

HOA SEN GROUP

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CORPORATE GOVERNANCE REGULATIONS HOA SEN GROUP

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INTRODUCTION

The Corporate Governance Regulation of Hoa Sen Group has been fully approved pursuant to Resolution No. 01/NQ/DHDCD/2021 at the Annual General Meeting of Shareholders for the fiscal year 2020 – 2021 held on January 21, 2021.

CHAPTER I: GENERAL PROVISIONS

Article 1: Legal Basic, Purpose of Issuance, Subjects and Scope of Regulation

1. This Regulation was issued pursuant to:
 - a) The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 (Hereinafter referred to as the “Enterprises Law”);
 - b) The Law on Securities No. 54/2019/QH14 dated November 26, 2019 (Hereinafter referred to as the “Securities Law”);
 - c) Decree No. 155/2020/ND-CP dated December 31, 2020, guiding the implementation of a number of articles of the Securities Law (Hereinafter referred to as the “Decree 155”);
 - d) Circular No. 96/2020/TT-BTC dated November 16, 2020, guiding the information disclosure on the securities market (Hereinafter referred to as the “Circular 96”);
 - e) The Corporate Governance Code of Best Practices for Public Companies, recommended for implementation by the State Securities Commission;
 - f) The Charter of Organization and Operation of Hoa Sen Group, issued pursuant to Resolution No. 01/NQ/DHDCD/2021, dated January 21, 2021.
2. This Regulation is issued for the purpose of:
 - a) Establishing fundamental principles for the internal regulations system on the Group governance;
 - b) Specifying and prescribing in detail the mechanisms to guarantee and exercise the legitimate rights and interests of shareholders;
 - c) Specifying and prescribing in detail the functions, obligations and methods of operation, interaction and coordination among entities and units within the Group's organizational structure;
 - d) Defining the processes and procedures for coordination of operation among the BOD, the Group Executive Board, the Board of Management, and other managerial officials within the management and administration structure of the Group.
3. This Regulation is applied to the entire Hoa Sen Group, including the Parent company, subsidiaries, plants, branches, stores, and other units under the Group.
4. In the event of any conflicts between the provisions of this regulation and other internal governance documents of the Group, the provisions of this regulation shall prevail.
5. In the event of any conflicts between the provisions of this regulation and those of the Group's Charter of Organization and Operation, the current Enterprises Law or Securities Law, the provisions of the Charter, Enterprises Law, and Securities Law shall prevail.

Article 2: Abbreviations and Definitions of Terms

1. GMS : Stands for “General Meeting of Shareholders”
2. BOD : Stands for “Board of Directors”
3. BM : Stands for “Board of Members”
4. GM : Stands for “General Director”
5. IA : Stands for “Internal Audit”
6. CGO : Stands for “Official in charge of Corporate Governance” - The position defined in Article 18 of Decree No. 71/2017/ND-CP, dated June 6, 2017 (or any other documents replacing this Decree)
7. Corporate Secretary : Refers to a position defined in Clause 5, Article 156 of the Enterprises Law 2020 (or any other documents replacing this Law)
8. Parent company : Refers to Hoa Sen Group , tax code: 3700381324, was first licensed by the Department of Planning and Investment of Binh Duong Province on August 8, 2001
9. Subsidiaries, Plants : Refers to controlled by the Parent company, either through founding capital contribution or by owning all (or a portion) of their charter capital.
10. Hoa Sen Group (or Group) : Refers to the Hoa Sen group of companies, including the Parent company and its functional departments, branches, stores, subsidiaries, plants, and projects under the Parent company
11. Insiders : Refers to individuals holding titles described in point k, clause 1, Article 1 of the Group's Charter of Organization and Operation
12. Related Parties : Refer to entities and individuals having direct or indirect relationship with the company and the company insiders as defined by the current Enterprises Law, Securities Law and the company’s Charter of Organization and Operation
13. Transactions with Related Parties : A general term for transactions arising between Hoa Sen Group and insiders, affiliated persons of insiders, and affiliated persons of the company

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14. Managerial Officials : Including insiders and individuals holding other management positions within the organizational structure and management classification system of the Group
15. Employees : Abbreviation for staff and workers
16. The Group's Charter : This refers to the Charter of organization and operation of Hoa Sen Group, approved by the GMS at the meeting of the GMS for the fiscal year 2020 - 2021 on January 21, 2021
17. Corporate Governance Regulation : This refers to this Regulation, with the full name: "Corporate Governance Regulation of Hoa Sen Group", approved by the GMS at the meeting of GMS for the fiscal year 2020 – 2021 on January 21, 2021.

Article 3: The Fundamental Principles of Internal Governance

The establishment of an internal governance mechanism for the Group shall adhere to the following principles

1. Rational and effective governance structure.
2. Ensuring shareholder's rights and equal treatment of all shareholders.
3. Ensuring the operational effectiveness of the BOD; enhancing the BOD's accountability to shareholders.
4. Respecting and ensuring the legitimate rights and interests of relevant parties in the management and executive activities.
5. Promptly, fully, accurately, and transparently disclosing the Group's operations, ensuring that shareholders have equitable access to information.

Article 4: The Governance and Organizational Structure of Hoa Sen Group

The Governance and Organizational Structure of Hoa Sen Group are established in accordance with point b, Clause 1, Article 137 of the Enterprises Law, comprising the following bodies:

1. *The General Meeting of Shareholders*: comprised of all shareholders with voting rights, is the ultimate decision-making authority of the Group.
2. *The Board of Directors, Committees of the Board of Directors, and Specialized Boards under the Board of Directors*:
 - a) The BOD is elected by the GMS and operates on a term basis. The BOD is the central body in the governance system, making all major decisions of the Group, except for those under the authority of the GMS, and performing the function of overseeing all governance and management activities of the Group.
 - b) The number of BOD members shall be at least five (05) and no more than eleven (11). At least one-third (1/3) of the BOD members must be Non-Executive Members. The number of Independent Members of the BOD is determined based on the total members of BOD according to specific cases stipulated in Article 14 of this Regulation.

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- c) The BOD establishes Committees to implement its functions and Specialized Boards under the BOD to assist the Committees, including:
- Strategic Development Committee and Strategy & Investment Development Board;
 - Governance & Appointment, Remuneration Committee and Restructuring, Human Resource and Remuneration Board;
 - Audit Committee and Audit Supporting Board;
 - Finance & Investor Relations Committee.
- d) The BOD appoints the Official in charge of Corporate Governance, Corporate Secretary(s), and establishes the Assistance Office of the BOD & Chairman of the BOD to exercise the function of advising, consulting, supporting, and assisting the BOD in the Group's management and executive activities.
3. *The Group Executive Board:*
- a) The Group Executive Board is the executive body that is responsible to the BOD, exercising the management and administration authority over the Group's production and business operations.
- b) The Group Executive Board comprises:
- The Executive – Standing Vice Chairman of the BOD;
 - The General Director and the Deputy General Directors;
 - The Chairman of the Company, the Chairman of the Board of Members, the Chairman of the Board of Directors of Subsidiaries;
 - The Group's Chief Accountant;
 - The Official in charge of corporate governance and the Heads, Deputy Heads of Specialized Boards under the BOD, assigned by the BOD to be in charge of a number of professional areas in the management and administration activities of the Group Executive Board.
- c) The Executive – Standing Vice Chairman of the BOD (hereinafter referred to as the “Vice Chairman of the BOD”) is assigned by the BOD through a resolution of the BOD to directly exercise the management and administration authority of the Group Executive Board.
- d) The General Director, Deputy General Directors, Chairman of the Company, Chairman of the Board of Members, Chairman of the BOD of subsidiaries, and the Group's Chief Accountant are appointed by the BOD, serve the same term as the BOD. The General Director must not simultaneously be the Chairman of the BOD, but may or may not be a member of the BOD.
- e) The Group Executive Board directly manages and executes the operational activities of functional units within Hoa Sen Group and its subsidiaries, affiliated companies, factories, branches, stores, and other units under Hoa Sen Group as delegated and assigned by the BOD.
4. The functions, obligations, authorities, and responsibilities of the above organizations are stipulated in detail in the Group's Charter.
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CHAPTER II:
PROCEDURES AND FORMALITIES FOR THE GENERAL MEETING OF
SHAREHOLDERS AND COLLECTING SHAREHOLDERS' OPINIONS IN
WRITING

Article 5: General Meetings of Shareholders and Convening of General Meeting of Shareholders

1. The AGM:
 - a) The AGM is held once a year (01) and must take place within 04 months from the end of the fiscal year. The BOD has the authority to extend the time for holding the AGM where necessary, but not exceeding 06 months from the end of the fiscal year;
 - b) The AGM is not allowed to hold in the form of gathering opinions in writing.
2. Extraordinary General Meeting of Shareholders:

Convening an extraordinary General Meeting of Shareholders in the following cases as prescribed in Clause 6, Article 14 of the Group's Charter.
3. The order for convening the extraordinary GMS:
 - a) The BOD must convene a GMS within 30 days, or another timeframe appropriate to the actual situation, from the date of occurrence of the event specified in point b, Clause 6, Article 14 of the Group's Charter, or upon receiving a request from a Shareholder or a Group of Shareholders as specified in point c, Clause 6, Article 14 of the Group's Charter;
 - b) If the Board fails to convene the GMS as prescribed at Point a, this clause, within the following thirty (30) days, the the independent Board members the Head of Supervisory Board must replace the BOD and convene the GMS as prescribed in Clause 5, Article 97 of the Enterprises Law;
 - c) If the Independent Member of the BOD holding the position of Chairman of the Audit Committee fails to convene an extraordinary GMS within the time limit specified in Point b of this Clause, within the next 30 days, the Shareholder or Group of Shareholders requesting the convening of the Meeting shall have the right to replace the BOD in convening the GMS in accordance with the provisions of the Enterprises Law.
4. The BOD decides to organize the GMS either in-person or online combined with electronic voting in accordance with the provisions of the Enterprises Law and the Securities Law.

Article 6: To prepare the GMS**1. Duties of The person who convenes the GMS:**

The person who convenes the GMS, either by themselves or through designated responsible persons carry out the following duties:

- a) Prepare a list of shareholders entitled to attend the GMS, and provide information, resolve complaint related to the list of shareholders;
- b) Prepare the meeting agenda and meeting contents;
- c) Determine the time, location and method of organizing the meeting;
- d) Prepare and send notice of the GMS to all shareholders entitled to attend the meeting;
- e) Prepare documents used in the meeting as prescribed by law and Group' regulations;
- f) Prepare the draft Resolution of the GMS based on proposed agenda, list and detailed information about the candidates for members of the BOD;
- g) Perform other tasks related to the meeting.

2. Prepare a list of shareholders entitled to attend the GMS:

- a) The BOD shall announce and and post an Announcement regarding the final list of shareholders entitled to attend and vote at the GMS (hereinafter referred to as the "Shareholders' Meeting List") on the Company's website. The Announcement must specify the last registration date to finalize the Shareholders' Meeting List.;
- b) The Announcement of finalized list of shareholders shall be publishing at least twenty (20) days prior to the scheduled last registration date;
- c) The Announcement of finalized list of shareholders is prepared by the Vietnamese Securities Depository ("VSD") on the last registration date according to The Announcement of finalized list of shareholders;
- d) Only those whose names are on the Shareholders' Meeting List established on the last registration date are entitled to the rights related to the shares they own.

