

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

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

Số: 48 /CV-ĐT&DA
No.: 48 /CV-DT&DA

TP.HCM, ngày 16 tháng 1 năm 2026
HCMC, January 16, 2026

Công Ty Cổ Phần
Sản Xuất Kinh
Doanh Xuất Nhập
Khẩu Dịch Vụ Và
Đầu Tư Tân Bình

Digitally signed by Công Ty Cổ Phần Sản
Xuất Kinh Doanh Xuất Nhập Khẩu Dịch
Vụ Và Đầu Tư Tân Bình
DN: C=VN, S=THÀNH PHỐ HỒ CHÍ
MINH, CN=Công Ty Cổ Phần Sản Xuất
Kinh Doanh Xuất Nhập Khẩu Dịch Vụ Và
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CÔNG BỐ THÔNG TIN BẤT THƯỜNG EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi/To:

- Ủy ban Chứng khoán Nhà nước/State Securities
Commission of Vietnam

- Sở Giao dịch chứng khoán TP.HCM/Ho Chi Minh
City Stock Exchange



1. Tên tổ chức/Name of organization: Công ty Cổ phần Sản xuất Kinh doanh Xuất Nhập khẩu Dịch vụ và Đầu tư Tân Bình/Tan Binh Import - Export Joint Stock Corporation (viết tắt/ abbreviation: TANIMEX).

- Mã chứng khoán/Securities code: TIX

- Địa chỉ trụ sở chính/Address: 325 Lý Thường Kiệt, Phường Tân Hòa, TP.HCM/325 Ly Thuong Kiet, Ward Tan Hoa, HCM City

- Điện thoại liên hệ/Telephone: (84-028)3868.6378 Fax: (84-8)38642060

- Email: tanimex@tanimex.com.vn

2. Nội dung thông tin công bố/ Contents of disclosure:

- Thông báo cập nhật Điều lệ Tổ chức và Hoạt động lần thứ 16 theo Nghị quyết 01/NQ-ĐHĐCĐ thường niên 2025 ngày 15/01/2026./Announcement of the 16th amendment to the Company's Charter in accordance with Resolution 01/NQ-ĐHĐCĐ of the 2025 Annual General Meeting dated January 15, 2026.
- Thông báo cập nhật Quy chế nội bộ về quản trị công ty lần thứ 7 theo Nghị quyết 01/NQ-ĐHĐCĐ thường niên 2025 ngày 15/01/2026./Announcement of the 7th amendment to the Internal Regulations on Corporate Governance in accordance with Resolution 01/NQ-ĐHĐCĐ of the 2025 Annual General Meeting dated January 15, 2026.
- Thông báo cập nhật Quy chế hoạt động của Hội đồng quản trị theo Nghị quyết 01/NQ-ĐHĐCĐ thường niên 2025 ngày 15/01/2026./Announcement of the amendment to the Regulations on Activities of Board of Directors in accordance with Resolution 01/NQ-ĐHĐCĐ of the 2025 Annual General Meeting dated January 15, 2026.

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 16/01/2026 tại đường dẫn: <https://www.tanimex.com.vn/> ⇒ Quan hệ cổ đông/*This information was published on the company's website on 16/01/2026 (date), as in the link https://www.tanimex.com.vn/ ⇒ Shareholder Information.*

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



Đại diện tổ chức
Organization representative

Người đại diện theo pháp luật
Legal representative

TỔNG GIÁM ĐỐC
GENERAL DIRECTOR



TRẦN QUANG TRƯỜNG

Tài liệu đính kèm/Attached:

- Điều lệ /charter

- Quy chế /Regulation

Nơi nhận/Recipient:

- Như trên/*As above*
- Lưu VT, ĐT&ĐA-NV.03/*Save VT, ĐT&ĐA-NV.03*

INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

of TAN BINH IMPORT - EXPORT JOINT STOCK CORPORATION (Tanimex)

17th Amendment pursuant Resolution No. 01/2026/NQ-ĐHĐCĐ of the General Meeting of Shareholders dated January 16, 2026)

- Pursuant to the Law on Securities No. 54/2019/QH14, as amended and supplemented by Law No. 56/2024/QH15.
- Pursuant to the Law on Enterprises No. 59/2020/QH14, as amended and supplemented by Law No. 03/2022/QH15 and Law No. 76/2025/QH15
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities
- Pursuant to the Charter of Tan Binh Investment, Service, Import-Export, Production and Trading Joint Stock Company (Tanimex).

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

Article 1. Scope of regulation and applicable subjects

1. Scope of regulation: The internal regulations on corporate governance prescribes the contents on the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, the General Director; the order and procedures for the General Meeting of Shareholders; nomination, candidacy, election, dismissal and removal of members of the Board of Directors, the Audit Committee, the General

Director and other activities as prescribed in the Company Charter and other current provisions of law.

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

Article 2. General meeting of shareholders

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

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

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

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

- + Contracts and transactions between the company and related persons as prescribed in Clause 1, Article 167 of the Enterprise Law, with a value of [35%] of the total asset value recorded in the most recent financial statement.
- + Contracts, transactions of borrowing, lending, selling assets with a value greater than [10%] of the total value of the company's assets recorded in the most recent financial statement between the company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders.
- Shareholders are not allowed to vote in the following cases:
 - + Contracts specified in Clause 2 of this Article when that shareholder or a person related to that shareholder is a party to the contract;
 - + The repurchase of shares by that shareholder or by a person related to that shareholder, except in cases where the repurchase of shares is made in proportion to the ownership ratio of all shareholders or the repurchase is made through order matching transactions on the Stock Exchange or public offering in accordance with the provisions of law.

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

2.1. Vote counting process for contents prior to the official commencement of the General Meeting of Shareholders (annual or extraordinary):

- a) The Chairman of the Audit Committee shall be designated as the person in charge of the vote counting process before the Presidium takes over the management of the meeting. The Chairman of the Audit Committee may mobilize additional supporting personnel.
- b) The contents of the vote count include: List of the Presidium, Secretariat, Vote Counting Committee, and the working regulations of the General Meeting of Shareholders.
- c) The Minutes of the Vote Count shall be made public before the meeting and attached to the meeting documents.

2.2. The order and procedures for the General Meeting of Shareholders to convene and adopt resolutions of the General Meeting of Shareholders include the following contents:

- a) Authority to convene the General Meeting of Shareholders;**

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

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

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

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

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

d) Notice of convening the General Meeting of Shareholders;

- The meeting invitation must include the name, head office address, company code; name, permanent address of shareholders; time and place of meeting, method of registration to attend the General Meeting of Shareholders and other requirements for meeting attendees.
- The notice of the General Meeting of Shareholders shall be sent to all shareholders on the list of shareholders entitled to attend the meeting by means of guarantee, and shall be published on website of the Company and the State Securities, the Stock Exchange at least twenty-one (21) days before the opening date of the General Meeting of Shareholders (from the date on which the notice is sent or transferred in a valid manner, the postage is paid or it is put in the mailbox). The meeting agenda and documents related to the issues to be voted on at the meeting shall be sent to the shareholders and/or posted on the company's electronic information page. In case the documents are not sent with the notice of the General Meeting of Shareholders, the meeting invitation must clearly state the

link to all meeting documents so that shareholders can access them, and these meeting documents shall be updated with amendments and supplements (if any) until the end of the General Meeting of Shareholders;

- Documents include:
 - + Meeting invitation
 - + Meeting agenda, documents used in the meeting;
 - + List and details of candidates in case of election of members of the Board of Directors;
 - + Voting card;
 - + Form of appointment of authorized representative to attend meeting;
 - + Draft resolutions for each issue on the agenda.

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

e) Authorization to attend the General Meeting of Shareholders:

- Shareholders who have the right to attend the General Meeting of Shareholders as prescribed by law may authorize individuals or organizations to attend as their representatives. In case there is more than one authorized representative, the number of shares and votes authorized for each representative must be specifically determined.
- The specific number of authorized individuals/organizations is as follows:
 - + For individual shareholders: authorization is limited to a maximum of 01 proxy representative (individual/organization) to attend the meeting.
 - + For institutional shareholders holding voting shares > 10% of the total voting shares: authorization is limited to a maximum of 03 proxy representatives (individuals/organizations) to attend the meeting.
 - + For institutional shareholders holding voting shares equal to or less than 10% of the total voting shares: authorization is limited to a maximum of 02 proxy representatives (individuals/organizations) to attend the meeting.
- The authorization of an individual or organization to represent the shareholder at the General Meeting of Shareholders must be made in writing. The written

authorization must be prepared in accordance with civil law and must clearly state the name of the authorized individual or organization and the number of shares authorized.

- + If there is more than one proxy representative attending the meeting, the written authorization must clearly specify the name of the individual/organization and the specific number of voting shares authorized for each person.
- + The authorized individual or organization attending the General Meeting of Shareholders must present the written authorization when registering to attend the meeting before entering the meeting room. The power of attorney may follow the company's form, bearing the full signatures of the authorizing party and the authorized party, specifically:
 - ++ If the principal or the authorized representative is an organization: the valid signature must be the signature of the legal representative affixed with the seal of that organization.
 - ++ If the principal or the authorized representative is an individual: the full signatures of both parties must be present.

