 03 working days before the start of the General Meeting of Shareholders. The proposal must include: the name of the shareholder, the number and type of shares held by that person, and the content proposed to be included in the meeting agenda.
 4. The Board of Directors, the Supervisory Board or the convenor of the General Meeting of Shareholders shall arrange the agenda, arrange a reasonable place and time to discuss and vote on each issue in the agenda of the General Meeting of Shareholders.
 5. The company must make maximum efforts in applying modern information technologies so that shareholders can participate in the General Meeting of Shareholders in the best way, including guiding shareholders to vote remotely. , electronically or other forms of voting in accordance with the law to vote through the online General meeting of Shareholders.
 6. Every year the Company must hold the Annual General Meeting of Shareholders in accordance with the provisions of the Enterprise Law. *The organization of the General Meeting of Shareholders can be held in person or online, depending on*

economic conditions, social circumstances may be specific from year to year, based on the principles of publicity, transparency, enforcement of law and the company's charter, ensuring the legitimate rights and interests of shareholders. The Annual General Meeting of Shareholders shall not be held in the form of collecting written opinions of shareholders. Members of the Board of Directors and members of the Supervisory Board must attend the Annual General Meeting of Shareholders to answer questions from shareholders at the meeting (if any); In case of force majeure, members of the Board of Directors and members of the Supervisory Board must report in writing to the Board of Directors and the Supervisory Board. In case the company's annual financial statement audit report contains material exclusions, contrary audit opinions or rejections, the company must invite a representative of an approved auditing organization to audit the company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the above-mentioned approved audit organization is responsible for attending the Company's Annual General Meeting of Shareholders.

7. The company stipulates in the company's charter or in the internal regulations the principles, contents, order and procedures for collecting shareholders' written opinions in order to pass a decision of the General Meeting of Shareholders. In case of collecting opinions in writing, the Company must make sure to send and fully disclose all documents and ensure a reasonable time for shareholders to review the documents before sending the decision as in the case of the General Meeting of Shareholders.

Article 8. Activities Report of the Board of Directors at the General Meeting of Shareholders

The report on activities of the Board of Directors submitted to the General Meeting of Shareholders must contain at least the following contents:

- Evaluation of the Company's performance in the fiscal year;
- Activities, remuneration and operating expenses of the Board of Directors and each member of the Board of Directors;
- Summary of meetings of the Board of Directors and decisions of the Board of Directors;
- Report on transactions between companies, subsidiaries, companies in which the Transport and Industry Development Investment Joint Stock Company controls over fifty (50) percent or more of the Charter capital with members of the Board of Directors and related persons of that member; a company-to-company transaction in which a member of the Board of Directors is a founding member or a manager of the business of (03) three consecutive years before the transaction time;
- Activities of independent members of the Board of Directors and results of independent members' evaluation of the activities of the Board of Directors;
- Activities of the Boards and Committees of the Board of Directors;
- Monitoring results for the CEO;
- Monitoring results for managers;
- Future plans.

Article 9. Report on activities of the Supervisory Board at the General Meeting of Shareholders

The report on activities of the Supervisory Board submitted to the General Meeting of Shareholders must contain at least the following contents:

- Remuneration and operating expenses of the Supervisory Board and each member of the Supervisory Board;
- Summary of meetings of the Supervisory Board and conclusions, recommendations and decisions of the Supervisory Board;
- Results of monitoring the Company's operational and financial situation;
- Report on evaluation of transactions between companies, subsidiaries, companies in which the Transport and Industry Development Investment Joint Stock Company controls over fifty (50)% or more of the Charter capital with members of the Board of Directors, General Director, other managers of the enterprise and related persons of such object; a company-to-company transaction in which members of the Board of Directors, General Director, other managers of the enterprise are founding members or managers of the enterprise during the last three (03) years prior to the transaction time.;
- Monitoring results for members of the Board of Directors, members of the Board of Directors and managers;
- Report on evaluation of the coordination between the Supervisory Board and the Board of Directors, Board of Directors, and other managers

CHAPTER III**MEMBERS OF THE BOARD OF DIRECTORS AND BOARD OF DIRECTORS****Article 10. Candidates and nominate members of the Board of Directors**

