



**INTERNAL REGULATIONS ON
CORPORATE GOVERNANCE OF
G-AUTOMOBILE JOINT STOCK COMPANY
(Second Amendment)**

Hanoi, April 2026



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This Regulation was adopted by the General Meeting of Shareholders of G-Automobile Joint Stock Company under Resolution No. 01/2026/NQ/ĐHĐCĐ-GMA dated April 18, 2026.

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation

The Internal Regulations on Corporate Governance stipulate matters relating to the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the procedures and formalities for convening meetings of the General Meeting of Shareholders; the nomination, candidacy, election, dismissal and removal of members of the Board of Directors, the Supervisory Board, the General Director; and other activities in accordance with the Company's Charter and other relevant provisions of law.

2. Subjects of application

These Regulations apply to members of the Board of Directors, the Supervisory Board, the General Director, and related persons.

Article 2. Interpretation of terms

1. In these Regulations, the following terms shall be construed as follows:

- a) "Company" means G-Automobile Joint Stock Company;
- b) "Charter" means the Charter of G-Automobile Joint Stock Company as approved by the General Meeting of Shareholders;
- c) "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Viet Nam on 17 June 2020;
- d) "Law on Securities" means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Viet Nam on 26 November 2019;
- e) "Viet Nam" means the Socialist Republic of Viet Nam;
- f) "Enterprise executives" mean the General Director, Deputy General Directors, Chief Accountant, and other executives as prescribed in Article 33 of the Company's Charter;

g) “Enterprise managers” mean managers of the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding managerial titles as prescribed in the Company’s Charter and appointed by the Board of Directors;

h) “Related persons” mean individuals or organizations having relationships as prescribed in Clause 46, Article 4 of the Law on Securities, including but not limited to the following cases:

- The Company and its internal persons;
- The Company and organizations or individuals owning more than 10% of voting shares or contributed capital of the Company;
- Organizations or individuals that directly or indirectly control, are controlled by, or are under common control with another organization or individual;
- Individuals and their biological parents, adoptive parents, parents-in-law, spouses, biological children, adopted children, children-in-law, siblings, brothers-in-law and sisters-in-law;
- Securities investment fund management companies and the securities investment funds and securities investment companies managed by such fund management companies;
- Contractual relationships in which one organization or individual acts as a representative of another;
- Other organizations or individuals deemed related persons under the Law on Enterprises;
- Other cases as prescribed by law;

i) “Shareholder” means an individual or organization owning at least one share of the Company;

j) “Major shareholder” means a shareholder owning 5% or more of the voting shares of the Company;

k) “Non-executive member of the Board of Directors” means a member of the Board of Directors who is not the General Director, Deputy General Director, or Chief Accountant of the Company;

l) “Independent member of the Board of Directors” means a member as prescribed in Clause 2, Article 155 of the Law on Enterprises, specifically:

- Not currently working for the Company, its parent company, or its subsidiary, and not having worked for such entities for at least three (03) consecutive years immediately preceding;
- Not receiving salary or remuneration from the Company, except for allowances to which members of the Board of Directors are entitled in accordance with regulations;
- Not having a spouse, biological or adoptive parents, biological or adoptive children, or siblings who are major shareholders of the Company or managers of the Company or its subsidiary;
- Not directly or indirectly owning at least 1% of the total voting shares of the Company;
- Not having been a member of the Board of Directors or the Supervisory Board of the Company for at least five (05) consecutive years immediately preceding, except in the case of continuous appointment for two consecutive terms;

m) “Person in charge of corporate governance” means the person whose responsibilities and powers are prescribed in Article 31 of the Company’s Charter;

n) “Stock Exchange” means the Viet Nam Stock Exchange and its subsidiaries;

o) “SSC” means the State Securities Commission.

2. In these Regulations, references to any provision or document shall include any amendments, supplements, or replacement documents thereof. Headings (Sections and Articles of these Regulations) are used for convenience of reference only and shall not affect the interpretation of these Regulations.

Article 3. Principle of application of specialized laws

Where specialized laws on corporate governance contain provisions different from those of these Regulations, the provisions of the specialized laws shall prevail.