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

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

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

h) Conditions for holding a General Meeting of Shareholders:

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

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

- The General Meeting of Shareholders adopts resolutions within its authority by voting at meetings (including in-person and online meetings) or by obtaining written opinions.
- Pursuant to Clause 1, Article 25 of the Company Charter, resolutions of the General Meeting of Shareholders on the following matters may be passed by way of written opinion:

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

k) Voting method:

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

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

l) Method of counting votes:

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

m) Conditions for the resolution to be passed:

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

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

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

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

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

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

q) Announcement of Resolution of General Meeting of Shareholders:

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

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

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

- + Amend and supplement the contents of the Company Charter;
- + Company development orientation;
- + Types of shares and total number of shares of each type;
- + Elect (including additional election), dismiss, remove members of the Board of Directors;

- + Decision to invest or sell assets with a value equal to or greater than 35% of the total asset value recorded in the company's most recent Financial Statement, or another smaller ratio or value as prescribed by the company's Charter;
- + Approve the Annual Financial Statement;
- + Reorganization, dissolution of the company.

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

❖ *Prepare Documents:*

- The Board of Directors must prepare: Voting forms, draft resolutions of the General Meeting of Shareholders and documents explaining the draft resolutions. The Board of Directors must ensure that the documents are sent and published to shareholders within a reasonable time for consideration and voting and must be sent at least ten (10) days before the deadline for receiving voting forms.

❖ *The opinion form must have the following main contents:*

- Name, head office address, business registration number;
 - Purpose of consultation;
 - Full name, permanent address, nationality, Citizen Identification Card number, Identity Card, Passport or other legal personal identification of the individual shareholder; name, enterprise code or establishment decision number, head office address of the organizational shareholder or full name, permanent address, nationality, Citizen Identification Card number, Identity Card, Passport or other legal personal identification of the authorized representative of the organizational shareholder; number of shares of each type and number of votes of the shareholder;
 - Issues requiring consultation to pass decisions;
 - Voting options include approval, disapproval and no opinion on each issue being voted on;
 - Deadline for returning completed opinion forms to the Company;
 - Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company.
- ❖ *Notice of record date of the shareholder list to collect shareholders' opinions in writing:* The Company announces information of record date of a shareholder list

to collect shareholders' opinions in writing according to regulations.

❖ *Make a list of shareholders to collect shareholders' opinions in writing*

- The list of shareholders to be consulted in writing is carried out similarly to the General Meeting of Shareholders.

❖ *Send documents and ballots to shareholders:*

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

❖ *Receive shareholder feedback form*

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

❖ *Vote Counting and Minutes of Vote Counting*

- The Board of Directors shall count the votes and prepare minutes of the vote counting in the presence of the person in charge of corporate governance or of a shareholder who is not a business manager.
- The vote counting minutes must have the following main contents:
 - Name, head office address, business registration number;
 - Purpose and issues to be consulted to pass the resolution;
 - Number of shareholders with total number of votes participated in voting, in which distinguishing between valid and invalid votes and method of sending

- votes, with appendix of list of shareholders participating in voting;
- Total number of votes for, against and abstentions on each issue;
 - The issues have been resolved;
 - Full name and signature of the Chairman of the Board of Directors, the legal representative of the Company, the vote counter and the vote counting supervisor.
- ❖ Approval of the resolution of the General Meeting of Shareholders: The resolution is approved by collecting shareholders' opinions in writing if approved by the number of shareholders owning **more than [50%]** of the total number of votes of all shareholders with voting rights; The resolution has the same value as the resolution approved at the General Meeting of Shareholders.
 - ❖ Document storage: The completed ballots, vote counting minutes, passed resolutions and related documents attached to the ballots must all be kept at the Company's head office.
4. **The order and procedures for the General Meeting of Shareholders to pass resolutions in the form of online conferences** are specifically stipulated in Appendix 1 "Regulations on attending the online General Meeting of Shareholders and conducting electronic voting of Tan Binh Investment, Service and Import-Export Production and Trading Joint Stock Company" attached to these Regulations.
5. **The order and procedures for the General Meeting of Shareholders to pass resolutions in the form of a combined in-person and online conference** are specified in Appendix 2 "Regulations on attending the General Meeting of Shareholders in the form of a combined in-person and online conference of Tan Binh Production, Trading, Import-Export, Services and Investment Joint Stock Company" attached to this Regulation.

Article 3. Board of Directors

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

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

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

- Member of Board of Directors term : 05 years

- Number of members : 05 people

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

❖ Board of Directors' membership structure:

- Ensuring that at least one-third (1/3) of the total number of Board of Directors members are non-executive members, specifically:
 - + Having at least 01 non-executive member if the company has between 03 and 05 Board of Directors members;
 - + Having at least 02 non-executive members if the company has between 06 and 08 Board of Directors members;
- The number of independent Board of Directors members must ensure:
 - + Having at least 01 independent member if the company has between 03 and 05 Board of Directors members.
 - + Having at least 02 independent members if the company has between 06 and 08 Board of Directors members.

❖ *Standards and conditions of Board of Directors members:* Board of Directors members must have the following standards and conditions:

➤ Standards and conditions of Board of Directors members:

- + Have full civil capacity and not be prohibited from managing an enterprise according to the provisions of the Law on Enterprises.
- + Have qualifications, business expertise and organizational management skills to manage an enterprise.
- + Good health, good moral qualities, honest, integrity, and understanding of the law.
- + Not to be a member of the Board of Directors at more than 05 other public companies at the same time.
- + Other conditions as prescribed by law.

➤ Standards for independent board members:

- + Not a person currently working for the company or its subsidiaries; not a person who has worked for the company or its subsidiaries for at least the previous 3 consecutive years.
- + Not a person receiving salary or remuneration from the company, except for allowances that Board of Directors members are

entitled to according to regulations;

- + Not being a person whose wife or husband, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the company; Not being a manager of the company or a subsidiary of the company;
- + Not being a person who directly or indirectly owns at least 1% of the total voting shares of the company;
- + Not a person who has been a member of the Board of Directors or Supervisory Board of the company for at least the previous 5 consecutive years (except in the case of being appointed for 2 consecutive terms);

➤ The Chairman of the Board of Directors cannot concurrently hold the position of General Director.

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

- ❖ Shareholders holding common shares from **[10]% of the total number of shares** specified in Clause 5, Article 15 of the company's charter have the right to aggregate voting rights to nominate candidates for the Board of Directors, specifically as follows:
 - + Shareholders or groups of shareholders holding from 10% to less than 20% of total voting shares: may nominate one (01) candidate;
 - + Shareholders or groups of shareholders holding from 20% to less than 40% of total voting shares: may nominate a maximum of two (02) candidates;
 - + Shareholders or groups of shareholders holding 40% or more of total voting shares: may nominate up to three (03) candidates.
- ❖ Common shareholders voluntarily gather into groups that satisfy the prescribed conditions to nominate people for the Board of Directors. This group meeting must be notified to the Board of Directors and shareholders attending the General Meeting of Shareholders before the opening of the General Meeting of Shareholders.
- ❖ In case the number of candidates for the Board of Directors for nomination and candidacy is still not enough, the current Board of Directors may nominate additional candidates as prescribed in item g) clause 2 of this Article 3. The

procedure for the current Board of Directors to introduce candidates for the Board of Directors must be clearly announced and must be approved by the General Meeting of Shareholders before the nomination is made in accordance with the provisions of law.

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

- The election of members of the Board of Directors (except for the mid-term election of additional members of the Board of Directors) must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to accumulate all or part of their total votes for one or several candidates.
- The ballots are prepared by the Organizing Committee, containing the list of candidates, the total number of votes of shareholders, and the Company's seal.
- Shareholders receive ballots and write down the number of votes for their chosen candidates. A valid ballot must not be erased, crossed out, have additional content written on it, or vote for more members of the Board of Directors than are allowed to be elected.
- The elected members of the Board of Directors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of Board of Directors is sufficient (ensuring the minimum ratio of independent Board of Directors) as prescribed in the Company's Charter. The elected members of the Board of Directors must have at least one (01) vote. To ensure the minimum number of independent Board of Directors, independent candidates will be selected first (calculated from the number of votes from high to low for independent candidates only). After selecting the sufficient number of independent Board of Directors, the selection of the remaining Board of Directors will be calculated from the number of votes from high to low (including non-independent and remaining independent Board of Directors candidates). In case there are 02 or more candidates receiving the same number of votes for the final member of the Board of Directors, a re-election will be held among the candidates with the same number of votes or selection will be made according to the election regulations criteria.