1. Information related to the candidates of the Board of Directors (in case the candidates have been identified in advance) shall be announced at least ten (10) days before the date of convening the General Meeting of Shareholders on the information page of the company website so that shareholders can learn about these candidates before voting. Information regarding candidates for the Board of Directors to be disclosed at least includes:
 - Full name, date of birth;
 - Qualification;
 - Working experiences;
 - Names of companies where the candidate is holding the position of member of the Board of Directors and other management positions;
 - Benefits related to the Company (if any);
 - Other information (if any)
2. Candidates for the Board of Directors have a written commitment to the truthfulness, accuracy and reasonableness of the personal information disclosed and must commit to faithfully perform the duties of a member of the Board of Directors honestly, carefully and in the best interests of the Company if elected as a member of the Board of Directors.

3. A shareholder or a group of shareholders owning five (5) percent of the total number of ordinary shares or more shall have the right to combine the number of voting rights of each person back together to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 5% to less than 10% of the total number of ordinary shares nominate one (1) candidate; from 10% to less than 20% can nominate up to two (2) candidates; from 20% to less than 30% can nominate up to three (3) candidates; from 30% to less than 40% can nominate maximum (4) candidates; from 50% to less than 60% can nominate a maximum of (6) candidates; from 60% to 70% can nominate up to seven (7) candidates; and from 70% to less than 80% can nominate up to eight (8) candidates.
4. Shareholders owning at least 5% of the ordinary shares have the right to combine the number of voting rights to nominate candidates for the Board of Directors. The nomination of candidates for the Board of Directors whose shareholders, after combining the number of voting rights, have the right to nominate must comply with the provisions of law and the company's charter.
5. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough, the incumbent Board of Directors shall nominate additional candidates or organize the nomination according to a mechanism prescribed by the Company. The nomination mechanism or the way the incumbent Board of Directors nominates candidates for the Board of Directors must comply with the provisions of the Company's Charter and the Company's internal regulations. The nomination mechanism must be clearly announced and approved by the General Meeting of Shareholders before the election.
6. The Company specifically stipulates and guides shareholders on voting to elect members of the Board of Directors by cumulative voting method.

Article 11. Membership of the Board of Directors

1. Members of the Board of Directors are persons who are not prohibited by law and the Company's Charter from being members of the Board of Directors. Members of the Board of Directors may not be shareholders of the Company.
2. The Company's Charter may stipulate the standards of members of the Board of Directors, but such standards must not violate the basic rights of shareholders..
3. To ensure a separation between supervisory and executive roles, the company should limit members of the Board of Directors holding positions in the executive apparatus of the company.
4. The Chairman of the Board of Directors cannot concurrently hold the position of General Director.

Article 12. Members of the Board of Directors

1. The number of members of the Board of Directors is at least five (5) people and at most eleven (11) people. The term of a member of the Board of Directors shall not exceed 5 years; Members of the Board of Directors may be re-elected for an unlimited number of terms. The structure of the Board of Directors should ensure a balance between members with knowledge and experience in law, finance and business areas of the company.

2. The member structure of the Board of Directors needs to ensure a balance between members who are concurrently executive and non-executive members, of which at least one third (1/3) of the total number of members of the Board of Directors must be is a non-executive member of the Board of Directors.
3. The total number of independent members of the Board of Directors must ensure the following provisions:
 - a. Having at least one (1) independent member in case the Company has between three (3) to five (5) members of the Board of Directors.;
 - b. Having at least two (2) independent members in case the Company has between six (6) to eight (8) members of the Board of Directors.
 - c. Having at least three (3) independent members in case the Company has between nine (9) to eleven (11) members of the Board of Directors.

Independent members of the Board of Directors must fully meet the prescribed conditions by Law. Members of the Board of Directors may not be Shareholders of the Company, do not hold Vietnamese nationality and/or do not reside in Vietnam.

4. A member of the Board of Directors of a company must not concurrently be a member of the Board of Directors of more than five (5) other companies.