3. The Announcement of meeting invitation:

- a) Based on the list of shareholders entitled to attend the GMS, the BOD shall send The Announcement of meeting invitation for Shareholders within (10) days from the date the closing list of shareholders.
- b) The Announcement of meeting invitation for Shareholders must have the following principal contents:
 - The time and location of the meeting organization;
 - The main agenda of the meeting;
 - The contents submit the GMS for consideration and approval.
 - Website address and the links to entire meeting document of the GMS;
 - Company contact information for shareholders to register for or authorizes another organization or individual to participate at the meeting;

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- c) The Announcement of the GMS and the proposed meeting agenda must be sent in a secured manner that ensures delivery to the contact addresses of all shareholders. Additionally, it must be published on the Company's website and, if deemed necessary, in a daily newspaper at the central or local level.
- d) The Announcement of the GMS must be sent to the shareholders entitled to attend the meeting no later than 21 days before the date of the meeting. The date of sending the Announcement is considered the date on which the notice is validly dispatched, prepaid, or placed in the mailbox.
4. The GMS agenda:
- a) The shareholder or group of shareholders referred to in Clause 3, Article 12 of Group's Charter have the right to propose issues included in the agenda of the GMS. The proposal must be made in writing and must be sent to the Company at least three (03) days prior to the opening day of the GMS. The proposal must be included the shareholders' full names, the number and class of shares he or she holds, and proposed agenda contents.
- b) The BOD has the right to reject proposals relating to Point a of this Clause in the following cases:
- The proposal is not submitted within the required timeframe or the content is incomplete or inaccurate;
 - The proposal falls outside the decision-making authority of the GMS;
 - At the time of the proposal, the shareholder or shareholder group does not hold at least 5% of the ordinary shares as required by Clause 3, Article 12 of the Group's Charter.
5. The documents used in the GMS:
- a) The documents used in the GMS shall be posted on the Company's website at least twenty one (21) days prior to the opening day of the GMS. The Announcement of the GMS must state the website address and the links to entire meeting documents of the GMS;
- b) At the meeting, the Company directly distributes the documents used in the General meeting of Shareholders and the voting card for Shareholders or delegate.
6. Postponement of the GMS:
- The BOD may decide to temporarily postpone the GMS in the event of force majeure or objective obstacles, including but not limited to natural disasters, pandemic, wars, or administrative orders from competent State authorities that affect the organization of the meeting. The postponement notice must be issued before the scheduled opening date of the meeting. It must be publicly disclosed, posted on the Company's website, announced in the media, and/or communicated through other means to ensure that shareholders can access the content of the notice.

Article 7: Confirmation/delegation to attend the GMS

1. The shareholders listed in the Shareholders' Meeting List have the right to attend and vote at the meeting either in person or by authorizing a delegate. In cases where there is more than one delegate, the number of shares assigned to each delegates must be specified. If the shareholder does not specify the number of shares or the portion of capital to be assigned to each delegate, the shares or capital will be divided equally among the authorized delegates.
2. The authorization for a delegate to attend the GMS shall be made in writing either on paper or electronically, and must be notified to the Company. It only takes effect for the Company from the date the Company receives the notification and is carried out in one of the following cases:
 - a) The delegation form shall be made in writing under the form of the Company;
 - b) The authorization letter shall be made under the form and content with civil laws;
 - c) Shareholders use electronic documents (fax, text messages, voicemail, email, or other electronic data capable of conveying information) to notify the Company about delegating others to attend. An electronic document is considered valid if it meets the following conditions:
 - The electronic document is sent to the Company's designated reception address as stated in the Meeting Invitation Announcement, or sent to individuals assigned by the Company to receive Shareholder notifications, or in any other form that the Company can receive information;
 - The initiator of the electronic document has one of the following pieces of information (full name, personal identification document number, email, phone number) that matches the information of the Shareholder in the Shareholders' Meeting List received by the Company from VSD or has other grounds to prove that the initiator of the electronic document is a Shareholder of the Company;
 - Electronic documents can be printed, stored, and accessed for reference when needed.
3. The appointment of a delegate by the Shareholder in cases other than Clause 2 of this Article must be carried out in writing with content that complies with the current civil law regulations.
4. When attending the meeting, Shareholders and Delegates of shareholders must bring and present the Meeting Invitation Announcement, Personal Identification Documents, Power of Attorney (or Authorization Document, or Authorized Notification), and other relevant documents (if any) for the Organizing Committee to check and complete the registration procedure for attending the Meeting.

Article 8: Procedures of the General Meeting of Shareholders**1. Delegates and guests attending the Meeting:**

The BOD may invite certain State Agencies, Independent Auditors, Banks, Credit Institutions, Partners, Experts, and other individuals or organizations that do not hold shares in the Company to attend the Meeting as observers, or to provide opinions (when requested by the Presiding Committee).

2. Registering shareholders to attend the Meeting:

- a) The registration of shareholders or their delegates to attend the meeting must be completed before the meeting officially begins, and continue until all shareholders/delegates are registered and present.;
- b) After conducting the registration of shareholders, each shareholders/the delegates shall be issued a voting card on which the registration number, full name of the shareholder, the full name of authorized representative, the number of votes of those shareholders and a voting card must be stamped by company;
- c) In case the GMS that have to organize elections, each shareholders/ the authorized representatives of shareholders shall be issued a vote paper on which the shareholder code, full name of the shareholder, the full name of authorized representative, the number of voting shares held by the shareholder, Total number of votes available to the shareholder, list of candidates to be elected and must be stamped by company's seal;
- d) Shareholders/Delegates who arrive after the meeting has commenced can still register and have the right to participate in the voting immediately upon registration. In this case, the validity of the resolutions already voted on prior to their arrival remains unchanged.

3. Verification and announcement of the attendance rate at the GMS:

- a) The BOD shall designate the Official in charge of Corporate Governance and/or the Company Secretary to be responsible for organizing the verification and calculation of the attendance rate during the course of the meeting;
- b) The attendance rate at the meeting must be announced after the registration of attending shareholders has concluded and before each time the shareholders' votes are prepared to be taken.

4. Opening procedures of the Meeting:

- a) The GMS is convened when the attendance rate at the Meeting meets the conditions stipulated in the Group's Charter;
- b) The Organizing Committee must announce the attendance rate of the meeting, which is to be recorded up to the time of the Meeting's opening;

- c) The GMS voted to approve the composition of the Presidium and the Vote Counting Board as proposed by the BOD. The Presidium appointed the Secretary Board to record the Minutes and Resolutions of the meeting;
 - d) From the moment the Presidium is established, the Chairperson exercises the right to manage and decides on all issues arising at the Meeting;
 - e) The agenda and main content of the GMS is notified to the shareholders in the Meeting Documents. The agenda and main content of the meeting must be approved by the GMS during the opening session. The chairperson presides over the GMS to vote on the agenda and main content of the meeting.
5. The agenda and main content of the Meeting:
- a) The proceedings of the Meeting must be conducted in accordance with the agenda and main content of the Meeting approved by the GMS;
 - b) In case issues or events arising outside the agenda and main content of the Meeting, the Chairperson has full authority to decide and implement necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees;
 - c) The Chairperson has the right to postpone the ongoing GMS to another time or change the meeting location in cases specified in Clause 7, Article 19 of the Group's Charter.
6. Discussion and Q&A at the Meeting:
- a) Shareholders/Delegates discuss issues within the scope of the agenda, at the time approved by the General Meeting of Shareholders, and according to the decision of the Chairperson. Shareholders/Delegates register discussion content using the "Feedback and Discussion Form" and submit it to the Secretary Board for the Chairperson's review and response;
 - b) The Chairperson has the right to refuse to answer in cases where the opinions are not registered, do not align with the approved agenda, or the discussion time has expired;
 - c) Shareholders' inquiries will be answered directly by the Chairperson at the Meeting. Responses will be ensured within the timeframe of the approved agenda or at the discretion of Chairperson. In case the opinions are not fully addressed within the program's timeframe, the Finance and Shareholder Relations Committee of the Board of Directors will respond in writing and publish it on the Company's website within 15 days from the end of the Meeting.

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7. Voting on the contents presented to the GMS for approval and elections (if any):
 - a) The GMS votes on each item presented by the BOD for approval by the GMS;
 - b) The Presidium conducts the voting procedures for the contents presented to the GMS;
 - c) The Vote Counting Board and the personnel assigned to oversee the votes counting are responsible for guiding Shareholders/Delegates in exercising their voting rights under the direction of the Chairperson;
 - d) In the case of a GMS where an election is held, Shareholders/Delegates of Shareholders shall conduct the election by secret vote into the vote box. The Organizing Committee will prepare vote boxes for the election. The Vote Counting Board must conduct the vote box inspection in the presence of the shareholders. Voting begins upon the command from the Chairperson's Committee and ends when the last Shareholders/Delegates casts their vote into the vote box;
 - e) The voting and election procedures are detailed in Article 9 of this Regulation.
 8. Vote counting, announcement of voting results/election results:
 - a) The Vote Counting Board is primarily responsible for tallying the voting results/election results. The Presidium assigned some personnel to assist the Vote Counting Board in carrying out the vote counting procedures and tallying the voting/election results.
 - b) The tallying of voting results/election results is carried out according to the following principle:
 - The voting results/election results are counted immediately after the voting/election procedure ends;
 - The Vote Counting Board only counts valid Voting and Vote Papers;
 - The Vote Counting Board may use electronic technical means and technical experts to assist in the vote counting process;
 - The vote counting results are recorded in the Vote Counting Minutes, signed by the members of the Vote Counting Board, and announced by the Head of the Vote Counting Board before the GMS.
 - c) The content of the vote counting minutes includes: the total number of shareholders attending the meeting, the total number of shareholders participating in the voting; the number and percentage of valid votes and votes; The number and percentage of invalid votes and votes; The number of votes and the voting ratio (in favor, against, abstain) for each item presented to the GMS (in case the GMS votes to approve the items); The number of votes and the percentage of votes for each candidate (in the case that the GMS conducts the election procedure);
 - d) The head of The Vote Counting Board announces the results after the counting is completed. The vote counting minutes will be published on the Company's website within 24 working hours from the time the General Meeting of Shareholders' Resolution is approved.
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9. Approval of the draft Resolution of the GMS:
 - a) The Presidium authorized one member of the Secretary Board to read the full text of the draft Resolution of the GMS, recording the contents approved by the GMS;
 - b) The GMS votes to approve the full text of the Resolution of the GMS under the direction of the Presidium.
10. Closing the Meeting:
 - a) The Chairperson will declare the GMS closed after: i) All the contents of the Meeting agenda have been discussed and voted on; and ii) the voting results have been announced;
 - b) The Minutes of the GMS must be completed and approved before the Meeting concludes. The chairperson and the secretary must jointly bear responsibility for the truthfulness and accuracy of the content of the minutes.
11. Tasks to be carried out after the GMS ends includes:
 - a) Announcement of the Minutes and the Resolutions of the GMS. The Minutes and Resolutions must be disclosed and posted on the Company's website within 24 hours from the end of the Meeting;
 - b) The Vote Counting Minutes prepared by the Vote Counting Board must be published on the Company's website. The Minutes of the vote counting must be published within 24 hours after the meeting ended;
 - c) Answer the questions and concerns of the Shareholders at the Meeting. The document answering the shareholders' questions issued by the BOD must be posted on the Company's website within 15 days from the date of the Meeting's conclusion;
 - d) Implementing the tasks of archiving and securing for:
 - All documents, notices, texts, and vouchers issued by the Company related to the Meeting;
 - Attendance Forms and Documents/Delegates attending the meeting.
 - List of Shareholders/ Delegates attending the Meeting;
 - Voting vote/Authorized vote, Feedback and Discussion Form of Shareholders;
 - Minutes and Resolutions of the GMS, and Vote Counting Minutes of The Vote Counting Board.

Article 9: Voting and election procedures in the General meeting of shareholders

1. Voting method:
 - a) The GMS votes on each item presented by the BOD at the meeting under the direction of the Chairperson;
 - b) For each item, the Chairperson will sequentially invite shareholders to vote in the following order: Approval; Disapproval; No opinion;
 - c) Shareholders vote on each issue by raising their Voting Cards at the command of the Chairperson or a person authorized by the Chairperson;
 - d) The Vote Counting Board and the personnel supporting the vote counting will collect shareholders' votes on each item in the following order: Count the Approval votes, then count the Disapproval votes, and finally count the No opinion votes.
2. Election method:
 - a) The election is conducted based on the principle of secret vote into the vote box;
 - b) Shareholders conduct the election using the cumulative voting method, specifically:
 - Each shareholder has a total number of voting rights corresponding to the total number of voting shares (including ownership and authorized) of the shareholder multiplied by the number of candidates on the vote;
 - Shareholders can distribute the total number of voting rights among all candidates, or concentrate all voting rights on one or several candidates, or not vote for any candidate (cast a blank vote);
 - The elected person is determined by the number of votes counted from highest to lowest, starting from the candidate with the highest number of votes until the required number of members is reached;
 - In the event that two or more candidates receive the same number of votes for the final member, the GMS will conduct a re-election among the candidates with the same number of votes.
 - c) The decision to adopt an election method other than the cumulative voting method must be approved by the GMS and must be updated and supplemented into the Group's Charter.
3. Remote voting:
 - a) Remote voting is a method for shareholders to exercise their voting rights and participate in elections through electronic voting (e-voting) or by sending votes and voting papers to the General Meeting of Shareholders via postal mail, electronic means (fax, email, or other methods capable of transmitting information);

- b) The time for submitting the Voting card and Election card by remote voting method must comply with the specified deadline for The Vote Counting Board to summarize and announce the counting results;
- c) The voting votes submitted to the GMS through remote voting have the same legal value as the voting votes submitted through direct voting at the Meeting;
- d) The vote and election card sent via remote voting method are considered valid when: i) The form of ensuring integrity and security as stipulated in the Group's Charter; and ii) the content clearly reflects the voting and election opinions of the Shareholders;
- e) Based on the principles stipulated in this clause, the BOD shall develop and issue regulations specifying the procedures and processes for organizing, collecting, compiling, and announcing the results of voting and elections conducted by remote voting.