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

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

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

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

g) Method of introducing candidates for Board of Directors:

- The Board of Directors convenes a meeting of the Board of Directors on the election of Board members to disseminate the election content: the number and structure of Board members, the criteria for candidates participating in the election, the nomination and candidacy methods according to the provisions in items a, b, c, clause 2, article 3 of this Regulation. The election will be carried out at the nearest General Meeting of Shareholders.
- The Company shall issue an announcement on the election of members of the Board of Directors, clearly stating the reasons for the election, the number, criteria and method of election, procedures for nomination, etc.
- The Board of Directors compiles a list of candidates through nomination, candidacy and assessment of information about each candidate to ensure that candidates meet the requirements and standards to become a member of the Board of Directors according to regulations.
- In case the number of candidates for the Board of Directors through

nomination and candidacy is still not enough, the Board of Directors will prepare a list of candidates according to the following criteria:

- + Number of candidates: is the number remaining after compiling the list of valid candidates through nomination and candidacy in item a, clause 2, Article 3 hereof.
- + Candidates introduced by the Board of Directors must be approved by a majority of current Board members.
- + Candidates introduced by the Board of Directors must ensure minimum conditions and standards as prescribed in the Law on Enterprises.

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

❖ Election of Chairman of the Board of Directors:

- The Chairman of the Board of Directors is elected from among the members of the Board of Directors.
- The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the highest percentage of votes and equal, the members shall vote by majority to select one of them to convene the meeting of the Board of Directors.
- The first meeting of the Board of Directors shall be held within 07 working days from the date of completion of the election of the Board of Directors for that term.
- The Chairman of the Board of Directors cannot concurrently hold the position of General Director.

❖ Dismissal, removal of Chairman of the Board of Directors:

- The Chairman of the Board of Directors shall be dismissed in the following cases:
 - + Not meeting the standards and conditions to be a member of the Board of Directors as prescribed in Article 155 of the Law on Enterprises 2020 ;
 - + Have a resignation letter and it is accepted;
- ❖ The election, dismissal and removal of the Chairman of the Board of Directors shall be carried out upon a decision of the Board of Directors, which shall be approved by voting at a meeting of the Board of Directors.

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

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

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

- a) *Number of meetings* : quarterly meetings, minimum 04 meetings a year.
- b) *Cases where extraordinary meetings of the Board of Directors must be convened*: in addition to regular quarterly meetings, during operations, if there are issues arising within the authority of the Board of Directors to approve, a meeting must be convened for approval.

c) Notice of Board of Directors meeting:

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

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

d) Conditions for holding Board of Directors meetings:

- Board of Directors meetings can only be held and decisions passed when at least 3/4 (three-quarters) of the Board of Directors members are present in person or through a representative (authorized person).
- In case the number of members attending the meeting is not sufficient as prescribed, the meeting must be reconvened within seven (7) days from the date of the first scheduled meeting. The reconvened meeting will be held if more than half (1/2) of the members of the Board of Directors attend the meeting.
- A member of the Board of Directors may only authorize another person to attend the meeting if approved by a majority of the Board of Directors members.

e) Voting method:

- The Board of Directors adopts resolutions/decisions in the following ways:
 - + Voting at a live meeting or online meeting;

- + Get comments in writing or by email.
- Each member of the Board of Directors has one vote.

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

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

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

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

i) Prepare minutes of Board of Directors meetings:

- Meetings of the Board of Directors must be recorded in minutes and may be recorded, voice recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may be prepared in a foreign language, with the main contents of the meeting minutes including:
 - + Name, head office address, business registration number;
 - + Purpose, agenda and content of the meeting;
 - + Time and place of meeting;
 - + Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reason;
 - + Issues discussed and voted on at the meeting;
 - + Summarize the opinions of each member attending the meeting in chronological order;
 - + Voting results, clearly stating the members who approve, disapprove and have no opinion;
 - + The issues have been resolved;

+ Full name, signature of the chairman and the person taking the minutes.

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

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

5. Audit Committee under the Board of Directors:

a) Rights and obligations of the Audit Committee:

- The audit committee has the following powers:
 - Have the right to access documents related to the Company's operations, discuss with other members of the Board of Directors, the General Director, Chief Accountant and other managers to collect information for the Audit Committee's operations.
 - Has the right to request representatives of approved auditing organizations to attend and answer questions related to audited financial statements at meetings of the Audit Committee.
 - Use outside legal, accounting or other advice as needed.
 - Develop and submit to the Board of Directors policies on risk detection and management; propose to the Board of Directors solutions to handle risks arising in the Company's operations.
 - Prepare a written report to the Board of Directors when discovering that a member of the Board of Directors, the Director (General Director) and other

managers do not fully perform their responsibilities as prescribed in the Law on Enterprises and the Company Charter.

➤ Develop the Audit Committee's operating regulations and submit them to the Board of Directors for approval.

- Obligations of the Audit Committee: as prescribed in Section 3.1, Clause 3, Article 37 of the Charter and Article 161 of the Enterprise Law 2020

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

- ❖ Term: 05 years; number of members is 02 people
 - ❖ Standards and structure of the Audit Committee:
 - The Chairman of the Audit Committee must be an independent member of the Board of Directors.
 - Audit Committee members must be non-executive directors.
 - Audit Committee members must have knowledge of accounting and auditing, have general understanding of the law and operations of the company and must not fall into the following cases:
 - + Work in the accounting and finance department of the company;
 - + Be a member or employee of an auditing organization approved to audit the company's financial statements for the previous 3 consecutive years.
 - The Chairman of the Audit Committee must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, unless the Company Charter stipulates other, higher standards.
 - ❖ Nomination, nomination, Audit Committee member:
 - Board members who meet the criteria may run for or be nominated to serve as members of the Audit Committee.
 - The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.
- c) Activities of the Audit Committee:*
- The audit committee must meet at least twice a year.
 - Minutes of the Audit Committee meetings are detailed and clear. The person taking the minutes and the Audit Committee members attending the meeting must sign the

minutes of the meeting. Minutes of the Audit Committee meetings must be fully kept.

6. Subcommittees of the Board of Directors :

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

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

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

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

b) Appointment of the Corporate Governance Officer:

The Board of Directors shall appoint at least one (01) person as the Corporate Governance Officer to support the effective conduct of corporate governance activities. The term of office of the Corporate Governance Officer shall be decided by the Board of Directors, with a maximum of five (05) years.

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

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

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

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

Article 5. General Director

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

1.1. Responsibilities:

- a) The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these levels when requested.
- b) The General Director must manage the daily business of the company in accordance with the provisions of law, the Company Charter, the labor contract signed with the company and the resolutions and decisions of the Board of Directors. In case of management contrary to the provisions of this clause causing damage to the company, the Director or General Director must be responsible before the law and must compensate the company for the damage.

1.2. Rights and obligations of the General Director:

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

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

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

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

b) Candidacy, nomination, appointment of General Director:

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

c) Signing a labor contract with the General Director:

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

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

- The Board of Directors may dismiss or remove the General Director when the majority (over 50%) of the Board members attending the meeting have the right to vote in favor and appoint a new General Director to replace him.
- The General Director may be dismissed by the Board of Directors in the following cases:
 - + Due to work needs, personnel transfers and rotation of the Company;

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

Article 6. Other activities

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

- a) Procedures and order of convening and notifying meetings between the Board of Directors, the Audit Committee and the General Director: The Board of Directors shall send meeting notices to the Audit Committee and the General Director at least 05 days before the meeting date.
- b) Notification of resolutions and decisions of the Board of Directors to the Audit Committee and the General Director: Resolutions/Decisions of the Board of Directors issued after the meeting must be sent to the Audit Committee and the General Director for implementation and supervision in forms such as email, documents, etc.

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

- Assign the Audit Committee to monitor the implementation of the resolution and the assigned tasks recorded in the minutes of the Board of Directors meeting of the General Director.
- g) The General Director must report and provide information to the Board of Directors and the Audit Committee on the following issues:
 - Financial statements on quarterly, 6-month and annual business performance.
 - Corporate governance report every 6 months, annually
 - Company annual report.
 - Annual business production plan.
 - Report on transactions between the company and related parties during the year.
 - The General Director is obliged to notify the Board of Directors within seven (07) working days from the date of arising of related interests between the company and himself or related persons, all interests that may conflict with the interests of the Company that the General Director may enjoy through economic entities, transactions or other individuals.
 - Appointment of the Executive Board upon proposal of the General Director.
 - Report on issues that have been disclosed according to the provisions of law, including periodic and irregular information...
 - Reporting format: written, email, face-to-face meetings.
- h) Coordinating control, operation and supervision activities between members of the Board of Directors, members of the Audit Committee and the General Director:
 - ❖ Coordinate in controlling, operating and implementing work
 - The Board of Directors, when necessary, will use the Company's personnel and equipment to serve the Board of Directors' work. For the organization of the General Meeting of Shareholders, the Board of Directors shall notify the General Director of the coordination and use of resources at least forty-five (45) days before the date of the General Meeting of Shareholders.
 - At meetings of the Board of Directors, the Chairman of the Board of Directors or the meeting chair shall, based on the meeting content, decide to invite relevant members of the Executive Board to attend the meeting and contribute opinions (if any).
 - At regular or ad hoc meetings or meetings related to important matters chaired by the General Director, based on the meeting content, a decision is made to invite

the Chairman of the Board of Directors and/or members of the Board of Directors or the Audit Committee to attend the meeting and contribute opinions (if any). The meeting content is recorded in minutes and a copy is sent to the Chairman of the Board of Directors for reporting.