Article 13. Responsibilities and obligations of members of the Board of Directors

1. Members of the Board of Directors must fully comply with the responsibilities and obligations as prescribed by the Enterprise Law, relevant legal documents and the company's charter.
2. Members of the Board of Directors are responsible for performing their duties honestly and carefully for the ultimate benefit of Shareholders and the Company.
3. Members of the Board of Directors must attend all meetings of the Board of Directors and have a clear opinion on the issues discussed.
4. The members of the Board of Directors are responsible for announcing to the Company the remunerations they receive from the Subsidiaries, Affiliates and other organizations in which they represent the contributed capital of the Company (if any).
5. Report to the Board of Directors at the latest meeting on transactions between companies, subsidiaries, companies in which the Industrial Development and Transport Investment Joint Stock Company holds control over fifty (50)% or more of the Charter capital with members of the Board of Directors and related persons of such members; a company-to-company transaction in which a member of the Board of Directors is a founding member or a manager of the enterprise during the last three (3) years prior to the transaction time.
6. When buying or selling shares of the Company, members of the Board of Directors and related persons must report to the State Securities Commission, the Stock Exchange and disclose information about the purchase and sale in accordance with the law.
7. The Company may purchase liability insurance for the members of the Board of Directors after the approval of the General Meeting of Shareholders. However, this

insurance does not cover the liability of members of the Board of Directors related to violations of the law and the Company's Charter.

Article 14. Responsibilities and obligations of the Board of Directors

1. The Board of Directors must fully comply with the responsibilities and obligations as prescribed by the Enterprise Law, relevant legal documents, the Company's Charter.
2. The Board of Directors is responsible to shareholders for the operation of the Company. The Company builds a corporate governance structure to ensure that the Board of Directors can perform its duties in accordance with the provisions of law and the Company's Charter.
3. The Board of Directors is responsible for ensuring that the Company's operations comply with the provisions of the law and the Company's Charter, treat all shareholders equally and take into account the interests of stakeholders related to the Company.
4. The Board of Directors shall develop regulations on the order and procedures for nominating, candidating, electing, dismissing and removing members of the Board of Directors and the order and procedures for holding meetings of the Board of Directors, these regulations must include at least the following principal contents:
 - a) Order and procedures for nominating, candidating, electing, dismissing and removing members of the Board of Directors:
 - Term and number of members of the Board of Directors;
 - Structure, standards and conditions of members of the Board of Directors;
 - How to nominate and nominate candidates for the position of members of the Board of Directors of groups of shareholders eligible for nomination in accordance with the law and the Company's Charter;
 - How to elect members of the Board of Directors;
 - Cases of dismissal, removing or addition of members of the Board of Directors;
 - Notice of election, dismissal and removing of members of the Board of Directors;
 - How to introduce candidates to the Board of Directors;
 - Elect, remove and dismiss the Chairman of the Board of Directors.
 - b) Order and procedures for holding meetings of the Board of Directors:
 - Minimum number of meetings by month/quarter/year;
 - Cases in which an extraordinary meeting of the Board of Directors must be convened;
 - Notice of meeting of the Board of Directors (including meeting agenda, time, location, relevant documents, and votes for members of the Board of Directors who cannot attend the meeting);
 - The right to attend meetings of the Board of Directors of members of the Supervisory Board;
 - Conditions for the validity of meetings of the Board of Directors;
 - Voting method;
 - How to pass resolutions of the Board of Directors;