Article 10: Minutes and Resolutions of the General Meeting of Shareholders

1. Minutes of meeting of the GMS:

- a) The GMS must be recorded in minutes and may be audio or video recorded and stored in other electronic forms, including the following main contents:
 - Name, address of the head office, enterprise identification number;
 - Time and location of the General Meeting of Shareholders;
 - The number and percentage of shares participating in the Meeting;
 - Composition of the Presidium, Vote Counting Board, and Secretary Board;
 - Summary of developments of the meeting and The meeting agenda;
 - The contents presented to the GMS for voting and the election procedures (if any);
 - The results of the vote on the contents presented to the GMS, the election results (if any);
 - The full text of the GMS Resolution and the General Meeting of Shareholders' approval opinion on the Resolution;
 - The closing procedure and the end time of the Meeting;
 - Signatures of the Chairperson and Secretary of the Meeting.

The minutes are prepared in Vietnamese and may be prepared in a foreign language (if deemed necessary). The Vietnamese and foreign language copies of the minutes have the same legal value. In case of any discrepancy between them, the Vietnamese copy shall prevail;

- b) The minutes of the GMS must be disclosed and published on the Company's website within 24 hours from the end of the Meeting. The publication of information and the posting of the Minutes of the GMS are considered equivalent to sending the Minutes to all Shareholders as stipulated by the Enterprises Law;
 - c) The minutes of the GMS are considered authentic evidence of the tasks and contents that were conducted at the meeting.
2. Resolutions of the GMS:
- a) The resolutions of the GMS is a specific form of the contents that have been voted on and approved by the GMS at the Meeting. The resolution of the GMS is issued based on the Minutes of the GMS;
 - b) The contents recorded in the Resolutions of the GMS are effective from the time they are voted on and approved by the GMS;
 - c) In cases where contents have been approved in previous Resolutions but have not been implemented or are being implemented, the BOD must report to the GMS at the nearest annual meeting, and that report must be approved by the GMS;
 - d) The Resolutions of the GMS must be disclosed and published on the Company's website within 24 hours from the end of the GMS. The publication of information and the posting of the Resolutions of the GMS shall replace the sending of the Resolutions to all Shareholders as stipulated by the Enterprises Law;
 - e) The Resolution of the GMS passed by 100% of the total voting shares is legal and effective, even if the procedures for convening the Meeting and passing the resolution violate the provisions of the Enterprises Law and the Group's Charter;
 - f) In the event that a shareholder or a group of shareholders requests the Court or Arbitration to annul the Resolution of the GMS in accordance with the provisions of the Enterprises Law, that Resolution shall remain in effect until the Court or Arbitration's Decision to annul that Resolution takes effect, except in cases where temporary emergency measures are applied according to the decision of the competent authority.

Article 11: Online General Meeting of Shareholders

1. The BOD decided to convene the GMS online instead of holding an in-person meeting in cases of unfavorable events or difficulties in organizing an in-person meeting.
2. In the event that the BOD decides to convene an online GMS, the BOD must develop and issue the Regulations on Organizing the Online GMS. The regulations must be disclosed and posted on the Company's website at least 21 days before the date of the Meeting.
3. Regulations on Organizing the Online GMS must comply with the conditions, principles regarding the procedures and order of the Meeting as stipulated in Article 23 of the Group's Charter. The regulations include the following basic contents:

- a) The order and procedures for shareholders to exercise their right to register for, authorize participation in, and access the content and developments of the Meeting;
- b) The method for shareholders to discuss, ask questions, and contribute ideas during the Meeting;
- c) The methods for shareholders to vote remotely (such as: electronic voting; sending votes via mail, electronic means);
- d) The order, procedures, and deadlines for receiving shareholders' voting votes in the case of remote voting procedures;

Article 12: Collecting shareholders' opinions in writing

1. The BOD has the right to solicit shareholders' opinions in writing to approve the resolutions of the GMS when deemed necessary for the benefit of the Company, except for the following contents:
 - a) Amend and supplement the contents of the company charter;
 - b) Company development orientation;
 - c) Type of shares and total number of shares of each type;
 - d) Elect, dismiss, and remove members of the BOD and the Supervisory Board (if any);
 - e) Decision to invest in or sell assets valued at 35% or more of the total asset value recorded in the company's most recent financial statement, or a lower percentage or value as stipulated by the company's charter;
 - f) Approval on the annual financial statements;
 - g) Reorganize or dissolve the company.
2. The procedures and steps for organizing written opinions; The method of voting by written vote; and the process for conducting the vote counting for written opinions are carried out in accordance with the provisions of Article 21 of the Group's Charter.
3. The BOD establishes a Vote Counting Board for cases where opinions are collected in writing. The minimum composition of The Vote Counting Board includes:
 - a) Chairman of the BOD – Head of The Vote Counting Board;
 - b) Members of the Audit Committee of the BOD;
 - c) Head of the Audit Support Committee;
 - d) In charge of Company Administration; and
 - e) Company Secretary.

Article 13: The cost of organizing the GMS and obtaining shareholders' opinions in writing

1. The company covers the necessary expenses related to convening and organizing the GMS (in both in-person and online formats) and obtaining shareholders' opinions in writing.
2. Shareholders/Delegates attending the GMS shall bear their own expenses related to accommodation and travel.

CHAPTER III: THE BOARD OF DIRECTORS

Article 14: Composition, structure, tenure and operating mechanism of the BOD

1. Composition and structure of the BOD:
 - a) The BOD shall have at least five (05) members and not more than eleven (11) members;
 - b) Non-Executive Members of the BOD must comprise at least one - third of the total Member of the BOD;
 - c) The number of Independent Members of the BOD depends on the total Member of the BOD in each of the following cases:
 - In case the BOD has five (05) members, it must have at least one (01) Independent Member;
 - In case the BOD has six (06) to eight (08) members, it must have at least two (02) Independent Members;
 - In case the BOD has nine (09) to eleven (11) members, it must have at least three (03) Independent Members.
 - d) The number of Independent Members of the BOD and Non-Executive Members of the BOD is determined by rounding up to the nearest whole number.
2. The tenure of the BOD:
 - a) The official tenure of the BOD shall not exceed five (05) years and can be re - elected with an unlimited number of terms;
 - b) In case all the BOD members' terms end simultaneously, they shall continue to serve on the BOD until the General Meeting of Shareholders elects a new BOD to take over the works;
 - c) Independent Members of the BOD may not serve more than two consecutive terms.
3. The operating mechanism of the BOD:
 - a) The BOD is the central authority within the Group's Internal Regulations System, possessing full power to exercise all rights on behalf of the Group, except for those under the authority of the General Meeting of Shareholders. The executive and management activities of the Group Executive Board and the Senior Managers are subject to the supervision and direction of the BOD;
 - b) The BOD operates collectively and makes decisions based on majority rule. The BOD resolution is approved when more than half of the total Member of the BOD approved;
 - c) The BOD decentralizes and/or assigns a number of Member of the BOD to implement all or part of the authority, approval limits, functions, and tasks of the BOD in accordance with the principles outlined in this Regulation and the Group's Internal Regulations System;
 - d) The BOD develops and adopts its Operating Regulations, specifying the procedures for its establishment, responsibilities, functions, and powers.

Article 15: Criteria and conditions for becoming a member of the BOD

1. Member of the BOD must meet the following standards and conditions:
 - a) Having full civil act capacity and not being banned from managing an enterprise under the provisions of Clause 2, Article 18 of the Law on Enterprise;
 - b) Having professional expertise, qualifications and experience in managing the Hoa Sen Group's production and business operations;
 - c) Corresponding with the principles, core values and cultures of Hoa Sen Group;
 - d) A member of the BOD must not concurrently be a member of the BOD at more than five (05) other companies, except for being a member of the BOD of the companies in the same Group, including Subsidiaries and Associate Companies;
 - e) May not be a Shareholder of the Company; and
 - f) May not hold Vietnamese nationality or reside in Vietnam.
2. Non-Executive Member of the BOD must meet the following standards and conditions:
 - a) Meeting the standards and conditions to become member of the BOD in Clause 1 of this Article; and
 - b) Not concurrently holding management and executive positions in the organizational structure of Hoa Sen Group.
3. Independent Member of the BOD must meet the following standards and conditions:
 - a) Meeting the standards and conditions to become Non-Executive Member of the BOD in Clause 2 of this Article;
 - b) Not having currently employed by the company or any of its subsidiaries and not having used to employed by the company or any of its subsidiaries for at least the past three (03) consecutive years;
 - c) Not receiving any salary or remuneration from the company, except for allowances entitled to the BOD as per the regulations;
 - d) Not having a spouse, biological or adoptive parents, biological or adoptive children, siblings or any direct descendant who is a major shareholder or a manager of the company or its subsidiaries;
 - e) Not directly or indirectly owning at least 1% of the Company's total voting shares;
 - f) Not having served as a member of the BOD or the Board of Supervisors (in case of having this) of the Company for the past 2 consecutive terms.

Article 16: Procedures for Nominating, Electing, Dismissing and Removing of Member of the BOD

1. The method of nominating candidates for the BOD:
 - a) Shareholders or groups of shareholders holding at least 10% of the total voting shares are eligible to nominate candidates for the member of the BOD. The number of candidates is determined by the percentage of shares held, as follows:
 - From 10% to less than 20%: one (01) candidate;
 - From 20% to less than 30%: up to two (02) candidates;
 - From 30% to less than 40%: up to three (03) candidates;
 - From 40% to less than 50%: up to four (04) candidates;
 - From 50% to less than 60%: up to five (05) candidates;
 - From 60% to less than 70%: up to six (06) candidates;
 - From 70% to up more: up to seven (07) candidates.

Shareholders holding voting shares have the right to combine the voting rights of each person together to nominate candidates for the BOD.
 - b) In case a shareholder or group of shareholders at Point a of this Clause fails to nominate the required number of candidates, the incumbent BOD shall organize supplemental nominations following the rules:
 - Governance & Appointment, Remuneration Committee under the BOD will organize the search and selection of suitable candidates based on the criteria specified in Article 15 of these Regulations and submit them to the Board for consideration and nomination;
 - Shareholders or groups of shareholders, who are not eligible to nominate candidates may recommend potential candidates to Governance & Appointment, Remuneration Committee for evaluation, selection and submit to the BOD for consideration and nomination;
 - c) The specific procedures, methods, and timeline for nomination of the BOD candidates will be published on the Company's website prior to the nomination period.
2. Required Documentation for Nominating the candidates for the BOD:
 - a) To nominate a candidate for the BOD, the following documents are required:
 - The valid nomination form, as provided by Hoa Sen Group;
 - The candidate's curriculum vitae, including Personal information (Full name, date of birth, address, identification documents, identity card,...), Work experience, Number of shares held in the company, The declaration of related persons and their respective shareholdings;
 - The candidate's declaration of commitment: i) Confirm and take responsibility for the truthfulness and accuracy of personal information, professional qualifications, and professional capacity provided; ii) Understand clearly and fully your obligations and responsibilities on the BOD if elected as a member of the BOD and iii) work on the basis of honesty, loyalty, caution, goodwill and for the best interests of the Company and all Shareholders if elected as a member of the BOD;

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- The certified copies of papers and documents related to the candidate, including: Personal identification documents (ID card/Passport); Household registration or documents confirming place of residence; Degrees and certificates related to professional qualifications.
- b) In the case of a candidate being nominated by a shareholder or group of shareholders, in addition to the documents required under point a of this section, the nominating shareholder or group of shareholders must also provide:
- The full list of all nominating shareholders;
 - The certificate of the number of shares owned by a shareholder, group of shareholder or equivalent documents from Securities Company, where that Shareholder or group of Shareholders opens an account or from VSD (as of the date of closing the list of shareholders);
 - The minute of the meeting of the group of shareholders (for the candidate nominated by group of shareholders).
3. Information about the candidates of the BOD must be published on the Company's website at least twenty - one (21) days before the Annual General Meeting of Shareholders. This information includes:
- a) Personal details (for identification purposes only/not include the contact information);
 - b) Professional qualifications;
 - c) Work experience;
 - d) Related person information.
4. The BOD election mechanism:
- The members of the BOD are elected through cumulative voting, as outlined in Clause 2, Article 9 of these Regulations.
5. Dismissal and Removal of the members of the BOD:
- a) The GMS may dismiss the members of the BOD for the following reasons:
 - Failure to meet the qualifications and conditions specified in the Company's Charter and the laws;
 - Member of the BOD submits a written resignation letter to the Company's head office;
 - Other cases as specified by laws.
 - b) The GMS may remove the members of the BOD for the following reasons:
 - Failure to attend/participated in the activities of the BOD for six (06) consecutive months (except in cases of force majeure);
 - Other cases as specified by laws.