- For matters approved by the Board of Directors according to the General Director's Proposal, the Board of Directors shall respond within seven (07) working days or another period agreed upon by both parties.
- The General Director is responsible for reporting in writing on the performance of assigned duties and powers periodically to the Board of Directors (quarterly/six months/yearly) and to the Annual General Meeting of Shareholders or when requested.
- In urgent cases, for purposes related to their duties, members of the Board of Directors and the Audit Committee have the right to request the General Director to provide information on the Company's operations. The General Director is responsible for creating all favorable conditions for members to access information and reports in the fastest time.
- The General Director has the right to refuse to execute and reserve his/her opinions on the decisions of the Board of Directors if he/she finds that such decisions are contrary to the law, the Company's Charter, the Management Regulations or the Resolutions of the General Meeting of Shareholders. In this case, the General Director must immediately report to the Board of Directors in writing. In case of discovering risks that may have a major impact on the reputation and/or production and business activities of the Company or arising incidents deemed necessary, the General Director is responsible for immediately reporting to the Board of Directors for direct monitoring and handling measures.
- ❖ Other coordination: The Chairman of the Board of Directors and the General Director create conditions for members of the Board of Directors, members of the Executive Board and other managers to participate in professional courses, field surveys, professional seminars at home and abroad to improve, learn experience, and enhance knowledge of management and operation of the Company. The participation in courses, surveys, and seminars of members of the Board of Directors, members of the Executive Board and other managers must not affect the general work of the Company.

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

a) Annual review of management:

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

b) Reward:

- The Board of Directors, in coordination with the General Director, is responsible for developing a Reward Regulation (for the Board of Directors, the Audit Committee, the Executive Board and other management staff). Rewards are made based on the results of the Board of Directors' annual performance assessment.
- Bonuses for members of the Board of Directors, Audit Committee, General

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

c) Discipline:

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

Article 7. Entry into force

1. This internal regulation on governance (amended 7th time) of Tan Binh Production, Trading, Import-Export, Services and Investment Joint Stock Company (Tanimex) consists of 07 articles, approved by the General Meeting of Shareholders of the company on January 16, 2026 and also approved the full validity of the regulation.
2. Copies or extracts of the Internal Regulations on Corporate Governance must have the signature of the Chairman of the Board of Directors or the signature of the legal representative to be valid./.

**ON BEHALF OF
GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN OF BOARD OF DIRECTORS**

NGUYEN MINH TAM

Appendix 1

REGULATIONS ON ATTENDING ONLINE SHAREHOLDERS' MEETINGS AND ELECTRONIC VOTING OF

TAN BINH IMPORT - EXPORT JOINT STOCK CORPORATION

(attached is the Internal Regulations on Corporate Governance)

Article 1: Scope and subjects of application

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

Article 2: Interpretation of terms

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

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

Article 3: Notice of convening the General Meeting of Shareholders

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

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

a. Conditions of participation:

- Names on the list of shareholders entitled to attend the General Meeting of Shareholders established according to the notice of exercise of rights of the Company.
- Authorized representatives are eligible to attend according to the provisions of law and the Company's charter.

b. Technical requirements:

- Delegates need to have an electronic device with internet connection (e.g. computer, tablet, mobile phone, other electronic device with internet connection...).

c. How to do:

- Delegates access the link, log in according to the information provided as prescribed in Article 5 of these Regulation to attend the online shareholders' meeting and vote electronically on the electronic voting system.

Article 5: Providing login information and conducting electronic voting

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

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

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

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

Article 7: Regulations on online authorization

- a. Authorization is made in accordance with the provisions of Article 19 of the Company Charter.
- b. Shareholders must comply with providing full information to perform the authorization, especially providing information of the authorized party: phone number, contact address and email address. These is the basis for providing login name, password and other identification factors (if any) for the authorized party.
- c. Validity of authorization: authorization is only legally effective when it satisfies the following conditions:
 - When the shareholder fills in all the information in the online authorization form and completes the online authorization.
 - The Power of Attorney is printed according to the online authorization form with full signature, full name, and seal (if an organization) of the authorizing party and the authorized party.
 - The Company receives the original Power of Attorney sent before the official opening of the meeting.

- d. Cancellation of authorization for shareholders who have authorized online:
Shareholders send an official document requesting to cancel the online authorization to the Company before the official opening of the meeting. Note that the time for recording the effective cancellation of authorization is calculated from the time the Company receives the official document requesting to cancel the online authorization.
- e. The revocation of authorization will be invalid if the authorized representative has voted/elected on any issue of the online shareholders' meeting agenda.

Article 8: Electronic voting time

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

Article 9: Method of electronic voting

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

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

Article 10: Method of counting votes

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

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

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

Article 11: Announcement of vote counting results

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

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

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

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

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

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

- a. To vote and elect all contents under the authority of the Congress according to the provisions of law and the Company's Charter in the form of electronic voting.
- b. Delegates must be responsible for securing access information to ensure that only Delegates have the right to vote on the electronic voting system. All voting transaction results of Delegates on the electronic voting system will be considered the final decision of Delegates. Delegates are fully responsible before the law and the Company for the results of electronic voting transactions performed by Delegates on the electronic voting system.
- c. The Delegate must immediately notify the Company for timely handling when discovering that the username, password and/or other identification factors are lost, stolen, disclosed, or suspected of being disclosed by contacting the Company to lock the username and security device. The Delegate shall be responsible for any damages, losses and other risks that occur before the Company receives the Delegate's notification if the cause is the Delegate.

Article 15: Discussion at the online General Meeting of Shareholders

a. Principle:

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

b. Answering the Delegates' comments:

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

Article 16: In case of Force Majeure Event

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

Article 17: Other terms

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

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

Article 18: Effective Enforcement

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

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

Nguyen Minh Tam



Appendix 2

REGULATION ON GENERAL SHAREHOLDERS' MEETING IN A HYBRID FORMAT OF TAN BINH IMPORT - EXPORT JOINT STOCK CORPORATION (attached is the Internal Regulations on Corporate Governance)

Article 1: Scope and subjects of application

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

Article 2: Interpretation of terms

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

rounded down to the nearest unit. The remaining odd votes (if any) will be discarded.

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

Article 3: Notice of convening the General Meeting of Shareholders

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

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

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

- a. Conditions of participation:
 - Names on the list of shareholders entitled to attend the General Meeting of Shareholders established according to the notice of exercise of rights of the Company.
- b. Technical requirements for delegates participating online:
 - Delegates need to have an electronic device with internet connection (e.g. computer, tablet, mobile phone, other electronic device with internet connection...).
- c. How to do:
 - ❖ For delegates participating in-person:
 - Before opening the meeting, delegates attending must bring the documents specified in the Notice of Shareholders' Meeting to confirm their status as delegates.
 - Registration is carried out at the location of the Shareholders' Meeting.

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

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

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

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

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

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

Article 6: Conditions for implementation;

- The Hybrid General Meeting of Shareholders (in-person and online) is held when the number of shareholders attending the meeting represents **more than [50%]** Total number of voting shares (including delegates attending in person and online)

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

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

Article 8: Voting method;

8.1. Voting at the meeting in person:

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

8.2. Electronic voting:

a. How to vote for issue:

- Delegates choose one of three voting options: Approve, Disapprove or No Opinion for each issue put to vote at the Congress that has been installed in the electronic voting system.
- The Delegate then confirms the vote so that the electronic voting system can record the results.

b. How to vote for elections:

- Election by cumulative voting method: Unless otherwise provided by the Company's charter, voting to elect members of the Board of Directors must be conducted by cumulative voting method (equal cumulative voting or numbered voting). Accordingly, the Delegate conducts the election by checking the "Equal

cumulative voting" box or clearly recording the number of votes in the "Number of votes" box of the corresponding candidates on the Ballot Paper installed in the electronic voting system. After that, the Delegate confirms the election so that the electronic voting system can record the results.

- c. Some other regulations when conducting electronic voting:
- In case a Delegate does not carry out all voting and election issues according to the Congress agenda, the issues that have not been voted or elected will be considered as the Delegate not voting or electing that issue.
 - In case of issues arising outside the submitted congress agenda, Delegates can vote and elect additional members. If Delegates do not vote or elect on the issues arising, it is considered that Delegates did not vote or elect on those issues arising.
 - Delegates can change the voting and election results (but cannot cancel the voting and election results); including the voting and election results for additional issues arising outside the Congress program. The online system only records the vote count for the final voting and election results at the end of the electronic voting of each vote counting period as stipulated in the working regulations of the congress.
 - In case the Delegate conducts a recorded vote: An invalid ballot is a ballot with a total number of votes for candidates different from (greater or less than) the total number of votes of the representative Delegate calculated at the time of counting the election ballots.
- d. d. Electronic voting time
- The time for electronic voting is specifically stipulated in the working regulations at the congress. Delegates can access the electronic voting system and vote 24 hours a day and 07 days a week except in case of system maintenance or other reasons beyond the control of the Company. After the voting time ends, the system will not record any more electronic voting results from Delegates.
 - The deadline for electronic voting shall be announced by the Chairperson of the meeting to the delegates and must be at the same time as the voting takes place at the meeting venue to summarize the vote counting results and prepare the meeting report.