- Authorization for other people to attend meetings of members of the Board of Directors.
 - The right to attend meetings of the Board of Directors of members of the Supervisory Board;
 - Conditions for the validity of meetings of the Board of Directors;
 - How to vote;
 - How to pass resolutions of the Board of Directors;
 - Authorization for other people to attend meetings of members of the Board of Directors;
 - Record minutes of meetings of the Board of Directors;
 - In case the chairman and/or secretary refuses to sign the minutes of the meeting of the Board of Directors;
 - Announce meeting minutes and decisions of the Board of Directors;
 - Announcement of resolutions of the Board of Directors.
5. The Board of Directors develops regulations on the order and procedures for selecting, appointing and dismissing senior managers and processes, procedures for coordinating activities between the Board of Directors, the Board of Managements and the Board of Supervisors, these regulations and procedures must have the following principal contents:
- a) Order and procedures for selecting, appointing and dismissing senior managers:
- Criteria for selection of senior managers;
 - Appointment of senior managers;
 - Sign labor contracts with senior managers;
 - Cases of dismissal of senior managers;
 - Notice of appointment and dismissal of senior managers.
- b) Process and procedures for coordinating activities between the Board of Directors, the Supervisory Board and the Board of Managements:
- Procedures, order of convening, notice of meeting invitation, recording of minutes, notification of meeting results between the Board of Directors, the Supervisory Board and the Board of Directors.
 - Notify resolutions and decisions of the Board of Directors to the Board of Managements and the Supervisory Board.
 - The cases in which the Director or General Director and the majority of the members of the Supervisory Board propose to convene a meeting of the Board of Directors and the issues that need to be consulted by the Board of Directors;
 - Report of the Board of Managements to the Board of Directors on the performance of assigned tasks and powers.
 - Reviewing the implementation of resolutions and other authorization issues of the Board of Directors to the Board of Managements.
 - Issues that the Board of Managements must report, provide information and ways to notify the Board of Directors, Supervisory Board.
 - Coordinate control, administration and supervision activities among members of the Board of Directors, members of the Supervisory Board and members of

the Board of Managements according to the specific tasks of the members mentioned above.

6. The Board of Directors is responsible for developing a mechanism for performance evaluation, reward and discipline for members of the Board of Directors, members of the Supervisory Board, members of the Board of Managements and Managers..
7. Monitor and prevent conflicts of interest of members of the Board of Directors, members of the Supervisory Board, the General Director and other managers, including misuse of company assets and abuse of related party transactions.
8. The Board of Directors is responsible for making and reporting on the activities of the Board of Directors at the General Meeting of Shareholders as prescribed in Article 7 of this Regulation.

Article 15. Board of Directors Meeting

1. The Board of Directors shall hold meetings according to the order specified in the company's charter. The organization of the meeting of the Board of Directors, the meeting agenda and related documents shall be notified in advance to the members of the Board of Directors in accordance with the time limit prescribed by law and the company's charter.
2. Minutes of meetings of the Board of Directors must be made in detail and clearly. The secretary and members of the Board of Directors participating in the meeting must fully sign the minutes of the meeting. The content approved by the majority of members attending the meeting in the minutes of the meeting of the Board of Directors must be made into a resolution for approval. Minutes of meetings of the Board of Directors must be kept in accordance with the law and the company's charter
3. In addition to the face-to-face meetings, telephone meetings, and other forms specified in the Company's Charter, the Board of Directors may issue resolutions in the form of collecting written opinions on the basis of the consent of the majority members of the Board of Directors have voting rights

Article 16. Subcommittees of The Board of Directors

1. The Board of Directors should establish subcommittees to support the Board's activities, including development policy subcommittee, internal audit subcommittee, human resources subcommittee, compensation subcommittee and subcommittee other special according to the resolution of the General Meeting of Shareholders.
2. The HR subcommittee and the salary and bonus subcommittee must have at least one (1) independent member of the Board of Directors as the head of the subcommittee.
3. The Board of Directors shall detail the establishment, responsibilities of the subcommittees and the responsibilities of each member.
4. In case companies do not establish subcommittees, the Board of Directors appoints independent members of the Board of Directors to be in charge of each issue such as salary and bonus, human resources.

Article 17. Company Secretary

1. In order to support effective corporate governance, the Board of Directors must appoint at least one person to act as the Company's secretary. The Company Secretary must be knowledgeable about the law. The Company Secretary must not simultaneously work for the auditing firm that is currently auditing the Company.
2. Roles and duties of the Company Secretary include:
 - a) Advising the Board of Directors in organizing the General Meeting of Shareholders according to regulations and related affairs between the Company and Shareholders;
 - b) Prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
 - c) Advising on the procedure of meetings;
 - d) Attend and take minutes of meetings;
 - e) Ensure Board Resolutions are consistent with the law;
 - f) Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and the Supervisory Board;
 - g) Ensure that the resolutions of the Board of Directors are in accordance with the law.
3. The Company Secretary is responsible for keeping information confidential in accordance with the provisions of law and the Company's Charter.