6. Election of additional members to the BOD:

The BOD must convene a GMS to elect additional members of the BOD in the following cases:

- a) The number of the incumbent Board of Directors falls below one - thirds (1/3) of the approved number. The BOD must have convention a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one - thirds (1/3);
- b) The number of the independent member of the BOD decreased, not ensuring the ratio as prescribed in Clause 1, Article 14 of these Regulations;
- c) Except for the cases specified in Points a and Point b of this Clause, the GMS elects new members to replace members of the BOD who were dismissed or dismissed at the most recent meeting.

7. Announcement of information on Nominating, Electing, Dismissing and Removing of Member of the BOD:

The Company must disclose information regarding nomination, election, dismissal and removal of Members of the BOD on its website, in accordance with Securities Law.

Article 17: Chairman of the BOD, Executive – Standing Vice Chairman of the BOD

1. Chairman of the BOD and Executive - Standing Vice Chairman (“Vice Chairman”) of the BOD are elected, dismissed and removed from among the members of the BOD. The Chairman of the BOD does not concurrently hold the position of General Director of the Company at the same time.
2. The Chairman of the BOD holds the following authorities and duties:
 - a) Representing the BOD to convene General Meetings of Shareholders and presiding over these meetings;
 - b) Developing the BOD’s program and activity plan;
 - c) Convening the BOD’s meetings; preparing agendas, content, documents for meetings and presiding over the BOD's meetings;
 - d) Leading discussions and voting on the BOD resolutions, signing resolutions, decisions of the BOD, and handling documents within the BOD’s authority;
 - e) Supervising the implementation of the BOD resolutions on behalf of the BOD;
 - f) Ensuring that the BOD submits annual financial statements, Company activity reports, audit reports, and the BOD review reports to shareholders at the General Meeting of Shareholders;

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- g) Implementing management and executive authority are delegated by the BOD, specifically:
- Assigning delegation of authority and responsibilities to the members of the BOD, the Committees and the Specialized Boards under the BOD;
 - On behalf of the BOD to oversee, supervise, monitor, guide and evaluate the performance of the management - executive activities in implementing the BOD's strategies, business plans and decisions from the BOD to The Group Executives Board and the other relevant managers;
 - On behalf of the BOD to approve budgetary and financial policies, and authorize investment projects within the scope of authority delegated to the BOD and the company's legal representative;
 - Approving the company's organizational structure, internal governance regulations, various mechanisms and policies;
 - Delegating authority to the BOE and the key management personnel to facilitate management and operations;
 - Appointing representatives of the subsidiary company owner, representative of capital contribution/share at affiliated companies; Nominating, electing, dismissing and removing the Chairman of the Company/Chairman of the Board of Members/Chairman of the BOD, who also serves as the legal representative at subsidiary companies, as well as heads of domestic and foreign branches and representative offices;
 - Deciding on and executive actions aimed at serving the interests of the company within the authority granted by the BOD and the legal representative of the company;
 - Other authorities within the competence of the BOD as determined by the BOD's resolutions at each period.
3. In cases where the Chairman of the BOD is absent or unable to fulfill duties, the BOD or the Chairman of the BOD may delegate the Vice Chairman of the BOD to assume the Chairman's authority, approval limits, functions, and responsibilities. This may include but is not limited to: convening and presiding over the BOD's meetings, leading discussions and voting at the BOD's meetings, signing the BOD's decisions and resolutions, and handling tasks assigned to the Chairman of the BOD. This delegation shall be in the form of the Resolutions or a written document issued by the Chairman of the BOD.
4. The Vice Chairman of the BOD holds the following authorities and duties:
- a) Serving as a standing member of the BOD and on behalf of the BOD and the Chairman of the BOD, exercising the authority vested in the BOD and the Chairman of the BOD as per the BOD's resolutions or documents issued by the Chairman of the BOD;
 - b) Coordinating the daily operations of the BOD in accordance with applicable laws, the Group's Internal Regulations System, and as assigned by the Chairman of the BOD;

- c) Exercising managerial and executive authorities as delegated by the Chairman, specifically including:
- Exercising authority in leading and making decisions on issues related to the governance and management activities of the Group Executive Board;
 - Approving strategic directions, policies, and overseeing operations in the following areas: External Relations; Finance and Banking; Securities; Investment and Construction; Production and Projects; Domestic Commerce; Export Trade; Import Activities; Supply Chain and Logistics; Procurement and Raw Material Acquisition; Distribution System Management; Human Resources and Internal Affairs; Legal Compliance; Internal Control; Internal Audit; and other statutory legal matters concerning business registration, litigation, taxation, among others;
 - Be responsible to the BOD, the Chairman of the BOD and under the law for all delegated authorities and approval thresholds as outlined in the Group's Internal Regulations System;
 - Executing additional governance and managerial functions pertaining to the Group's operations as prescribed in the Group's Internal Regulations System, The BOD's Resolutions, and Delegation Instruments issued by the Chairman of the BOD.
5. In the event that the Chairman of the BOD or the Vice Chairman of the BOD resigns, is dismissed, or is otherwise removed from office, the BOD shall appoint a replacement within ten (10) days from the date the Chairman of the BOD or the Vice Chairman of the BOD ceases to hold the position.

Article 18: Structure and Operations Mechanism of the BOD' Committees and Specialized Boards under the Board

1. The BOD establishes various Committees to carry out its functions and responsibilities. The composition of these Committees includes Members of the BOD. If necessary, the BOD may appoint the non-member of the BOD to the Committees, provided that: (i) The non-member of the BOD must account for less than half of the total Committee membership; and (ii) Decisions on critical matters by the Committee are only valid if all the BOD Members participate and approve.
2. The BOD's Committees include:
 - a) **Strategy Development Committee:** Chaired by the Chairman of the BOD. The Vice Chairman of the BOD acts as a standing member to handle routine matters.

The Committee holds the following authorities and duties:

- Researching, drafting, and submitting the medium and long - term development orientations and strategies to the BOD and the GMS for approval;
- Organizing and assessing the progress and results of implementing approved strategies and orientations;
- Reviewing and recommending strategic adjustments to the BOD and the GMS to suit current needs and conditions.

- b) ***Governance & Appointment, Remuneration Committee:*** Chaired by the Chairman of the BOD. The Vice Chairman of the BOD acts as a standing member to handle routine matters. The Committee must include the participation from Non-Executive or Independent Members of the BOD.

The Committee holds the following authorities and duties:

- Establishing, advising, and submitting matters related to: the internal regulations system of corporate governance, organizational structure of the Company and its Subsidiaries/Affiliates, corporate culture, and restructuring human resources to adapt to actual conditions;
- Assessing the BOD candidates' qualifications to propose a candidate list for election;
- Evaluating the individual BOD Members' performance for reporting to the GMS during Annual General Meeting of Shareholders ("AGM");
- Advising the BOD on nominating, electing, dismissing and removing managerial positions within its purview;
- Proposing remuneration and benefits for the Members of the BOD, the Group Executive Board, and related managerial positions under the BOD, and overseeing remuneration disbursements from the BOD's Remuneration and Activity Fund;
- Proposing reward and disciplinary events for BOD Members of the BOD, the Group Executive Board and managerial positions under the BOD;
- Performing other functions as specified in the Internal Regulations of the Group and Committee.

- c) ***Audit Committee:*** Chaired by an Independent Member of the BOD. The Committee is composed of Independent and Non-Executive Members of the BOD.

The Committee holds the following authorities and duties:

- Supervising the integrity of the Company's financial reports and official disclosures/announcement of financial results;
- Leading and providing directives on internal audit activities;
- Monitoring the operations of the internal control, risk management, and compliance systems;
- Advising the BOD on reviewing, approving and monitoring transactions with affiliated persons and recommending transactions requiring GMS approval;

- Recommending the independent audit firm, its remuneration, and contractual terms approved by the GMS;
- Monitoring the independence and objectivity of the audit firm, particularly when non-audit services are used;
- Ensuring the Company complies with all legal and regulatory requirements and the Group's Internal Regulations System.

d) ***Finance & Shareholders Relations Committee:*** Chaired by an Independent Member of the BOD.

The Committee holds the following authority and duties:

- Establishing, advising, and recommending the financial and capital - raising activities, such as loans, credit limits with banks/credit institutions, cash flow coordination, securities issuance, share buybacks, dividend payouts, and other related matters;
- Overseeing shareholder related activities, investor relations, and public disclosures on the securities market.

3. The BOD establishes several Specialized Boards under the BOD to provide advisory support and execute Committee functions specified in Clause 1, including:

a) ***Strategy and Investment Development Board:*** An advisory board directly reporting to the BOD to support the Strategy Development Committee's functions.

The composition of the Strategy and Investment Development Board includes: The head and the deputy head of the board are the members of the BOD. The Group Executive Board Members and managerial officials appointed by the BOD to oversee specific areas. The appointment, dismissal, and removal of the head, deputy head and other implementing members are conducted via the BOD's Resolutions.

The Board holds the following authorities and duties:

- Conducting surveys, research, and formulating medium to long - term development strategies;
- Performing additional duties as stipulated by the Regulations of the BOD and the Board.

Based on the goals, strategies, and development needs of the Group at each period, the BOD shall establish the Strategy & Development Division, which includes specialized departments and teams directly under and reporting to the Group Executive Board, to carry out the functions and duties of the Strategy & Development Board.

- b) ***Restructuring, Human Resources and Remuneration Board:*** An advisory board directly reporting to the BOD to support the Governance & Appointment, Remuneration Committee's functions.

The composition of the Restructuring, Human Resource and Remuneration Board includes: The head of the board is the members of the BOD. The deputy head of the board is the members of the BOD or senior managerial officials appointed by the BOD. The appointment, dismissal, and removal are conducted via the BOD's Resolutions. When necessary, Chairman/Vice chairman of the BOD may assign managerial officials and specialists to assist the division in specific tasks.

The Board holds the following authorities and duties:

- Acting on behalf of the Governance & Appointment, Remuneration Committee to implement Committee functions and reporting accordingly;
- Executing additional tasks per the Group's Internal Regulations System and the Governance Regulations of this Board.

- c) ***Audit Supporting Board:*** An advisory board directly reporting to the BOD to support the Finance & Shareholders Relations Committee's solutions.

The composition of the Audit Supporting Board includes: The head of the board is an independent non-employee, who is free from managerial roles within the company. The deputy head may also hold a control - related executive role or related Internal Control. The head and the deputy head of the board are appointed by the BOD, must carry out information disclosure procedures in accordance with the provisions of the Securities Law and are identified as an internal person. All of the members under board, appointed by the chairman of the BOD/the vice chairman of the BOD, are not an internal person, do not carry out information disclosure procedures and can concurrently hold other management positions related to internal control operations.

The head of the board, the deputy head of the board, and members of the Audit Supporting Board must meet the standards outlined in this Article, the Group's Internal Regulations System, the Governance Regulations, Operational Regulations of the Board, and applicable internal audit laws.

The Board holds the following authorities and duties:

- On behalf of the Audit Committee to perform the functions and duties, obligations of the Committee as prescribed in this Article, and report to, and be accountable to, the Audit Committee for the results of these activities;
- Carrying out additional functions, obligations and powers assigned by the BOD in the Group's Internal Regulations System and the Governance Regulations of this Board.

4. The BOD formulates and issues Group's Internal Regulations System and the Governance Regulations governing the organizational mechanisms and operations of the Committees and Specialized Boards complying with the Company Charter and prevailing laws.