Article 9: Method of counting votes;

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

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

Article 10: Announcement of vote counting results:

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

Article 11: Minutes of the General Meeting of Shareholders:

- Minutes of the General Meeting of Shareholders in both direct and online form are prepared in accordance with the provisions of Article 150 of the Law on Enterprises 2020 and the provisions of Article 26 of the Company Charter.

- The venue recorded in the minutes of the General Meeting of Shareholders is the venue where the Chairperson of the General Meeting is present to preside over the General Meeting. This venue must be within the territory of Vietnam.
- The form of approval of minutes of the General Meeting of Shareholders is specifically stipulated in the Company's Working Regulations at the General Meeting of Shareholders.

Article 12: Announcement of Minutes of Shareholders' Meeting Resolution:

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

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

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

Article 14: In case of force majeure

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

connection loss, technical problems at the location where the Chairperson of the Meeting is conducting the Meeting, requests or instructions from the Government and other state agencies, competent persons, etc.

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

Article 15: Other terms

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

Article 16: Entry into force

- a. This Regulations consists of 16 Articles and takes effect from the date of issuance, and is an inseparable part of the Company's Internal Regulations on Governance.
- b. Delegates, individuals, organizations, and departments related to the Company's direct and online General Meeting of Shareholders are responsible for implementing this Regulations.

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

Nguyen Minh Tam





DRAFT

OPERATING REGULATION

OF THE BOARD OF DIRECTORS

TAN BINH IMPORT - EXPORT JOINT STOCK CORPORATION

(TANIMEX)

Adopted by the General Meeting of Shareholders under Resolution No. 01/NQ-ĐHDCĐ dated January 15, 2026

CHAPTER I: GENERAL PROVISIONS

Article 1: Scope and Subjects of Application

This Regulation stipulates the organization and operation of the Board of Directors and the Members of the Board of Directors of Tan Binh Import - Export Joint Stock Corporation (TANIMEX), aiming to guide, explain, and specify the provisions on the organization, rights, and obligations of the Board of Directors as stipulated in the Company Charter, based on ensuring the effective leadership role of the Board of Directors in the organization and operation of the entire Company system.

Article 2: Interpretation of Terms

In this Regulation, the following terms shall be understood as follows:

- The Company : means Tan Binh Import-Export Service and Investment Production and Business Joint Stock Company, abbreviated as TANIMEX
- GMS : means the General Meeting of Shareholders of Tan Binh Import-Export Service and Investment Production and Business Joint Stock Company
- Charter or Company Charter: means the charter of Tan Binh Import - Export Joint Stock Corporation adopted by the General Meeting of Shareholders and its amendments and supplements from time to time.
- BOD : means the Board of Directors of Tan Binh Import-Export Service and Investment Production and Business Joint Stock Company
- AC : abbreviation for Audit Committee, which is a specialized body under the Board of Directors.
- Independent Member of the BOD: means a member stipulated in Clause 2, Article 155 of the Law on Enterprises
- Non-Executive Member of the BOD: means a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or other executive officers as stipulated in the Company Charter
- CEO : means the General Director of Tan Binh Import-Export Service and Investment Production and Business Joint Stock Company

- **Related Person/Party** : means an organization or individual having a direct or indirect relationship with the enterprise as stipulated in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
- **Insiders of the Company** are:
 - a) Chairman of the Board of Directors, members of the Board of Directors, legal representative, General Director, Deputy General Director, Chief Financial Officer, Chief Accountant, and equivalent managerial titles elected by the General Meeting of Shareholders or appointed by the Board of Directors;
 - b) Members of the Audit Committee;
 - c) Company Secretary, corporate governance officer, authorized information disclosure person

Article 3: Operating Principles of the BOD

1. The BOD is the highest management body of the Company, having full authority on behalf of the Company to decide and exercise the rights and obligations of the Company, except for matters falling under the authority of the GMS
2. The BOD operates on the principle of collectivity, combined with the management and coordination of the Chairman of the BOD. Members of the BOD are individually responsible for their respective duties and jointly responsible before the Chairman of the BOD and the GMS.
3. All activities of the BOD, its members, and the assisting apparatus of the BOD must ensure compliance with the provisions of law and safeguard the interests of the Company.
4. The BOD assigns responsibility to the CEO to organize and execute the resolutions and decisions of the BOD. The Resolutions and Decisions of the BOD are mandatory for execution by all units and individuals within the Company.

CHAPTER II: ORGANIZATIONAL STRUCTURE AND APPARATUS OF THE BOARD OF DIRECTORS

Article 4: Structure and Term of the Board of Directors

1. The number of members of the Board of Directors shall be 05 (five) people.
2. The structure of the Board of Directors must ensure:
 - + A minimum of 01 independent member of the Board of Directors;
 - + A minimum of 01 non-executive member of the Board of Directors.
3. The term of the Board of Directors is five (05) years; the term of a member of the Board of Directors is five (05) years, and they may be re-elected or re-appointed for an unlimited number of terms. If all members of the Board of Directors conclude their term simultaneously, those members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over the work.
4. In case the number of members of the Board of Directors is reduced by more than 1/3 (one-third) as stipulated in the Company Charter or is insufficient to meet the

minimum number of members required by Law, the Board of Directors must convene a General Meeting of Shareholders within 60 (sixty) days from the date the number falls below the required level, to elect additional members to ensure the required number of BOD members is met.

5. The Board of Directors consists of the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors, and other members of the Board of Directors. The Chairman of the Board of Directors shall be elected or removed by the members of the Board of Directors by a majority vote through secret ballot or resolution.

6. The nomination and candidacy for members of the Board of Directors shall comply with Article 29 of the Company Charter.

7. If the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations according to the mechanism stipulated by the Company in the Internal Regulation on Corporate Governance. The nomination mechanism or the method by which the incumbent Board of Directors nominates BOD candidates must be clearly disclosed and approved by the General Meeting of Shareholders before the nomination proceeds.

Article 5: Supporting Apparatus of the Board of Directors

1. The Board of Directors shall use the Company's executive apparatus and seal to perform its duties.

2. The supporting staff for the Board of Directors includes: The Corporate Governance Officer; the Audit Committee, the Secretary of the Board of Directors, and other functional subcommittees (if any). The specific functions and duties of the supporting department shall be carried out according to the internal regulations issued by the Board of Directors.

3. The Board of Directors may establish Subcommittees (e.g., personnel subcommittee, remuneration subcommittee, etc.) to support the operations of the BOD if deemed necessary. If no Subcommittee is established, the BOD shall assign an independent BOD member to take charge of each specific matter.

Article 6: Remuneration and Operating Expenses of the Board of Directors

1. The remuneration and other benefits of the members of the Board of Directors shall be included in the Company's operating expenses in accordance with the provisions of the Charter and the law.

2. The remuneration budget for the Board of Directors shall be decided annually by the General Meeting of Shareholders. This remuneration amount shall be distributed among the members of the Board of Directors and the BOD supporting apparatus based on the agreement and assignment of responsibilities among the BOD members.

3. The operating expenses of the Board of Directors and the BOD supporting apparatus shall be included in the Company's operating expenses.

4. A member of the Board of Directors holding an executive position or a member of the Board of Directors working in the BOD subcommittees or performing other tasks which, in the opinion of the BOD, fall outside the scope of the normal duties of a BOD member, may be paid additional remuneration in the form of a lump-sum fee per instance, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors shall be entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred by them in the performance of their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.

CHAPTER III:

DUTIES AND POWERS OF THE BOARD OF DIRECTORS, CHAIRMAN OF THE BOARD OF DIRECTORS, VICE CHAIRMAN AND MEMBERS OF THE BOARD OF DIRECTORS

Article 7: Rights and Obligations of the Board of Directors

1. The Board of Directors shall have the following rights and obligations (pursuant to Clause 2, Article 31 of the Company Charter)

- a) Deciding on the Company's strategy, medium-term development plan, and annual business plan;
- b) Proposing the classes of shares and the total number of shares of each class authorized for offering;
- c) Deciding on the sale of unsold shares within the scope of the total number of shares of each class authorized for offering; deciding on raising additional capital in other forms;
- d) Deciding on the selling price of the Company's shares and bonds;
- đ) Deciding on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Enterprise Law;
- e) Deciding on investment plans and investment projects within its authority and limits as prescribed by law;
- g) Deciding on solutions for market development, marketing, and technology;
- h) Approving contracts for purchase, sale, borrowing, lending, and other contracts and transactions valued at 35% or more of the total asset value recorded in the Company's most recent financial statements, unless the Company Charter stipulates a different ratio or value, and except for contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Enterprise Law;
- i) Electing, dismissing, and removing the Chairman of the Board of Directors;

appointing, dismissing, signing contracts, and terminating contracts with the General Director and other key managers including the Deputy General Director, Chief Accountant, and Chairman of the Audit Committee; deciding on the salary, remuneration, bonuses, and other benefits of such managers; appointing authorized representatives to participate in the Members' Council or General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of those representatives;

k) Supervising and directing the General Director and other managers in the daily business operations of the Company;

l) Deciding on the organizational structure, internal management regulations of the Company, deciding on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;

m) Approving the agenda and documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to pass resolutions;

n) Submitting the annual financial statements to the General Meeting of Shareholders;

o) Proposing the dividend payout rate; deciding on the time limit and procedures for dividend payment or handling losses incurred during business operations;

p) Proposing the reorganization or dissolution of the Company; requesting the Company's bankruptcy;

q) Other rights and obligations as prescribed by Law and the Company Charter.