Article 18. Remuneration of the Board of Directors

1. The remuneration of the Board of Directors is approved by the General Meeting of Shareholders annually and clearly disclosed to Shareholders.
2. The remuneration of the Board of Directors is fully listed in the Notes to the Annual Audited Financial Statements.
3. In case a member of the Board of Directors concurrently holds a position in the executive apparatus of the Company and its subsidiaries, the announced remuneration must include salaries, bonuses associated with executive titles and other remuneration.
4. Remuneration, other benefits as well as expenses paid by the Company to members of the Board of Directors are detailed in the Company's Annual Report.

CHAPTER IV**MEMBER OF THE SUPERVISORY BOARD AND SUPERVISORY BOARD****Article 19. Membership of the Supervisory Board**

1. Members of the Supervisory Board are persons who are not prohibited by law and the company's charter from being members of the Supervisory Board. Members of

the Supervisory Board must be qualified and experienced. Members of the Supervisory Board may not be shareholders of the Company.

2. A member of the Supervisory Board is not a member of the accounting or financial department of the Company and is not a member or employee of an independent auditing firm that is and/or has been approved to audit the Company's financial statements for the preceding three (3) years.

Article 20. Composition of the Supervisory Board

1. The number of members of the Supervisory Board is at least three (3) people and at most five (5) people. In the Supervisory Board there is at least one member who is an accountant or auditor.
2. The Head of the Supervisory Board is a person with expertise in accounting.

Article 21. The right of access to information and the independence of members of the Supervisory Board

1. Members of the Supervisory Board have the right to access all information and documents related to the operation of the Company. Members of the Board of Directors, the Executive Director and managers must provide information at the request of members of the Supervisory Board.
2. The Company builds a mechanism to support the members of the Supervisory Board to be independent in their operations and perform their duties effectively in accordance with the provisions of law and the Company's Charter.

Article 22. Responsibilities and obligations of the Supervisory Board

1. The Supervisory Board is responsible to the Company's shareholders for its supervisory activities. The Supervisory Board is responsible for supervising the financial situation of the Company, the legitimacy in the activities of the members of the Board of Directors, the activities of the members of the Board of Managements, the management staff of the Company, and the coordination of activities between the Supervisory Board and the Board of Directors, Board of Directors and shareholders, and other duties in accordance with the law and the Company's Charter in order to protect the legitimate interests of the Company and shareholders.
2. The Supervisory Board meets at least twice a year, the number of members attending the meeting is at least two-thirds of the members of the Supervisory Board. Minutes of the Supervisory Board meeting are detailed and clear. The secretary and members of the Supervisory Board attending the meeting must sign the minutes of the meeting. The meeting minutes of the Supervisory Board must be kept as important documents of the company in order to determine the responsibility of each member of the Supervisory Board for the resolutions of the Supervisory Board..
3. During meetings of the Supervisory Board, the Supervisory Board has the right to request members of the Board of Directors, members of the Board of Management, members of internal audit (if any) and independent audit members to participate and answer concerned issues to the Supervisory Board.
4. In case the Supervisory Board detects violations of the law or the Company's Charter by members of the Board of Directors, CEO and other managers, the Supervisory Board must notify in writing to the Board of Directors within forty-eight (48) hours,

requesting the violator to stop the violation and have solutions to remedy the consequences.

5. The Supervisory Board has the right to select and request the General Meeting of Shareholders to approve an independent auditing organization to audit the financial statements of the Company. Decide on the approved audit organization to inspect the company's operations, dismiss the approved auditor when deeming it necessary.
6. The Supervisory Board is responsible for reporting to the General Meeting of Shareholders according to the provisions of Article 8 of this Regulation.

Article 23. Remuneration of the Supervisory Board

Annually, members of the Supervisory Board are entitled to remuneration for the performance of obligations of the Supervisory Board. The calculation of the remuneration to which the members of the Supervisory Board are entitled must be clear, transparent and approved by the General Meeting of Shareholders. The total amount of remuneration, other benefits as well as expenses that the Company has paid and granted to each member of the Supervisory Board is announced in the Company's annual report and for Shareholders.