Article 19: Official in charge of corporate governance

1. The BOD appointed one (01) Official in charge of corporate governance to advise and assist the BOD in implementing the duties of the BOD and in the relationship between the BOD and the GMS. The Official in charge of corporate governance is appointed, dismissed, and removed by Resolutions of the BOD.
2. Official in charge of corporate governance must meet the following standards:
 - a) Having knowledge of the law;
 - b) Having knowledge and experience in organizational activities and corporate governance;
 - c) Not simultaneously work for an independent auditing company that is auditing the Group's financial statements;
 - d) Other standards as prescribed by law and decisions of the BOD.
3. Official in charge of corporate governance holds the following authorities and duties:
 - a) Managing and coordinating all back-office tasks, documents, developments, communication and disseminating information related to the meetings of the BOD, the GMS;
 - b) Advising the BOD, the members of the BOD, the Committees of the BOD and Specialized Boards under the BOD on the functions, tasks, roles, responsibilities and duties within the Group to ensure compliance with the provisions of the Group's Internal Regulations System and the Governance Regulations, Enterprises Law, Securities Law and current laws;
 - c) Advising the BOD and organizing the implementation of tasks related to: Shareholders, shareholder relations, information disclosure, information security, legal affairs, compliance monitoring, organization structure, policies, restructuring, to meet the requirements specified in the Enterprise Law, Securities Law and current laws;
 - d) Supervising the implementation of information disclosure on stock market, communication of information from the BOD to relevant entity and shareholder relations;
 - e) Organizing and monitoring the implementation of roadmaps to perfect the Group's Internal Regulations System and the Governance Regulations and advising the BOD on corporate governance practices to meet the needs of the BOD and the GMS;
 - f) Serving as a link to communicate information between the BOD, the Committees and Specialized Board under the BOD, and the Group Executive Board during the process of operating the Group's Internal Regulations System and the Governance Regulations;
 - g) Being the contact point, receiving information and participating in resolving comments, complaints and questions about Shareholders' rights;
 - h) Signing, approving and stamping documents and vouchers within the scope of authorized or assigned work;
 - i) Other rights and obligations according to the Charter, Corporate Governance Regulations, Resolutions, Decisions of the BOD and current legal regulations.

Article 20: Corporate Secretary

1. When deemed necessary, the BOD appoints Corporate Secretary(s) to support and assist the BOD in performing the functions and tasks of the BOD. The Corporate Secretary is appointed, dismissed or removed by the Resolutions of the BOD.
2. The Corporate Secretary must meet the following standards:
 - a) Acting under the authority of the BOD to carry out the work of convening, prepare and synthesize documents at meetings of the BOD and General Meetings of Shareholders;
 - b) Attending and recording minutes of meetings of the BOD and the GMS. The Corporate Secretary must sign the meeting minutes and is responsible for the truthfulness and accuracy of the content in the minutes;
 - c) Supporting and assisting the BOD, the members of the BOD, the Committees of the BOD and Specialized Boards under the BOD on the functions, tasks, roles, and duties;
 - d) Managing, storing, securing, extracting and providing corporate governance information; copy of Meeting minutes, Resolutions and Decisions of the BODs; information about shareholders, list of shareholders; and other information related to the Group's financial situation, production and business;
 - e) Being directed by the Official in charge of corporate governance in implementing the functions of the Official in charge of corporate governance.
 - f) Other rights and obligations as prescribed in the Group's Internal Regulations System and the Governance Regulations and current laws.
3. The BOD established the Office of the BOD & the Chairman of the BOD, which is a unit directly under the BOD, performing the functions of advising, supporting, and assisting in the process of performing the obligations the BOD, the members of the BOD, the Committees of the BOD and Specialized Boards under the BOD. The Office of the BOD is directly directed and managed by the Official in charge of corporate governance and includes the following positions: Corporate Secretary(s); Head and Deputy Head of the Office of the BOD; Heads of Departments; and specialists in charge of operations.

Article 21: Meetings of the BOD

1. First meeting of the term:
 - a) The BOD holds the first meeting of the term within seven (07) working days from the end of the election of the BOD;
 - b) At the first meeting of the term, the BOD considered, discussed and voted to approve the following issues:
 - Electing the Chairman of the BOD, the Vice Chairman of the BOD;
 - Appointing personnel under the management authority of the BOD, including Positions, Boards under the BOD, the Group Executive Board and the managerial officials;
 - Making decisions on other issues within its authority that the BOD considers necessary.

- c) This meeting is chaired by the member with the highest number of votes. In case there is more than 01 members with the highest equal number of votes, the members of the BOD shall elect one of them to be the Chairman of the BOD;
 - d) The voting mechanism and decisions on issues at the meeting are carried out according to the majority principle (more than 50% of the total votes in favor).
2. Meetings during the term:
- a) During the term, the BOD may hold regular or extraordinary meetings. The Chairman of the BOD decides to convene, time, place and set the agenda for meetings. Particularly for regular meetings, the BOD must meet at least once every quarter;
 - b) At the regular meeting of the BOD, the BOD considers, discusses, votes to approve or decides on the following issues:
 - Reports of the Committees of the BOD and Specialized Boards under the BOD on the implementation of the Group's Internal Regulations System and the Governance Regulations;
 - Report of the Group Executive on governance and administration; production and business results and plans for the period; financial situation during the period; Tasks directed and implemented by the BOD; other issues related to the Group's operations;
 - Other policies and proposals fall under the decision authority of the BOD.
 - c) Extraordinary meetings of the BOD are held when the BOD deems it necessary to consider, discuss, vote on or decide on unexpected contents that require the decision of the BOD or when a request to convene a meeting is received in accordance with the provisions of this Law. cases specified in Clause 4, Article 32 of Charter of Organization and Operation HSG.
3. Meetings of the BOD can be held in person or online.

Article 22: Convening order, organization and voting mechanism at the BOD's meeting

1. Decision on Convening the BOD's meeting:
- The Chairman of the BOD decides to convene the meeting of the BOD, with the following contents: Time and location of the meeting; Meeting participants; Meeting agenda.
2. Determining the Participants of the BOD's meeting:
- a) All the members of the BOD and the members of the Group Executive Board must attend the meeting. In case the BOD discusses and exchanges issues that need to be kept confidential, the Chairman of the BOD decides that the Group Executive Board will not attend the meeting;
 - b) When deemed necessary, the Chairman of the BOD convenes a number of key managerial officials to attend the meeting;
 - c) The Official in charge of corporate governance and the Corporate Secretary must attend the meeting to coordinate the meeting agenda and record meeting minutes.

3. Issuance of the BOD's Meeting Invitation:
 - a) Invitation letter to the BOD's meeting signed by the Chairman of the BOD;
 - b) The Office of the BOD & Chairman of the BOD is responsible for sending Board of Directors Meeting Invitations to the members of the BOD to attend the meeting. The meeting invitation letter is sent to the members of the BOD by email or by other methods so that the Board Members can grasp the meeting information;
 - c) The meeting invitation must be sent to meeting participants no later than ten (10) days from the scheduled start date of the meeting.
4. Preparation and Distribution of Documents for the BOD's meeting:
 - a) Relevant responsible Boards must prepare and complete reports, submissions and documents for the meeting according to the content of the BOD's meeting invitation and send it by email to the Office of the BOD & Chairman of the BOD;
 - b) The Office of the BOD & Chairman of the BOD is responsible for synthesizing received documents to send to Board Members by email, at least five (05) days before the meeting date;
 - c) Receiving and sending confidential documents is carried out under the direction of the Chairman of the BOD and Vice Chairman of the BOD.
5. Conditions for holding a meeting of the BOD:
 - a) The first meetings of the BOD are only conducted when at least 3/4 of the members of the BOD are present in person or through a representative (authorized person) attending the meeting;
 - b) In case there are not enough members attending the meeting as prescribed, the meeting must be reconvened within 07 days from the scheduled date of the first meeting. The reconvened meeting is conducted if more than half (1/2) of the members of the BOD attend the meeting.
6. Procedure for Conducting the BOD Meeting:
 - a) The Chairman of the BOD is the Chairman of the BOD's meeting. In case the Chairman of the BOD cannot chair the meeting, the Vice Chairman of the BOD will be the Chairman of the meetings or the BOD will appoint one (01) member of the BOD to be the Chairman of the meeting;
 - b) The members of the BOE, assigned administrators and managerial officials are responsible for presenting reports and presentations related to the agenda to the BOD according to the direction of the Chairman of the meeting;
 - c) The BOD discusses, gives opinions and votes on issues submitted to the BOD. The meeting chairperson coordinates the discussion and voting of the Board members. The implementation of other contents outside the agenda is decided by the Chairman of the meeting.
 - d) Voting mechanism at the BOD's meeting:

- The BOD votes on each report, proposal and issue presented to the BOD at the meeting. Voting can be done directly at the meeting, or through electronic means, or through written comments, fax, or email;
 - Each member of the BOD or the authorized person of a member of the BOD present in person at the meeting of the BOD has one (01) voting right. Voting rights are expressed in the form of Voting Forms. In case the BOD votes on the contents of a transaction with a related person, a member of the BOD who benefits from the transaction or has a conflict of interest with the Group through that transaction will not have the right to vote and the presence of the BOD That member in the meeting is not counted in the minimum number of attendees required to hold a meeting of the BOD;
 - The vote of the BOD must clearly express the opinion: “Approval” or “Disapproval”;
 - The resolution of the BOD is approved when there is a majority of votes in favor (over 50%). In case the number of “Approval” and “Disapproval” votes are equal, the vote of the Chairman of the BOD is the deciding vote. In case the Chairman of the BOD does not vote, the vote of the Chairman of the meeting will be the deciding vote.
- e) The BOD’s meeting ends when all reports, proposals, and contents presented to the BOD have been discussed and voted on. If necessary, the Chairman of the meeting makes a concluding statement of the meetings;
- f) The Office of the BOD is responsible for checking and retrieving reports and documents that need to be kept confidential in paper form after the end of the meeting.

Article 23: Meeting Minutes and Resolutions, Decisions of the BOD

1. Minutes of the BOD’s meeting:
 - a) Minutes of the BOD’s meeting are prepared after the end of the meeting to record developments at the meeting and must be completed within a reasonable time from the date of the meeting. For regular meetings of the BOD, the meeting minutes must be completed before the next regular meeting.
 - b) Minutes of the BOD's meeting have the following main contents:
 - Time and location of the meeting;
 - Chairman and Secretary of the meeting;
 - Meeting participants;
 - Summary of developments and contents submitted to the BOD for discussion and voting at the meeting;
 - Summary of the discussion and voting results of the BOD at the meeting;
 - Full text of the Resolution of the BOD;
 - Meeting end time.

- c) Minutes of the BOD's meeting must be signed by the Chairman, Secretary of the meeting and Board of Directors members attending the meeting;
- d) Minutes of the BOD's meeting and documents circulated during the meeting are stored according to regulations, preserved and used in a confidential manner. Extracts and usage of contents from the meeting minutes are managed by The Office of the BOD & Chairman of the BOD under Official in charge of corporate governance (for internal distribution) or Chairman of the BOD/Vice Chairman of the BOD (for external distribution).

2. Resolution of the BOD:

- a) The resolution of the BOD is a form to concretize the contents voted for by the BOD at the BOD's meeting. The resolution of the BOD must be completed at the same time as the Minutes of the BOD's meeting;
- b) The Chairman of the BOD or Vice Chairman of the BOD, on behalf of the BOD, signs and promulgates the Resolution of the BOD;
- c) The contents recorded in the Resolution of the BOD are valid from the time they are voted for by the BOD;
- d) After being issued, the Resolution of the BOD can be summarized and sent to members of the BOE, managerial officials and unit's heads to organize the implementation of the policies and directions of the BOD. Extracts and usage of contents from the meeting minutes are managed by The Office of the BOD & Chairman of the BOD under Official in charge of corporate governance (for internal distribution) or Chairman of the BOD/Vice Chairman of the BOD (for external distribution).
- e) The BOD assigned the responsibility to the Office of the BOD to monitor, inspect, and urge the implementation of tasks and tasks assigned by the BOD to the units to perform. Every month, the relevant responsible Boards send reports on progress and results of assigned tasks and tasks to the Office of the BOD for synthesis, evaluation, and submission to the BOD for consideration at the regular meeting. most recent period.

3. Decision of the BOD:

- a) The decision of the BOD is a separate document, issued to regulate and adjust a specific content within the scope of policies and directions voted and approved by the BOD in the Resolution of the BOD;
- b) The decision of the BOD is issued based on the content of the Resolution of the BOD;
- c) The Chairman of the BOD or Vice Chairman of the BOD, on behalf of the BOD, signs and promulgates the Decision of the BOD.