2. Other obligations of members of the Board of Directors are as follows:

q1) Performing their duties honestly and diligently for the highest interests of the shareholders and the Company;

q2) Fully attend meetings of the Board of Directors and provide opinions on matters brought up for discussion;

q3) Timely and fully report to the Board of Directors all remuneration received from Subsidiaries, affiliated companies, and other organizations; The report must be in writing and recorded in the minutes of the Board of Directors meeting.

q4) Report to the Board of Directors at the nearest meeting on transactions between the company, its subsidiaries, and companies controlled by the public company holding 50% or more of the charter capital, with a member of the Board of Directors and their related persons; transactions between the company and a company in which the member of the Board of Directors was a founding member or an enterprise manager within the last 03 years prior to the transaction;

q5) Carry out information disclosure when conducting transactions involving the company's shares in accordance with the provisions of law.

q6) Each Independent Member of the Board of Directors must prepare an assessment report on the operations of the Board of Directors.

q7) Members of the Board of Directors are obliged to declare their related interests,

including: information on enterprises they own, or in which they hold capital contributions or shares; declare information on enterprises that their related persons own, co-own, or solely own capital contributions or shares exceeding 10% of the charter capital.

3. The following matters must be approved by the Board of Directors:

- a. Establishment of the Company's branches or representative offices;
- b. Establishment of the Company's subsidiaries;
- a) Within the scope stipulated in Clause 2, except for cases stipulated in Clause 1 Article 133 and Clauses 2, 3 Article 167 of the Enterprise Law which must be approved by the General Meeting of Shareholders, the Board of Directors shall decide on the execution, amendment, and cancellation of the Company's contracts;
- b) Appointment and dismissal of persons authorized by the Company as commercial representatives and the Company's legal counsel;
- c) The Company's borrowing and the execution of mortgages, securities, guarantees, and indemnities;
- d) Investments not included in the business plan and other investments exceeding 10% of the value of the annual business plan and budget;
- e) The purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad;
- f) The valuation of non-cash assets contributed to the Company during the issuance of the Company's shares or bonds, including gold, land use rights, intellectual property rights, technology, and technological know-how;
- g) The repurchase or redemption of not more than 10% of the total number of shares of each class offered for sale within twelve (12) months;
- h) Deciding the repurchase or redemption price of the Company's shares;
- i) Business matters or transactions that the Board decides require approval within the scope of its powers and responsibilities.

4. The Board of Directors must report to the General Meeting of Shareholders on its operations, specifically the Board of Directors' supervision of the General Director and other executives during the financial year. If the Board of Directors fails to submit the report to the General Meeting of Shareholders, the Company's annual financial statements shall be deemed invalid and not adopted by the Board of Directors.

5. Unless otherwise stipulated by law and the Charter, the Board of Directors may authorize subordinate employees and other executives to represent the Company in handling work.

Article 8: Responsibilities of the Board of Directors

1. Be responsible to the shareholders for the company's operations;
2. Treat all shareholders equally and respect the interests of stakeholders related to the company;

3. Ensure that the company's operations comply with the provisions of law, the Charter, and the company's internal regulations;
4. Develop the internal Regulation on corporate governance and submit it to the General Meeting of Shareholders for approval;
5. Report on the activities of the Board of Directors at the General Meeting of Shareholders, including the following contents:

The report on the activities of the Board of Directors submitted to the Annual General Meeting of Shareholders in accordance with Point c, Clause 3, Article 139 of the Law on Enterprises must also ensure the inclusion of the following contents:

- 5.1. Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors in accordance with Point i, Clause 2, Article 153 of the Law on Enterprises and the Company Charter;
- 5.2. Summary of the meetings of the Board of Directors and the decisions of the Board of Directors;
- 5.3. Assessment results by the independent member(s) of the Board of Directors regarding the activities of the Board of Directors (if any);
- 5.4. Activities of the Audit Committee under the Board of Directors in case the public company operates according to the model specified in Point b, Clause 1, Article 161 of the Law on Enterprises;
- 5.5. Activities of other sub-committees under the Board of Directors (if any);
- 5.6. Results of supervision over the General Director;
- 5.7. Results of supervision over other executive officers;
- 5.8. Future plans

Article 9: Duties and Powers of the Chairman of the Board of Directors

1. Duties and powers of the Chairman of the Board of Directors:
 - a. Prepare the agenda and operational plan of the Board of Directors;
 - b. Prepare or organize the preparation of the agenda, content, and documents for the meeting; convene and preside over the meetings of the Board of Directors;
 - c. Organize the adoption of Resolutions/Decisions of the Board of Directors;
 - d. On behalf of the Board of Directors, sign the Resolutions and Decisions of the Board of Directors;
 - d. Supervise the implementation process of the Resolutions and Decisions of the Board of Directors;
 - e. Preside over the meetings of the General Meeting of Shareholders and the meetings of the Board of Directors.
 - f. Other rights and duties as stipulated in the Company Charter and provisions of Law.
2. The Chairman of the Board of Directors may authorize the Vice Chairman of the Board of Directors or another member of the Board of Directors in writing for one (01) member of the Board of Directors to exercise his/her rights and duties during the Chairman's absence, and shall notify the members of the Board of Directors and the General Director of this authorization. If the Chairman is absent without authorization

or loses the ability to perform his/her duties, the remaining members shall elect one (01) temporary member of the Board of Directors to hold the position of Chairman based on the majority principle.

Article 10: Duties and Powers of the Vice Chairman of the Board of Directors

1. Assist the Chairman of the Board of Directors in preparing the agenda, content, and documents for the meetings of the Board of Directors
2. On behalf of the Chairman of the Board of Directors, convene meetings of the Board of Directors when the Chairman is away on business
3. Assist the Chairman in inspecting and supervising the implementation of the resolutions/decisions of the Board of Directors within the company
4. Other duties assigned by the Chairman

Article 11: Duties and Powers of Board Members

1. Exercise the assigned rights and duties in accordance with the provisions of law, the Company Charter, and the resolutions of the General Meeting of Shareholders.
2. Exercise the assigned rights and obligations honestly, prudently, and to the best extent for the benefit of the Company
3. Fully attend the meetings of the Board of Directors and express clear opinions on the matters presented for discussion
4. Timely and fully report to the Board of Directors all remunerations received from subsidiaries, affiliated companies, and other organizations where they represent the Company's capital contribution;
5. Report to the State Securities Commission, the Stock Exchange, and carry out information disclosure when conducting transactions involving the Company's shares in accordance with the provisions of law.
6. Be loyal to the interests of the Company; not use the Company's information, know-how, or business opportunities, or abuse their position, title, and assets of the Company to gain personal profit or to serve the interests of other organizations or individuals, or to cause harm to the interests of the Company.
7. Timely, fully, and accurately notify the Company of potential conflicting interests they may have in other economic organizations, transactions, or individuals, and only utilize such opportunities after the Board of Directors has reviewed and approved them.
8. Must not illegally compete with the Company or facilitate a third party in causing harm to the Company's interests;
9. Other obligations stipulated in the Company Charter.
10. For Independent Board Members, in addition to the obligations of other Board Members, they shall also have the following obligations:
 - Supervise the information disclosure activities of the public company in accordance with the provisions of law and ensure the timeliness and accuracy of the disclosed information.
 - Supervise the activities of the Board of Directors; the Executive Board and company managers in organizing the implementation of resolutions of the General

Meeting of Shareholders, the Charter, and the Internal Regulations on Governance; decisions related to transactions of these individuals and related persons; decisions on the distribution of company profits, etc.

- Participate in the activities of sub-committees, the Internal Audit Committee under the Board of Directors, to monitor and control risks in corporate governance activities.
- Prepare a report assessing the results of the Independent Board Member's fulfillment of obligations to be submitted to the Company's General Meeting of Shareholders at annual General Meetings of Shareholders.

CHAPTER IV

PROCEDURES FOR ELECTION, APPOINTMENT, REMOVAL, DISMISSAL, AND REPLACEMENT OF BOARD MEMBERS

Article 12: Cases of Disqualification from Holding Office

The following persons shall not be eligible to be Members of the Company's Board of Directors:

- 1) Minors, persons with restricted civil capacity, or persons who have lost civil capacity;
- 2) Persons currently under criminal prosecution, serving a prison sentence, subject to an administrative handling decision at a compulsory detoxification center or compulsory educational institution, or currently prohibited from practicing business, holding certain positions, or performing specific business-related jobs under a court decision; and other cases prescribed by the law on bankruptcy and anti-corruption.
- 3) Persons who have been convicted of crimes infringing upon national security, crimes infringing upon property rights, or persons who have been convicted of crimes classified as serious crimes or higher.
- 4) Cadres, civil servants, and public employees as stipulated by the law on cadres, civil servants, and public employees;
- 5) Officers, non-commissioned officers, professional servicemen, workers, and defense officials in agencies and units of the People's Army; professional officers and non-commissioned officers in agencies and units of the Vietnam People's Public Security, excluding those appointed as authorized representatives to manage the State's capital contribution portion in enterprises;
- 6) Leading and managerial personnel in state-owned enterprises, excluding those appointed as authorized representatives to manage the State's capital contribution portion in other enterprises;
- 7) Other cases as stipulated by the Company Charter and provisions of law.