CHAPTER V

PREVENTING CONFLICTS OF INTEREST AND TRANSACTIONS WITH INTERESTING PARTIES RELATED TO THE COMPANY

Article 24. Responsibility to be honest and avoid conflicts of interests of members of the Board of Directors, Board of Management

1. Members of the Board of Directors, Supervisory Board, Board of Management and other managers must disclose related interests in accordance with the provisions of the Enterprise Law and relevant legal documents.
2. Members of the Board of Directors, members of the Supervisory Board, General Director, other managers and persons related to these members are not allowed to use business opportunities that may benefit the company for personal gain; must not use the information obtained through their position for personal gain or to serve the interests of other organizations or individuals.
3. Members of the Board of Directors, members of the Supervisory Board, General Director and other management officers are obliged to notify in writing to the Board of Directors and the Supervisory Board of transactions between companies, subsidiaries and companies controlled by a public company with more than fifty (50)% or more of charter capital and that member or with persons having related to that member in accordance with law. The company must publish information on resolutions of the General Meeting of Shareholders or resolutions of the Board of Directors approving the above-mentioned transactions within twenty-four (24) hours on the company's website and report to the State Securities Commission.
4. The Company is not allowed to grant loans or guarantees to members of the Board of Directors, members of the Supervisory Board, the CEO, other managers who are not shareholders and related individuals and organizations of the above-mentioned members, except in cases where (i) The company and organization related to this

member are companies in the same group or companies operating under groups of companies, including parent - subsidiary company, economic group; (ii) Approved by the General Meeting of Shareholders; (iii) other provisions of specialized law.

5. A member of the Board of Directors may not vote on transactions in which such member or persons related to that member participate, including transactions in which the material or immaterial interests of that member of the Board of Directors have not been defined. The above-mentioned transactions must be disclosed in the Company's Annual Report.
6. Members of the Board of Directors, members of the Supervisory Board, General Director, other managers and persons related to the above-mentioned members are not allowed to use information that has not been authorized to be published by the company or disclosed to others to perform related transactions.
7. The Company makes the regulations for performance evaluation, reward and discipline for members of the Board of Directors, members of the Supervisory Board, members of the Board of Management and managers, including the following main contents:
 - Develop evaluation standards.
 - Develop reward and discipline systems
 - Organization of the apparatus of evaluation, reward and discipline.
 - Implementation.

Article 25. Transactions with related people

1. When conducting transactions with related persons, the Company must conclude a written contract on the principle of equality and voluntariness. The content of the contract must be clear and specific. The terms of signing, supplementing, amending, validity period, price as well as the basis for determining the price of the contract must be disclosed in accordance with the provisions of law.
2. The Company takes necessary measures to prevent related persons from interfering in the Company's operations and harming the Company's interests through controlling channels of sale and purchase of goods or manipulating prices.
3. The Company takes necessary measures to prevent shareholders and related persons from conducting transactions that cause loss of capital, assets or other resources of the Company.

Article 26. Ensure the legal rights of persons with interests related to the Company

1. The Company shall respect the legitimate rights of persons with interests related to the Company including banks, creditors, employees, consumers, suppliers, communities and others with interests related to the Company.
2. The Company needs to actively cooperate with those who have interests related to the Company through:
 - a) Provide all necessary information to banks and creditors to help them assess the Company's financial and operational position and make decisions;
 - b) Encourage them to provide their opinions on their business performance, financial position and important decisions regarding their interests by contacting the Board of Directors, the Board of Management and the Supervisory Board.

3. The company must comply with regulations on welfare, labor, environmental protection, be responsible for the common interests of the social community.

CHAPTER VI CORPORATE GOVERNANCE TRAINING

Article 27. Corporate Governance Training

Members of the Board of Directors and the Supervisory Board, General Director, Deputy General Director (or CEO) of the company need to attend basic training courses on corporate governance organized by training institutions with training programs related to corporate governance.

CHAPTER VII DISCLOSURE AND TRANSPARENCY

Article 28. Obligation to disclose information

1. The Company is obliged to fully, accurately and promptly disclose periodical and irregular information on production, business activities, finance and corporate governance to shareholders and the community. Information and methods of information disclosure shall be made in accordance with the law and the Company's Charter. In addition, the Company must promptly, accurately and fully disclose other information if such information is likely to affect the securities price and affect the decisions of shareholders and investors.
2. Disclosure is carried out in ways that ensure fair and simultaneous access from shareholders and investors. The language in the disclosure should be clear, understandable and avoid misleading shareholders and the investors.