CHAPTER IV: GROUP EXECUTIVE BOARD

Article 24: Composition, structure, term and operating mechanism of the Group Executive Board

1. The composition and structure of the Group Executive Board includes:
 - a) Executive – Standing Vice Chairman of the BOD (Referred to as the “Vice Chairman of the BOD”), assigned by the BOD, heads the Group Executive Board, leads and supervises all activities of the Group Executive Board on behalf of the Board of Directors;
 - b) The General Director and Deputy General Directors (collectively referred to as: "Board of Management"), are appointed by the BOD through a Resolution of the BOD and directly exercise the authority to manage and execute the daily operations of the Group;
 - c) The Chairman of the Company, Chairman of the Board of Members, Chairman of the BOD of the Subsidiaries, appointed by the Resolution of the BOD, perform the function of representing the Company's capital contribution and shares in the Subsidiaries, at the same time, exercise the highest leadership and management authority over the operational structure of the Subsidiary;
 - d) The Chief Accountant of the Group, appointed by the BOD through a Resolution of the BOD, exercises management authority in the accounting, tax, and finance operations of the Company and the entire Group;
 - e) Official in charge of Corporate Governance and the Head and Deputy Head of the Specialized Boards under the BOD, assigned by the BOD to be in charge of a number of professional areas in the management and operation activities of the Group Executive Board.
2. Term of the Group Executive Board:
 - a) The term of the Group Executive Board follows the term of the BOD;
 - b) In the event that the Board of Directors’ term ends, the Group Executive Board shall continue to perform its obligations until the new term’s BOD reappoints or establishes a new Group Executive Board;
 - c) Members of the Group Executive Board may be reappointed for an unlimited number of terms.
3. Operating Mechanism of the Group Executive Board:
 - a) The Group Executive Board is the executive body of the BOD, directly responsible to the BOD, performing the highest executive and management functions for the Group's production and business activities;

- b) The Group Executive Board operates under a mechanism that centralizes the responsibility of the head and each individual in charge, in a unified relationship with the collective. Members of the Group Executive Board must execute their assigned functions and be accountable to the BOD for their designated tasks.
- c) The Board of Management (including the General Director and Deputy General Directors) is a unit under the Group Executive Board, directly responsible for implementing the function of managing and administering daily affairs arising within the Group. The Board of Management operates under a regime that combines the collective powers and responsibilities with the individual powers and responsibilities of the General Director and Deputy General Directors.
- d) The BOD develops and promulgates the Operational Regulations of the Group Executive Board, specifying the mechanism for its establishment, responsibilities, obligations, and power.

Article 25: Standards, conditions, and procedures for the appointment, dismissal, and removal of the Group Executive Board members

- 1. Standards and conditions for appointment of members of the Group Executive Board:
 - a) Members of the Group Executive Board must meet the standards and conditions specified in Clause 5, Article 162 of the Law on Enterprises; have the ability to organize and manage a business; have legal knowledge; Be healthy, have good moral qualities, integrity and honesty;
 - b) Particularly for the position of Chief Accountant, in addition to the standards and conditions in Clause 1 of this Article, the candidate must also meet the standards and conditions under the current Accounting Law.
- 2. Procedures for appointing members of the Group Executive Board:
 - a) The BOD carries out appointment procedures for the following positions under the Group Executive Board: General Director; Deputy General Directors; Chairman of the Company, Chairman of the Board of Members, Chairman of the BOD of Subsidiaries; and Chief Accountant of the Group;
 - b) The appointment process for positions according to Point a of this Clause is prescribed as follows:
 - Based on the direction of the BOD, Restructuring Board reports in writing to the Governance & Appointment, Remuneration Committee on information about the candidate expected to be appointed. The information includes: Personal information (full name, date of birth, residential address, personal identification documents); Work history; Professional qualifications; Number of shares held in the Company; Declaration of information of related persons and number of shares held by each person;

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- Governance & Appointment, Remuneration Committee, based on the report of the Restructuring Board, prepare appointment proposals to submit to the BOD for consideration at the nearest regular meeting or extraordinary meeting (if deemed necessary to convene);
 - At the meeting, the BOD will review, discuss, and evaluate the criteria for the proposed candidate;
 - The BOD approves the appointment of proposed candidate if more than half (over 50%) of the members of the Board of Directors attending the meeting approved;
 - The appointment is made in the form of a Resolution of the BOD.
3. Procedures for dismissing or removing Member of the Group Executive Board:
- a) The BOD carries out dismissal and removal procedures for the following positions under the Group Executive Board: General Director; Deputy General Directors; Chairman of the Company, Chairman of the Board of Members, Chairman of the BOD of Subsidiaries; and Chief Accountant of the Group;
 - b) The positions in Point a of this Clause will be considered for dismissal in the following cases:
 - There is a resignation letter;
 - Due to work requirements or internal personnel transfers and rotations within the Group;
 - Due to health reason that do not allow for work.
 - c) The positions in Point a of this Clause will be considered for removal in the following cases:
 - Failure to complete obligations or serious violations of the Corporation's rules and regulations;
 - Serious violations of the law or to the extent of being subject to criminal prosecution.
 - d) The procedure for dismissal and removal from positions specified in point a of this Clause is stipulated as follows:
 - When cases arise that need to be considered for dismissal or removal, the BOD convenes an extraordinary meeting to discuss and agree on handling of personnel being considered for dismissal or removal;
 - The Audit Committee and the Governance & Appointment, Remuneration Committee are responsible for preparing the necessary reports and documents to clarify the circumstances that give rise to cases requiring consideration of dismissal or removal;
 - At the meeting, the BOD discussed and voted to approve the dismissal and removal of the personnel under consideration;

- The BOD approves the dismissal or removal of the personnel under consideration if more than half (over 50%) of the BOD members attended the meeting approved;
 - Dismissal and removal are carried out in the form of a Resolution of the BOD.
4. The Company carries out information disclosure procedures and posts on the Company's website the Resolution of the BOD on the appointment, removal and dismissal of Members of the Group Executive Board according to the provisions of the current Securities Law.
 5. The BOD determines the salary, bonuses, and other benefits for Members of the Group Executive Board in accordance with the Corporation's regulations and the current laws.

Article 26: Functions and obligations of the Group Executive Board, the Board of Management, the General Director, the Deputy General Directors, and the Chief Accountant of the Corporation

1. Functions and obligations of the Group Executive Board:
 - a) Implementing the Resolutions and Decisions of the BOD and the GMS as well as the business production plans and investment and development plans of the Group approved by the BOD and the GMS;
 - b) Directing, managing, and making decision on issues, transactions, and policies related to the Group's daily business operations within the scope of authority and in accordance with the limits and powers delegated and assigned by the BOD and the Chairman of the BOD;
 - c) Coordinating the management, administration, and decision-making on issues and tasks related to functional units at the Parent Company, acting as the Group's Office, the Parent Company, and the Managing Entity of the Group's units;
 - d) Establishing, completing and proposing to the BOD to approve the organizational structure and internal management mechanism of the Parent Company, Subsidiaries, Affiliated Companies and units under the Group;
 - e) Proposing the BOD to consider plans to pay dividends and handle business losses;
 - f) Proposing the BOD to review and approve staffing; Classification of staff and specialists; Management Officer title system; salaries, allowances, and benefits of the Group's employees;
 - g) Proposing the BOD to consider appointing, dismissing and removing positions under the management authority of the BOD, Chairman of the BOD, Vice Chairman of the BOD;

- h) Preparing and submitting to the BOD for consideration and approval of the Group's consolidated business plan. At least 03 months before the date of the Annual General Meeting of Shareholders, the Group Executive Board is responsible for submitting to the BOD for consideration the consolidated business plan for the next fiscal year, accompanied by a detailed explanation of the plans to implement the plan, on the basis of meeting budget requirements and in accordance with the Group's development orientation;
- i) Preparing quarterly, annual, medium-term and long-term budget of the Group ("the budget") to serve financial management activities according to the business plan. The annual budget (including expected balance sheet, income statement and cash flow statement) for each FY must be submitted to the BOD for approval;
- j) Executing other powers and obligations in accordance with the law, the Company's Charter, this Regulations and relevant Group regulations.

The Vice Chairman of the Board of Directors and the General Director, on behalf of the Group Executive Board, approve and issue documents, materials and vouchers related to the implementation of the functions and obligations in this clause.

2. Functions and obligations of the Board of Management:

- a) The Board of Management is a unit directly under the Group Executive Board, holding a permanent role at the Group Executive Board and directly handling the daily management and administration obligations of Group Executive Board within the scope of functions and responsibilities. obligations described in Clause 1 of this Article;
- b) The Board of Management is responsible to the Vice Chairman of the BOD for the implementation of its functions and obligations.

3. Functions and obligations of the General Director:

- a) Leading and be responsible to the BOD, Chairman of the BOD and Vice Chairman of the BOD for the daily management and administration of the Board of General Directors and functional units under the Board of Management's authority;
- b) Proposing the BOD to consider and decide on the assignment of responsibilities to Deputy General Directors based on their expertise and geographic locations;
- c) Represent the Group in negotiating, dealing and signing transactions and contracts with partners, suppliers and customers to serve the Group's daily production and business activities;
- d) Appointing, dismissing, removing management positions except for positions under the authority of the BOD, Chairman of the BOD, Vice Chairman of the BOD;
- e) Making decision on recruitment, organization, mobilization and rotation of personnel under management authority, in accordance with the policies of the BOD and regulations of the Group;
- f) Executing other powers and obligations in accordance with the law, the Company's Charter, these Regulations and relevant Group regulations.

4. Functions and obligations of Deputy General Directors:
 - a) Managing and executing activities and tasks arising in the area that have been delegated and assigned;
 - b) Participating in discussions, advising and proposing to the General Director to review and organize the implementation of solutions, plans related to the management and administration activities of the Board of Management;
 - c) Signing contracts for buying, selling, borrowing, lending and other contracts in accordance with delegated authority and assigned limits;
 - d) Handling unexpected situations when the General Director is not present and must report to the General Director as soon as possible;
 - e) Periodically report to the BOD, Chairman of the BOD, Vice Chairman of the BOD, General Director on a monthly, quarterly, annual basis or as required;
 - f) Executing other powers and obligations in accordance with the law, The Company's Charter, these Regulations and relevant Group regulations.
5. Functions and obligations of the Group's Chief Accountant:
 - a) Holding the position of head of the accounting department of Hoa Sen Group, responsible for organizing and implementing the accounting work of all units under the Group;
 - b) Managing and be responsible for the operations of the Group's Accounting Department in accordance with the provisions of the Charter, the Internal Governance Regulations of the Group and current legal regulations;
 - c) Managing the accounting operations of Subsidiaries, Affiliated Companies, Plants and Branches Network under the Group;
 - d) Signing for approve, and issuing documents, records, materials, and reports related to the Group's accounting activities in accordance with the delegation of the Group Executive Board and in compliance with current legal regulations;
 - e) In addition to the responsibility regime according to current Accounting Laws, The Group's Chief Accountant must also be subject to leadership and direction from the Group Executive Board and The BOD.
6. Members of the Group Executive Board must be responsible to the BOD for the implementation process and results of assigned obligations and obligations. In case anyone carries out executive activities against the law, against the Company's Charter, this Regulation or against the Resolutions and Decisions of the BOD and the GMS, causing damage to the Company, that person must bear the consequences. responsible before the law and must bear disciplinary responsibility, must compensate for damages to the Company.

Article 27: Meeting of the Group Executive Board

1. The Group Executive Board organizes meetings in the form of regular briefings and extraordinary meetings:
 - a) Regular progress meeting:
 - The Group Executive Board holds regular progress meetings once a week to review reports and give executive guidance on issues related to production and business activities, project investments and other activities. other arising matters of the Group;
 - The meeting shall be chaired by the Vice Chairman of the BOD or the General Director. Meeting location and time are arranged to suit the activity daily of the Group;
 - Participants in the regular progress meeting include: All Members of the Group Executive Board; Representatives of Committees and Specialized Boards under the BOD; A number of key managers were convened to attend the meeting.
 - b) Extraordinary meeting:
 - The Group Executive Board organizes an extraordinary meeting to resolve arising issues that are outside the scope of the work plan;
 - The Vice Chairman of the BOD or General Director has the authority to convene and chair the meeting;
 - Attendees at an extraordinary meeting may not include all members of the Group Executive Board, but it must ensure the attendance of members who have Decision-making authority on the matters to be discussed in the meeting.
2. In case the Vice Chairman of the Board of Directors and the General Director are absent, 01 Deputy General Director is authorized to convene and chair the meeting. The authorized person is responsible for reporting the content and asking for direction regarding arising matters during the meeting to the Vice Chairman of the BOD and the General Director.
3. The content of the meeting of the Group Executive Board is recorded in Minutes, signed by the Chairman of the meeting and the Secretary of the meeting. The Group Executive Board assigns 01 specialized units to organize meetings, compile reports, prepare and store Minutes of meetings of the Group Executive Board. Minutes of meetings of the Group Executive Board are stored and preserved in a confidential protocols. Retrieving the content of the Minutes must be approved by the Vice Chairman of the BOD or the General Director.