Article 13: Standards and Conditions for Members of the Board of Directors

1. Must have full capacity for civil acts and not be subject to the restrictions stipulated in the aforementioned Article 13;

2. Must have professional qualifications and experience in the Company's business management and is not necessarily required to be a shareholder of the Company.
3. A Member of the Company's Board of Directors may concurrently be a member of the Board of Directors of another company.
4. A Member of the Board of Directors must not concurrently be a member of the Company's Supervisory Board.

Article 14: Standards and Conditions for Independent Members of the Board of Directors

1. In addition to the standards and conditions specified in Article 13 and Article 14 of this Regulation, the Independent Member of the Board of Directors must meet the following standards and independence criteria:
 - a) Must not be a person currently working for the Company or its subsidiary; must not be a person who has worked for the Company or its subsidiary for at least the 03 consecutive years immediately preceding.
 - b) Must not be a person currently receiving salary and remuneration from the Company, except for allowances received according to the standards for Board of Directors members;
 - c) Must not be a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, sibling (full or half-blood) is a shareholder owning 5% or more of the voting share capital in the Company; or is a manager of the Company or its subsidiary.
 - d) Must not be a person who directly or indirectly owns at least 1% of the total voting shares of the Company;
 - d) Must not be a person who has served as a member of the Board of Directors or Supervisory Board of the company for at least the 05 consecutive years immediately preceding (except in the case of continuous appointment for 02 terms)
2. The Independent Member of the Board of Directors must notify the Board of Directors when they no longer meet the conditions stipulated in Clause 1 of this Article and shall automatically cease to be an Independent Member of the Board of Directors from the date the conditions are no longer met. The Board of Directors must announce the case where the Independent Member of the Board of Directors no longer meets the conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect a replacement or substitute that Independent Member of the Board of Directors within 06 months from the date of receiving the notification from the relevant Independent Member of the Board of Directors.

Article 15: Automatic Loss of Status, Removal, and Dismissal of Members of the Board of Directors

1. Cases of automatic loss of status as a Member of the Board of Directors:
 - a. Loss of capacity for civil acts or death;
 - b. Violation of the provisions in Article 14 of this Regulation;

- c. The legal entity status of the organizational shareholder (for which the Member of the Board of Directors is the representative of the capital contribution) terminates;
 - d. The status as an authorized representative terminates;
 - d. Is subject to a court decision to be expelled from the territory of the Socialist Republic of Vietnam;
 - e. The Company has its establishment and operation license revoked;
 - f. Other cases according to the Company Charter and provisions of law;
2. Cases of removal or dismissal of Members of the Board of Directors:
- a) Failing to meet the standards and conditions stipulated in Article 155 of the Law on Enterprises;
 - b) Submitting a letter of resignation (clearly stating the reason for resignation) and being accepted
 - c) Failing to ensure the independence requirement for an Independent Member of the Board of Directors;
 - d) Failing to participate in the activities of the Board of Directors (for a BOD Member) for 06 consecutive months, except in cases of force majeure.
 - e) Other cases stipulated by the Company Charter and the provisions of law.
 - f) Death, loss of civil rights, being subject to criminal prosecution, or sentenced to imprisonment...
 - g) The Company is declared bankrupt or dissolved
 - h) The institutional shareholder ceases operation or that shareholder changes its authorized representative who is currently a BOD Member
3. The Chairman and Members of the Board of Directors, after being determined to have lost their ex officio capacity, dismissed, or removed, shall still bear individual responsibility for decisions contrary to the provisions of the Charter, the law, or for their intentional wrongful decisions made during their term of office.
4. In case a Member of the Board of Directors submits a letter of resignation, during the period from the submission of the letter until the General Meeting of Shareholders issues a resolution approving the dismissal, the Member of the Board of Directors must fulfill their obligations as stipulated in Article 31 of the Company Charter to ensure that the operations of the Board of Directors are not affected and shall continue to receive remuneration until the official dismissal is approved by the General Meeting of Shareholders;
5. The Board of Directors may temporarily appoint another person as a BOD Member to fill the resulting vacancy, and this new member must be approved at the immediately subsequent General Meeting of Shareholders. Upon approval by the General Meeting of Shareholders, the appointment of that new member shall be deemed effective from the date of appointment by the Board of Directors. The term of office of the new BOD Member shall be calculated from the effective date of appointment. In case the new member is not approved by the General Meeting of Shareholders, all decisions made by the Board of Directors up until the time the General Meeting of Shareholders takes place, in which the replacement BOD Member participated in voting, shall still be considered valid.
2. The Chairman and Members of the Board of Directors, after being determined to have lost their ex officio capacity, dismissed, or removed, are responsible for handing over their work to the remaining BOD Members or the newly elected BOD Members

in accordance with the provisions of law, the Charter, this Regulation, and the Company's internal regulations.

CHAPTER V: AUDIT COMMITTEE

Article 16: Audit Committee

1. The Audit Committee is a specialized body under the Board of Directors, elected by the Board of Directors. The term of office of the Audit Committee is 05 (five) years, coinciding with the term of office of the Board of Directors.
2. The Audit Committee shall consist of 02 or more members. The Chairman of the Audit Committee must be an Independent Member of the Board of Directors. The other members of the Audit Committee must be Non-executive Members of the Board of Directors.
3. The rights and obligations of the Audit Committee shall comply with Article 37 of the Company Charter.

CHAPTER VI: MEETINGS OF THE BOARD OF DIRECTORS AND OBTAINING OPINIONS IN WRITING

Article 17: Regulations on Meetings and Forms of Meetings

1. The Board of Directors shall hold regular meetings once every quarter and extraordinary meetings when necessary. Regular meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors or the Vice Chairman of the Board of Directors; or a BOD Member authorized by the Chairman of the Board of Directors.
2. A BOD meeting may be held by means of a virtual conference among all or some BOD Members located in different places, provided that each participating member can:
 - a. Hear each other participating BOD Member speak during the meeting;
 - b. If desired, that person can speak to all other attending members simultaneously; Communication among members may be conducted directly by telephone or by other means of communication, or by a combination of all these methods.
 - A BOD Member participating in a meeting as described above shall be deemed present at that meeting. The location of the meeting held pursuant to this provision shall be the place where the largest group of BOD Members is assembled, or if there is no such group, the place where the Chairman of the meeting is present.
 - Decisions adopted in a meeting attended via electronic or telephone means shall take effect immediately upon the conclusion of the meeting but must subsequently be affirmed by the signatures of all BOD Members attending the meeting in the minutes thereof.
3. Meeting Location: The BOD may meet at the head office or at another location in Vietnam or abroad as decided by the Chairman of the BOD with the consensus of the BOD.

Article 18: Regulations on the First Meeting of the BOD

The first meeting of the BOD term, held to elect the Chairman and make other decisions within its authority, must be conducted within seven (07) working days from the date the election of the BOD for that term concludes. This meeting shall be convened by the member who received the highest number of votes. If there is more than one (01) member receiving the highest and equal number of votes, the members shall vote by majority rule for one (01) person among them to convene the BOD meeting.

Article 19: Regulations on Extraordinary Meetings of the BOD

1. The Chairman of the BOD shall convene an extraordinary meeting when deemed necessary or upon written request by one of the following parties, clearly stating the purpose of the meeting and the issues to be discussed:

- a) The Audit Committee
- b) The General Director or at least 05 (five) other executives;
- c) An Independent BOD Member
- d) At least 02 (two) BOD Members;
- e) Other cases stipulated in the Company Charter and legal regulations;

2. The request must be made in writing, clearly stating the purpose, the issues to be discussed, and the decisions falling under the authority of the BOD. The person authorized to convene the BOD meeting has the right to refuse the aforementioned request if the issues to be discussed and decided do not fall under the authority of the BOD.

3. The Chairman of the BOD or a BOD Member authorized by the Chairman must convene the BOD meeting within 07 (seven) days from the date of receiving the request as stipulated in Clause 1 of this Article. If the Chairman or the authorized person fails to convene the BOD meeting as requested, they shall be responsible for any damages incurred by the Company, except where the failure to convene is due to force majeure; In this case, the person requesting the BOD meeting has the right to convene the BOD meeting, and the attending BOD Members shall vote to elect the chairman of the meeting.

Article 20: Regulations on the Quorum for BOD Meetings

1. A BOD meeting shall be conducted when at least 3/4 (three-quarters) of the total members attend. If the convened meeting does not have the required number of attending members, a second meeting shall be convened within 07 days from the date scheduled for the first meeting. In this case, the meeting shall be conducted if more than half of the total members of the Board of Directors attend.

2. If unable to attend the meeting directly, a BOD member has the right to authorize another BOD member to vote by proxy or to submit their vote in writing. If voting is done in writing, the voting slip must be placed in a sealed envelope and must be delivered to the Chairman of the BOD meeting no later than 01 hour before the

opening. The voting slip shall only be opened in the presence of all members physically attending the meeting.