Article 29. Disclosure of information about the Company's governance

1. The company must disclose information about the corporate governance situation in the Annual General Meeting of Shareholders, in the annual report of the company, at least the following information must be included:
 - Members and structure of the Board of Directors and Supervisory Board;
 - Activities of the Board of Directors and Supervisory Board;
 - Activities of independent non-executive members of the Board of Directors;
 - Activities of the subcommittees of the Board of Directors;
 - Plans to increase efficiency in corporate governance;
 - Remuneration and expenses for members of the Board of Directors, members of the Board of Management and members of the Supervisory Board;
 - Information about transactions in shares of the company by members of the Board of Directors, the Board of Management, the Supervisory Board, major shareholders and other transactions of members of the Board of Directors, the Board of Management, the Supervisory Board and persons related to the aforementioned entities;

- The number of members of the Board of Directors, the Board of Management and the Supervisory Board participated in training on corporate governance;
 - Points not implemented in accordance with the provisions of the Regulation, causes and solutions.
2. The Company is obliged to report periodically for six (6) months and publish information on corporate governance in accordance with the Law on securities and securities market.

Article 30. Responsibility for reporting and disclosure information of members of the Board of Directors, members of the Supervisory Board, General Director

In addition to the responsibilities specified in Article 23 of this Regulation, members of the Board of Directors, members of the Supervisory Board and General Director shall report and publish information on transactions in the following cases:

1. Transactions between the Company and the company in which the above members are founding members or members of the Board of Directors, General Director during the last three (3) years before the time of transaction.
2. Transactions between the Company and the company in which the related person of the above members is a member of the Board of Directors, General Director or Major Shareholder.
3. Transactions may bring material or immaterial benefits to the above-mentioned members.

Article 31. Information disclosure organization

1. The Company organizes information disclosure including the following main contents:
 - a) Formulate and promulgate regulations on information disclosure in accordance with the Law on Securities and guiding documents;
 - b) At the same time, appoint at least one officer in charge of information disclosure.
2. The officer in charge of disclosure may be the company secretary or a part-time manager:
 - a) Have accounting and financial knowledge, have certain skills in informatics;
 - b) Publicize name and working phone number so that shareholders can easily contact;
 - c) Have sufficient time to perform their duties, especially contacting shareholders, recording shareholders' comments, periodically publishing responses to shareholders' comments and corporate governance issues as prescribed;
 - d) Responsible for the disclosure of the Company's information to the investment public in accordance with the Law and the Company's Charter.

CHAPTER VIII

REPORTING, SUPERVISION AND HANDLING OF VIOLATIONS

Article 32. Reporting

Annually, the Company is obliged to report and disclose information on the implementation of corporate governance in accordance with the Regulations with the State Securities Commission, the Stock Exchange and other competent authorities as prescribed by law.

Article 33. Supervision

The Company, related individuals and organizations and shareholders of the Company must be subject to the supervision of corporate governance by the State Securities Commission, the Stock Exchange and other competent authorities in accordance with the law.

Article 34. Handling of Violations

The company that violates or fails to comply with the provisions of this Regulation without disclosing information and reporting to the State Securities Commission in accordance with the provisions of Articles 27, 28 and 31 of this Regulation will be sanctioned for administrative violations according to the provisions on the resolution on administrative sanctions in the field of securities and securities market.

CHAPTER IX

ENFORCEMENT, AMENDMENT AND SUPPLEMENTATION

Article 35. Amendment and Supplementation

The Board of Directors, the Board of Managements of the Company are responsible for monitoring changes in the law related to the corporate governance of the Company to direct the amendment and supplementation of this Regulation accordingly. All provisions, if not contained in this regulation, apply in accordance with the Company's Charter and applicable Laws.

Article 36. Enforcement

1. This Regulation includes 9 chapters 35 Articles, first approved by the General Meeting of Shareholders in 2017, amended and supplemented for the 4th time on April 12, 2023, taking effect from the signing date.
2. The Board of Directors, Supervisory Board, Board of Managements, Departments/Divisions and other individuals in the Company are responsible for implementation.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

Nguyen Thanh Hung