Article 28: Reporting and information provision regime of the Group Executive Board to the BOD

1. The Group Executive Board organizes meetings in the form of regular briefings and extraordinary meetings
 - a) Periodic reports:
 - The Group Executive Board is responsible for reporting to the BOD on the process and results of implementing assigned obligations and powers periodically (monthly, quarterly, 6 months, year...);
 - General Director (or Deputy General Director assigned by General Director) is responsible for reporting directly to the BOD on behalf of the Group Executive Board.
 - b) Extraordinary reports, upon request:
 - In addition to periodic reports, the BOD (or Committees of the BOD, Specialized Boards under the BOD) may request The Group Executive Board and units under the Group Executive Board to report directly, or in writing, or provide information related to work areas within assigned functions, obligations, and powers to support the overall work of the BOD;
 - In case of detecting risks or unexpected events that may affect the Group's normal activities, such as: Reputation and the Group's brand; Changes and fluctuations in key personnel; Issues related to the Group's capital and assets; Issues related to legal compliance when operating; Interests of partners, shareholders, and consumers; and other matters if deemed necessary, the Group Executive Board is responsible for promptly reporting to the BOD, Chairman of the BOD, Vice Chairman of the BOD to direct the solution.
2. The Group Executive Board is responsible for establishing and maintaining the information reporting regime for the BOD, including how to send/receive information and reports in a timely, safe and confidential manner
3. The Group Executive Board is responsible for the quality and content of information and reports provided to the BOD. Information and reports must ensure accuracy, completeness, focus, reflect the actual situation and meet the information provision requirements of the BOD.

CHAPTER V: MANAGEMENT– EXECUTIVE AUTHORITY

Article 29: Basic Principles

1. Management – Executive Authority refers to the powers, approval limits, functions, and duties of each specific title and unit as stipulated in the Group's Charter, this Regulation, the internal governance regulations of the Group, and relevant laws.
2. Management – Executive Authority is unified, tied to each specific position and unit, and is designated by the Group's Charter, Regulations, internal governance regulations of the Group, and relevant laws.
3. To ensure the continuity in management and executive activities, positions and units with authority can “delegate” and/or “assign” all (or part) of their powers, approval limits, functions, and duties to other positions or units for practical implementation. Accordingly:
 - a) *Delegation*: This is the process by which one position or unit transfers all (or part) of its powers and approval limits to another position or unit at a lower level to act on its behalf.
 - If the powers and limits granted are intended for continuous and regular execution, it is referred to as “delegation”;
 - If the powers and limits granted are intended for the execution of a specific task to meet a particular requirement, it is referred to as “authorization”;
 - The choice between “delegation” and “authorization” depends on the needs and objectives of the authority granting the powers.
 - b) *Assignment*: This refers to the process by which the head of a unit allocates responsibilities to members within that unit to oversee one (or several) areas of work or fields in order to fulfill the unit's functions and responsibilities.
4. The designation of management and executive authority must be carried out in writing. The content of “delegation” and “assignment” may be combined in the same document, but there must be a clear distinction between delegation and assignment..
5. The designation of authority is carried out based on the following principles:
 - Ensuring consistency, transparency, stability, and continuity in management and executive authority within the Group's organizational structure;
 - Enhancing the autonomy and accountability of positions and units which have been granted authority, based on strict compliance with legal regulations, the Group's charter, the internal governance system, and the general policies of the GMS and the BOD;

- The designation, delegation, and assignment of management and executive authority must align with the characteristics of each work segment and the operational situation of the Group at each period;
- Minimizing the overlap of authority among positions and units;
- The authorized person is responsible for ensuring the time and resources to perform the delegated authorities and is accountable to the delegator for the execution of those authorities.

Article 30: Defining the management and executive authority of the BOD

1. The BOD performs its functions, duties, powers, and approval limits in accordance with the provisions of the Enterprises Law, Securities Law, the Group's Charter, this Regulation, and the internal regulations system on Group governance.
2. The BOD **delegates** and **assigns** to the Members of the BOD in the process of exercising authority, approval limits, and functions and duties as described in Clause 1 of this Article.
3. Regarding the delegation:
 - a) The BOD delegates to the Chairman of the BOD the authority to exercise all or part of the powers and approval limits on behalf of the BOD. The delegation of authority to the Chairman of the BOD is stipulated in the Group's Charter, this Regulation, and the Board of Directors' Resolutions for each period;
 - b) The Chairman of the BOD delegates authority to the Executive Vice Chairman of the BOD and Members of the BOD. The Executive Member of the BOD cum General Director is authorized to act on behalf of the Chairman of the BOD to exercise all (or part) of the powers and approval limits delegated by the Board of Directors to the Chairman of the Board of Directors. The re-delegation to the Chairman of the BOD and the Executive Member of the BOD cum General Director is reflected in the Resolution and Decision of the BOD issued by the Chairman of the BOD.
4. Regarding the assignment:
 - a) Chairman of the BOD assigns each Member of the BOD and the positions within the Committees under the BOD, and the specialized Boards under the BOD to perform one or more functions and tasks of the BOD.
 - b) In the event that the Chairman of the BOD is absent or unable to perform the regular duties, the Executive - Standing Vice Chairman of the BOD is authorized to act on behalf of the Chairman of the BOD to assign tasks to the Board Members and report promptly to the Chairman of the BOD.

Article 31: Defining the management and executive authority of the Executive Board

1. The Executive Board implements authority, approval limits, and functions and duties based on the following documents:
 - a) The provisions of the Enterprises Law, Securities Law, the Group Charter, this Regulation, and the Internal Governance System of the Group; and
 - b) The delegation documents from the Chairman of the BOD to the heads of the Executive Board, including the Vice Chairman of the BOD and the General Director.
2. The Executive Board implements the delegation and assignment to the members of the Executive Board according to the following principles:
 - a) *Regarding the functions and tasks stipulated in the Group's Charter, this Regulation, and the Internal Governance System of the Group:* The Vice Chairman of the BOD assigns specific areas of work, fields, and subjects to the Executive Board Members;
 - b) *Regarding the powers and approval limits delegated by the Chairman of the BOD to the Heads of the Executive Board:* The Vice Chairman of the BOD delegates a certain powers and approval limits to the Members of the Executive Board.
3. The delegations and assignment documents for the Executive Board members must be signed and issued by the Vice Chairman of the BOD, with consultation and agreement from the General Director.

Article 32: Defining the management and executive authority of the Board of Management

1. The functions and duties of the Board of Management are stipulated in the Charter, this Regulation, and the Internal Governance System of the Group.
2. Based on the proposal of the General Director, the Vice Chairman of the BOD assigns responsibilities to the Deputy General Manager to carry out the functions and duties of the Board of Management as described in Clause 1 of this Article.
3. The principles of task assignment of the Board of Management:
 - a) The General Director leads and manages the activities of the Board of Management, the Deputy General Directors, and the functional units under the management of the Board of Management;
 - b) The Deputy General Managers are assigned to assist the General Director in monitoring, directing, and handling regular tasks according to each area of responsibility of the Board of Management;
 - c) The Deputy General Manager assists the General Director in carrying out tasks as assigned, promptly reports, and seeks the General Manager's opinion on important matters. Tasks related to other Deputy General Directors should be proactively coordinated and resolved; in case of differing opinions, they will report to the General Directors for a final decision;

- d) Within the scope of the assigned field, the Deputy General Directors exercises the following authorities:
 - Directing, managing, and overseeing the operational activities of functional units within the scope of responsibility;
 - Inspecting, urge, and organizing the implementation of policies, directives, and decisions from the GMS, the BOD, and the Executive Board;
 - Leading the resolution of issues requiring coordination among functional units and reviewing and addressing the recommendations from units within the assigned area of responsibility.
- e) When the General Director is absent or unable to handle regular tasks, the General Director authorizes one Deputy General Director to is authorized to act on behalf of the General Director in leading and managing the Board of Management;
- f) Based on the actual situation, the General Director proposes that the Vice Chairman of the BOD adjust the assignments for the Deputy General Directors to ensure the effective implementation of the functions and duties of the Board of Management.

Article 33: Determining the authority between the Parent Company and its subsidiaries

1. Hoa Sen Group delegates specific management and operational authorities to its subsidiaries, branches, and affiliated units. The delegation of authority must be in writing and signed by the Chairman of the BOD or the Vice Chairman of the BOD.
2. Delegation of authority from the Parent Company to the Subsidiaries:
 - a) The parent company exercises management and executive authority and approval limits as the Owner/Capital Contributor/Shareholder at the subsidiaries in accordance with legal regulations;
 - b) The BOD of the parent company appoints one representative of the capital contribution to act on behalf of the parent company to perform all or part of the management and executive authority and approval limits of the parent company regarding the activities of the subsidiary. The BOD of the Parent Company has full authority to appoint, dismiss, reward, discipline, grant allowances, and provide other benefits to the Representative of the contributed capital;
 - c) The representative of the parent company's capital contribution at the subsidiary also holds the highest leadership position at the subsidiary. The title of the representative of the contributed capital at the subsidiary is determined according to the type of activities of that company, specifically: Chairman of the Company, Chairman of the Board of Members, Chairman of the BOD;
 - d) Based on the actual situation and operational needs of the subsidiary, the BOD of the parent company delegates authority to the Chairman of the Company/Chairman of the Board of Members/Chairman of the BOD of the subsidiary to exercise all (or part) of the management and executive authority

and approval limits of the parent company regarding the activities of the subsidiary. For issues arising beyond the authority and limits delegated to the Subsidiary, the BOD is the final and highest decision-making body.

- e) Within the scope of authority and the approved limits that have been delegated, the Chairman of the Company/Chairman of the Board of Members/Chairman of the BOD of the subsidiary has the right to re-delegate to one or several management positions within the Company's organizational structure (including: Director, Deputy Director, and Chief Accountant) to meet the needs of managing and operating daily arising tasks at the Company;
3. Delegation of authority from the Parent Company to its Branches:
- a) The parent company is the governing unit for all its Branches, and the BOD of the parent company has full authority to manage, execute, and decide on issues arising related to the activities of the Branches;
 - b) The BOD of the Parent Company delegates to the Vice Chairman of the BOD and the General Director the authority to manage and execute on behalf of the Parent Company and the approval limits for the affiliated Branches
 - c) Within the scope of delegated authority and approval limits, the Vice Chairman of the BOD and the General Director are authorized to delegate part of their authority and approval limits to the Heads of each Branch;
 - d) The head of the Branch exercises the right to manage internal operations and business activities at that Branch and the affiliated Business Stores (Stores) within the responsible area according to the delegated authority and approved limits.

CHAPTER VI: GROUP OF COMPANIES

Article 34: Group of Companies

- 1. Hoa Sen Group is organized and operates under the Group Company model, including the Parent company, the subsidiary, and affiliated companies established in accordance with current legal regulations.
- 2. Hoa Sen Group is identified as the Parent company of its subsidiaries, the owner of the capital contributions/founding shareholders of its affiliated companies. Hoa Sen Group performs internal management and administration functions for all the subsidiary and affiliated companies under the Group.
- 3. The criteria for determining a company as a subsidiary of Hoa Sen Group are based on the provisions of the current Enterprise Law and the Group's Charter.