3. Voting:

a) Except for the provisions in Point b, Clause 11, Article 34 of the Company Charter, each BOD member or authorized person physically present in their individual capacity at the Board of Directors meeting shall have one (01) vote;

b) A BOD member shall not vote on contracts, transactions, or proposals in which that member or a person related to that member has an interest, and that interest conflicts or may conflict with the interests of the Company. The BOD member shall not be counted towards the minimum number of members present required to hold a Board of Directors meeting concerning decisions on which that member is not entitled to vote;

c) Pursuant to the provisions in Point d, Clause 11, Article 34 of the Company Charter, when an issue arises at the meeting related to the interest or voting right of a BOD member, and that member does not voluntarily relinquish the voting right, the ruling of the Chairman shall be the final decision, unless the nature or scope of the relevant BOD member's interest has not been fully disclosed;

d) A BOD member benefiting from a contract specified in Clause 1 and Clause 2, Article 43 of the Charter shall be deemed to have a significant interest in that contract;

e) Members of the Audit Committee have the right to attend BOD meetings and the right to discuss but are not entitled to vote.

4. A BOD member 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 are an interested party, is responsible for disclosing the nature and content of that interest at the meeting where the BOD first considers the signing of this contract or transaction. If a BOD member is unaware that they or a related person has an interest at the time the contract or transaction is signed with the Company, this BOD member must disclose the relevant interests at the first BOD meeting held after the member becomes aware that they have or will have an interest in the related transaction or contract.

Article 21: Notice and Preparation of Board of Directors Meeting Content

1. The Chairman of the BOD or the person convening the BOD meeting must send the notice of meeting no later than five (5) working days before the meeting date, except where agreed upon by the BOD Members. The notice of meeting must specify the time and place of the meeting, the agenda, the issues for discussion, and the decisions to be made. Attached to the notice of meeting must be the materials to be used at the meeting and the member's voting slip.

2. The content of the BOD meeting shall be based on the proposals submitted by the General Director; matters requiring the BOD's authority related to the company's operations; and the summary of periodic Production and Business task implementation results reported by the Executive Board.

3. The notice of meeting shall be sent by mail, fax, electronic mail (email), or other means, but must ensure delivery to the registered address of each BOD Member with the Company.
4. The Chairman of the BOD or the convener must send the notice of meeting and accompanying documents to the members of the Internal Audit Committee and the General Director, in the same manner as for the BOD Members.
5. Members of the Audit Committee and the General Director who are not Members of the Board of Directors have the right to attend BOD meetings; they have the right to discuss but not to vote.

Article 22: Minutes of the Board of Directors Meeting

1. Minutes must be taken for all BOD meetings, recorded and stored in electronic or other forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, containing the following main contents:
 - a) Name, address of the head office, enterprise code;
 - b) Purpose, agenda, and content of the meeting;
 - c) Time and location of the meeting;
 - d) Full name of each attending member or authorized representative and the method of attendance; full name of non-attending members and the reasons;
 - d) Issues discussed and voted upon at the meeting;
 - e) Summary of the opinions expressed by each attending member according to the sequence of the meeting;
 - g) Voting results, clearly stating the members who voted in favor, against, and abstained;
 - h) Decisions that have been adopted;
 - i) Full name and signature of all attending members or authorized representatives;
2. The Chairperson and the minute-taker shall be responsible for the truthfulness and accuracy of the contents of the BOD meeting minutes.
3. The BOD meeting minutes and documents used during the meeting must be kept at the company's head office.
4. Minutes prepared in Vietnamese and a foreign language shall have equal validity. In case of any discrepancy between the content of the Vietnamese minutes and the foreign language minutes, the content in the Vietnamese minutes shall prevail.

Article 23: Adoption of Resolutions and Decisions of the Board of Directors

1. Resolutions and decisions of the Board of Directors shall be adopted by voting at a meeting or by obtaining opinions in writing.
2. Resolutions and decisions of the Board of Directors voted upon at a meeting shall be adopted if approved by a majority of the attending BOD members (over 50%), including votes cast in writing and votes cast by proxy; in case of an equal number of votes, the final decision shall belong to the side supported by the opinion of the Chairman of the Board of Directors or the BOD member authorized by the Chairman

of the Board of Directors to chair the meeting (in case the Chairman of the Board of Directors is absent).

3. Resolutions adopted by way of obtaining opinions in writing shall be passed based on the affirmative opinions of the majority of the BOD members entitled to vote. This resolution shall have the same effect and value as a resolution adopted by the BOD members at a meeting convened and held in the usual manner. The authority and procedure for obtaining opinions in writing to adopt a BOD resolution shall be implemented according to the following provisions:

a. The Board of Directors has the right to obtain opinions in writing to adopt a BOD resolution when deemed necessary for the benefit of the Company;

b. Upon request of the Chairman of the Board of Directors, the Secretary of the Board of Directors shall prepare the opinion poll form, the draft BOD resolution, the documents explaining the draft resolution, and send them to all BOD Members no later than 05 days before the deadline for returning the opinion poll form.

c. Obtaining opinions from BOD members in writing may be done by sending an electronic mail (Email) to the Email address of each BOD member concurrently with sending a hard copy via a secured method. The opinion of the BOD member sent via Email shall be valid for the Chairman of the Board of Directors to issue a decision/resolution. BOD members must sign the written request for opinion and send it back to the BOD Office/BOD Secretary in accordance with regulations. If the deadline for returning the opinion as stipulated is exceeded, the opinion replied via Email shall be equivalent in value to the opinion replied in writing.

d. The opinion slip must contain the following main contents:

- Name, address of the head office, enterprise code;
- Purpose of obtaining opinions;
- Full name, permanent address, nationality, number of Citizen Identity Card, Identity Card, Passport or other lawful personal identification of the BOD member.
- The matter for which opinions are sought for adoption;
- Voting options including approval, disapproval, and no opinion;
- The deadline for returning the answered opinion slip to the company;
- Full name and signature of the Chairman of the Board of Directors and the company's legal representative;

c. BOD members may send the answered opinion slip to the Company using one of the following methods:

- By mail: The answered opinion slip must bear the member's signature. The opinion slip sent to the Company must be placed in a sealed envelope and no one shall have the right to open it before the vote counting;
- By fax or email. The opinion slip sent to the company via fax or email must be kept confidential until the time of vote counting. Opinion slips sent to the company after the deadline specified in the opinion slip content, or those that have been opened in the case of mail submission, or those that have been disclosed in the case of fax or email submission, shall be invalid. An opinion slip that is not returned shall be considered a non-voting slip;

- f. The legal representative shall organize the vote counting and prepare the vote counting minutes under the witness of the Chairman of the Board of Directors and the Chairman of the Audit Committee
- g. The Vote Counting Minutes must contain the following main contents:
- Name, address of the head office, enterprise code;
 - Purpose and matters for which opinions are sought for the adoption of the resolution;
 - Total number of voting slips participating in the vote, distinguishing between the number of valid voting slips and invalid voting slips, and the method of submitting the vote, accompanied by an appendix listing the BOD members participating in the vote;
 - Total number of votes for approval, disapproval, and no opinion for each matter;
 - Matters that have been adopted;
 - Full name and signature of the Chairman of the Board of Directors, the company's legal representative, the vote supervisor, and the vote counter.
- h. The Chairman of the Board of Directors, the vote counter, and the vote supervisor shall be jointly and severally liable for the honesty and accuracy of the Vote Counting Minutes; jointly and severally liable for damages arising from decisions adopted due to dishonest or inaccurate vote counting;
- i. The Vote Counting Minutes, together with the Resolution or Decision of the BOD adopted based on the vote counting results, must be sent to the BOD members within 15 days from the date the vote counting concludes.
- j. The answered opinion slips, the vote counting minutes, the full text of the adopted resolution, and related documents sent together with the opinion slips shall be archived at the company's head office;
- k. A Resolution/Decision adopted in the form of obtaining shareholder opinions in writing shall have the same validity as a resolution/decision adopted at a BOD meeting.

Article 24: Archiving of BOD Records and Documents

Records and documents related to the organization and operation of the BOD shall be archived and kept confidential at the company's Office. BOD members are only permitted to review the records and documents at the Office. If there is a need to photocopy or take these records and documents out of the Office, written consent or a written request must be submitted to the Chairman of the Board of Directors.

CHAPTER VII: IMPLEMENTATION PROVISIONS

Article 25: Implementation Provisions

1. In case of any discrepancy between this Regulation and the provisions of law and/or the Company Charter, the provisions of law and/or the Charter shall prevail.
2. In case there are legal provisions related to the operations of the Board of Directors that are not yet mentioned in this Regulation, those legal provisions shall automatically apply and govern the Company's operations.

3. This Regulation shall take effect after being adopted by the General Meeting of Shareholders
4. All amendments and supplements must be submitted to the General Meeting of Shareholders for review and approval.

Ho Chi Minh City, January 16, 2026
**ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS**
Chairman of the Board of Directors

Recipients:

- Board of Directors (BOD)/ Audit Committee
- Board of Management
- Departments/Divisions
- BOD Filing - Documentation (10 copies)

NGUYEN MINH TAM