4. The mechanism for establishing the management - Executive authority of Hoa Sen Group (hereinafter referred to as the "Parent Company") over the Subsidiaries within the Group is regulated as follows:

a) In Capital ownership activities:

- The Parent company exercises the authority of the Owner/Capital Contributor/Shareholder over the subsidiary (depending on the type of operations of the subsidiary) in accordance with the current Enterprise Law;
- The Parent company decides the investment levels in newly established subsidiaries, adjusts the investment levels in operating subsidiaries in accordance with the overall Group's direction, strategy, and current business laws, while also earning investment returns and bearing all risks related to capital investments in the subsidiary;
- The Parent company appoints a representative of the capital contribution to perform the function of managing the parent company's capital investment in the subsidiary and supervising the effective use of capital in the subsidiary;
- The representative of the Parent company's capital contribution performs duties, rights, and responsibilities in accordance with the current Enterprise Law and the Delegation Documents issued by the BOD of the parent company.

b) In Management – organization activities:

- The Parent company has full authority in the construction, issuance, amendment, and supplementation of the subsidiary's charter;
- Based on the issued Charter, the subsidiary establishes the Organization and Operation Regulations, Organizational Structure, and Staffing Plan, and submits them to the Parent Company's Board of Directors for approval before they are implemented in practice;
- The subsidiary is autonomous in recruitment, management, and development of human resources within the approved organizational structure and personnel plan;
- The appointment of key management positions at the subsidiary must be approved by the parent company and must comply with the appointment regulations applicable to the entire Group.

c) In production, business, and project activities:

The Parent company has the right to decide on matters related to the production, business activities, and projects of the subsidiary, including:

- Issuing, adjusting, and supplementing the annual production, business, and supply targets and plans of the subsidiary, in accordance with the overall targets and plans of the Hoa Sen Group;
- Issuing, adjusting, and supplementing the medium to long-term operational orientation and strategy of the subsidiaries;

- Approving the policies, overall planning, implementation plans, and estimates for the investment projects of the subsidiary companies based on needs and actual conditions;

d) In accounting and financial activities:

- The subsidiaries operate under an independent accounting regime and must prepare and submit financial statements and periodic audit reports to the Parent company to implement consolidated reporting in accordance with current accounting regulations;
- The annual financial settlement reports and documents of the Parent Company, the Subsidiaries, and the consolidated financial statements, summary reports of the Parent Company and the Subsidiaries must be kept at the headquarters of the Parent Company;
- All loans and credit extensions of the Subsidiary at Banks and Credit Institutions must be reported and submitted to the Parent Company's BOD for review and approval.

e) In the consolidated reporting activity:

At the end of the fiscal year, in addition to reports and documents as required by law, the Subsidiaries are also responsible for preparing reports to serve the consolidated report for the entire Group of Companies in accordance with the provisions of the Enterprises Law, specifically including:

- Report on the subsidiary's operational results;
- Report on the management and executive activities of the subsidiary;
- Summary report on purchases, sales, and other transactions between the Subsidiary and the Parent Company.

f) In the use of trademarks, labels, and other intellectual property objects:

- Hoa Sen Group (Parent Company) has full ownership of the trademarks, brand names, and intellectual property associated with the products, business model, and other business activities of the Group;
- Hoa Sen Group, in its capacity as the Parent Company, allows its subsidiaries and affiliated companies under Hoa Sen Group to use the trademarks, brand names, and intellectual property as described in this section to serve the production and business activities of the subsidiary and affiliated companies.

5. Based on the principles stipulated in this Article, the BOD shall develop and issue the Regulations on the organization and governance of the Group of Companies, clearly defining the powers, duties, responsibilities, reporting mechanisms, and coordination mechanisms between the Parent Company and its Subsidiaries and Affiliates under the Hoa Sen Group.

CHAPTER VII: PREVENTING CONFLICT OF INTERESTS

Article 35: Duty of Integrity and preventing conflict of interests

1. Management personnel, including insiders, are responsible for performing their duties honestly and diligently for the best interests of the Company and the Group.
2. Management staff are responsible and must commit to the Company to disclose related benefits according to the Group's regulations and other relevant legal provisions, are not allowed to use the Company's business opportunities for personal purposes, and are not allowed to use information obtained through their position for personal gain or to serve the interests of other organizations or individuals.
3. In addition to the obligations in clauses 1 and 2 of this Article, insiders also have the obligation to notify the Board of Directors about events that they or their related persons may benefit from or cause a conflict of interest with the Company.
4. A member of the BOD 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 they have an interest in it is responsible for publicly disclosing the nature and content of that interest before the BOD.
5. Member of the BOD are not allowed to vote on transactions in which they or their related parties participate, including transactions where the material or non-material benefits of the board member have not been determined. The above transactions must be disclosed in the Company's annual report.

Article 36: Principles of entering into and executing transactions with related parties

1. Contracts and transactions between the Company and the following parties must be approved by the GMS or the BOD in accordance with the authority stipulated in the Enterprises Law, the Charter, and these Regulations:
 - a) Shareholders, authorized representatives of shareholders owning more than 10% of the total ordinary shares of the Company, and their related persons;
 - b) Insiders and their Related Persons;
 - c) Enterprises in the following cases:
 - Owning capital contributions, shares by insiders; or
 - Owning more than 10% of the charter capital by related persons of insiders; or

- Owning contributions and shares exceeding 10% of the charter capital by both insiders and their related parties.
- 2. The entering and execution of transactions with related parties must be based on equality, voluntariness, and in accordance with the policies and regulations applicable to the entire Group. Transactions and contracts must be concluded in writing, with clear and specific content, ensuring transparency and harmonizing the interests of shareholders and the parties involved in the transaction.
- 3. The entering and execution of transactions with related parties must be disclosed accurately, fully, and timely in accordance with current legal regulations.
- 4. For transactions in the securities sector, the approval, conclusion, and execution of transactions will be carried out in accordance with current securities laws.

Article 37: Determining the authority to approve transactions with related parties

1. The BOD approves contracts and transactions specified in Clause 1 of this Article with a value less than 35% of the total asset value of the Company as recorded in the most recently audited consolidated financial statements.
2. The GMS approved the following contracts and transactions:
 - a) The contracts and transactions specified in Clause 1 of this Article have a value of 35% or more of the total asset value of the Company as recorded in the most recent audited consolidated financial statements; and
 - b) Loan agreements, lending transactions, and asset sales between the Company and shareholders holding 51% or more of the total voting shares, or related parties of such shareholders, with a value exceeding 10% of the total assets of the Company as recorded in the most recent audited consolidated financial statements.
3. For transactions within the approval authority of the BOD as stipulated in Clause 2 of this Article, but which occur frequently in the daily business operations of the Company, the BOD shall apply a simplified procedure for the approval, conclusion, and execution of transactions.

Transactions classified as recurring include:

- c) Sale, cooperation in the distribution of goods, finished products;
- d) Sale or disposal of scrap, waste materials;
- e) Cooperation in providing transportation and logistics services;

- f) Renting/leasing machinery and equipment, tools and instruments, vehicles, land, premises, warehouses, offices;
- g) Transfer/to hand over of the right to use the trademarks and brands owned by the Company;
- h) Agreements and collaborations aimed at implementing the development strategy, expanding the distribution system of Hoa Sen products; and
- i) Other transactions deemed by the Board of Directors as regular and necessary for the daily business operations of the Company.

Article 38: Order and procedures for reviewing and approving transactions with Related Parties

1. General procedures and processes:
 - a) The general procedures and processes applied to the review and approval of transactions described in Clauses 1 and 2, Article 37 of this Regulation;
 - b) The order of reviewing, voting on, and approving transactions must comply with the following basic principles:
 - The review and approval of transactions must be carried out in accordance with the authority defined in Article 37 of this Regulation.;
 - Transactions must be reviewed and approved at the meeting of the BOD or the GMS, depending on the approval authority for that transaction. The procedures for convening, organizing, voting, and counting votes for transaction approval meetings are conducted like a regular meeting;
 - In the case where a person benefiting from or having a conflict of interest in the transaction is named in the attendance list and votes at the meeting, that person shall not vote at the meeting;
 - The Audit Committee is responsible for representing the BOD and the GMS to inspect and supervise the transaction process, ensuring that transactions are conducted in accordance with legal regulations and protecting the rights and interests of the Group;
 - After the transaction has been approved, the BOD or the Group Executive Board may be delegated to conclude and execute the transaction depending on the scale and value of the transaction;
 - For transactions involving the transfer of fixed assets with significant value or difficult to determine value, a valuation of the asset must be conducted before concluding and executing the transaction;
 - The results of the transaction must be reported to the transaction approval authority (GMS or BOD) at the next regular meeting, after the transaction has been completed.

2. Simplified procedures and processes:

- a) The simplified procedures and processes are applied to the review and approval of transactions described in Clause 3, Article 37 of this Regulation.
- b) The basic principles for reviewing and approving in this order are regulated as follows:
 - At the beginning of each fiscal year, the BOD convenes a meeting to review and approve general policies related to the conclusion and execution of transactions within the Board of Directors' approval authority;
 - After approving the general policy, the BOD delegates to the Executive Board to develop business policies and general procedures to facilitate the conclusion and execution of transactions, which will be submitted to the BOD for approval;
 - At the same time, the BOD authorizes the Group Executive Board to decide on and execute transactions within the scope of the general policies and regulations approved by the BOD;
 - Based on the delegation of authority from The BOD, the Executive Board shall implement and execute transactions in accordance with legal regulations and the Group's issued General Policies and Procedures;
 - The Audit Committee under the BOD supervises and inspects the process of concluding and executing transactions by signing off on documents, reports, and consolidated materials related to the transactions.
 - At the regular meetings, the BOD discusses, reviews, and approves reports on transactions that have been concluded and executed during the reporting period. At the same time, through the policy of approving transactions arising in the following months.

CHAPTER VIII: LABORS AND TRADE UNION

Article 39: Labors

1. The Group Executive Board organizes, arranges, and manages the Group's workforce to serve production and business activities according to the targets and plans approved by the BOD.
2. Based on the proposals of the Governance & Appointment Committee, the Remuneration Committee, the Restructuring Board, and the Group Executive Board, the BOD approves the general policies and guidelines for managing the Group's workforce, including: workforce planning; personnel planning policy; recruitment, training, and employment policy for workers; salary, social insurance, welfare, reward, and discipline policy for workers; and other policies and regulations deemed necessary to improve and enhance the efficiency of workforce management and administration.

Article 40: Trade Unions

1. Trade Union of Hoa Sen Group was established based on the voluntary participation of the employees and with the consensus and support of the Board of Directors and the Executive Board of the Group.
2. Subsidiaries and affiliated companies under Hoa Sen Group have the right to establish Trade Union organizations at each unit.
3. The Trade Union organizations within Hoa Sen Group system operate according to current legal regulations and the internal governance principles and mechanisms of the Group to contribute to the implementation of strategies, targets, business production plans, and to care for the welfare and living conditions of the Group's employees.
4. Based on the recommendations of the Group Executive Board and the specialized Boards under the BOD, the BOD reviews and approves issues related to the working relationships and coordination between the Company and the grassroots trade union organizations according to the best management standards, practices, and policies, the practices and policies stipulated in this Charter, the Company's regulations, and current legal provisions.

**CHAPTER IX:
INTERNAL REGULATIONS SYSTEM ON GROUP GOVERNANCE**

Article 41: Internal Regulations System on Group Governance

1. Besides this Regulation, the BOD develops and issues Regulations and Policies to adjust the management and executive activities of the Group, collectively referred to as the Internal Regulation System on Group Governance, including:
 - The organizational structure and operational model of Hoa Sen Group;
 - Regulations on the organization and operation of the Group of Companies;
 - The Group of Regulations stipulates the procedures for organizing and conducting General Shareholders' Meetings (including both in-person and online formats) and the process of collecting shareholders' opinions in writing to pass the resolutions of the General Shareholders' Meeting;
 - Regulations on transactions with Related Parties;
 - Regulations on the operation of the BOD, the Committees of the BOD, and the Specialized Boards under the BOD;
 - Regulations on the operation of the Group Executive Board, the Board of Management, and the units under the Group Executive Board;

- Regulation Group, Document on the delegation and assignment regarding BOD members and positions under the BOD, Executive Board members and positions under the Executive Board;
 - Regulations on the organization and operation of Assistance Office for the BOD (performing the function of Company Secretary according to the Enterprise Law);
 - The system of staffing, grading, and management titles for the entire Group;
 - Group of Regulations and Policies on business areas under the authority of the GMS and the BOD, including: Corporate Governance; Restructuring; Introduction and appointment of management personnel; Internal audit, Compliance monitoring; Finance; Issuance of securities; Disclosure of information; Information safety and security; Macro policies on personnel, salary and bonuses; Rewards and discipline; and
 - Other regulations, rules, and policies that the BOD deems necessary to include in the Group's internal governance regulations system.
2. System Internal regulations on Group Governance are appendices attached to and inseparable from this Regulation.

CHAPTER X: ENFORCEMENT CLAUSES

Article 42: Amendments and supplementations

1. Any amendments or supplementations of this Regulation must be reviewed and approved by the GMS, except in cases where the GMS authorizes the BOD to amend and supplement the Regulation through a Resolution of the GMS.
2. In the event that there are other legal regulations related to the Company's activities not mentioned in this Regulation, or in the case of new legal regulations or the Company's Charter differing from the provisions in this Regulation, the relevant legal provisions shall take precedence and apply.

Article 43: Effective date

1. This Regulation consists of 10 Chapters and 43 Articles, and has been unanimously approved in full by the GMS of Hoa Sen Group.
2. This Regulation is the sole and official of Hoa Sen Group. Any documents issued by the Company previously that are contrary to the content of this Regulation are no longer in effect. Subordinate documents issued must not contradict the contents of this Regulation. If violated, it will not be enforceable.

3. This regulation takes effect from the date of signing and issuance.
4. From the time this Regulation is issued, the BOD is responsible for developing and finalizing the Internal Regulations System on Group Governance, as described in Article 41 of this Regulation, to regulate and stipulate governance and management activities.

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

(signed, sealed)

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