CHAPTER II. GENERAL MEETING OF SHAREHOLDERS

Article 4. Roles, rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company.
2. The General Meeting of Shareholders has the rights and obligations prescribed in Article 138 of the Law on Enterprises and Article 14 of the Company's Charter.
3. For matters approved by resolutions of previous General Meetings of Shareholders that have not yet been implemented, the Board of Directors must report to the General Meeting of Shareholders at the nearest annual meeting. Where there are changes to matters falling within the decision-making authority of the General Meeting of Shareholders, the Board of Directors must submit such matters to the nearest General Meeting of Shareholders for approval prior to implementation.

Article 5. Preparation for the General Meeting

The convener of the General Meeting of Shareholders in accordance with the Company's Charter and these Regulations shall establish an Organizing Committee for the General Meeting. The Head of the Organizing Committee shall assign tasks to its members to support the organization of the General Meeting.

Article 6. Procedures for convening the General Meeting of Shareholders and adopting resolutions by voting at the General Meeting

1. Authority to convene the General Meeting of Shareholders

- a) The annual General Meeting of Shareholders shall be held once a year within four (04) months from the end of the financial year. The Board of Directors may decide to extend the time for holding the annual General Meeting where necessary, but not exceeding six (06) months from the end of the financial year. In addition to the annual meeting, extraordinary General Meetings of Shareholders may be convened. The venue of the General Meeting shall be determined as the place where the chairperson attends the meeting and must be within the territory of Viet Nam.
- b) The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting shall decide on matters in accordance with law and the Company's Charter. Where the audit report on the

Company's annual financial statements contains material qualifications, adverse opinions, or a disclaimer of opinion, the Company must invite a representative of the approved auditing firm that conducted the audit to attend the annual General Meeting of Shareholders.

- c) The Board of Directors shall convene extraordinary General Meetings of Shareholders in the cases prescribed in Clause 4, Article 13 of the Company's Charter and other cases as prescribed by law.

2. Preparation of the list of shareholders entitled to attend the meeting

- a) The convener of the General Meeting in accordance with the Company's Charter and law shall be responsible for preparing the list of shareholders eligible to attend and vote at the General Meeting. The list of shareholders entitled to attend the General Meeting shall be prepared no more than ten (10) days prior to the date of sending the notice of invitation.
- b) Where shares have been registered for depository at the Vietnam Securities Depository and Clearing Corporation (or other equivalent authority), the list of shareholders entitled to attend the General Meeting shall be prepared in accordance with securities and securities market laws.

3. Disclosure of record date and preparation of the list of shareholders

- a) The Company must disclose information on the record date for shareholders entitled to attend the General Meeting at least twenty (20) days prior to the last registration date.
- b) The announcement of the record date shall be posted on the Company's website, specifying the record date, venue, and expected time of the meeting.

4. Notice of invitation to the General Meeting of Shareholders

- a) Notices of invitation shall be sent to all shareholders by post, email, SMS, fax, and/or other communication methods to ensure delivery to shareholders' contact addresses. The notice shall also be disclosed on the Company's website and on the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading.

- b) The convener must send the notice of invitation to all shareholders on the list of shareholders entitled to attend no later than twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is duly sent or dispatched).
- c) The Company shall not be liable where it is unable to contact and/or send notices or documents to shareholders due to missing, inaccurate, or incomplete contact details. Such inability shall not affect the procedures for convening the General Meeting, collecting written opinions from shareholders, sending documents, or the validity of resolutions adopted by the General Meeting.

5. Meeting agenda and meeting materials

- a) The agenda of the General Meeting and documents relating to matters to be voted on shall be sent to shareholders and/or posted on the Company's website. Where documents are not enclosed with the meeting notice, the notice must clearly state the link to access all meeting documents, including:
 - (i) The meeting agenda and materials;
 - (ii) The list and detailed information of candidates in the case of election of Board members (if any);
 - (iii) Voting ballots;
 - (iv) Draft resolutions for each agenda item.
- b) A shareholder or group of shareholders as prescribed in Clause 2, Article 11 of the Company's Charter has the right to propose matters to be included in the agenda. Proposals must be made in writing and sent to the Company no later than five (05) working days prior to the opening date of the meeting, clearly stating the shareholder's name, the number of shares held of each class, and the proposed matter.
- c) The convener may refuse a proposal in the following cases:
 - (i) The proposal is not submitted in accordance with point b of this clause;
 - (ii) At the time the Company receives the proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares as prescribed;
 - (iii) The proposed matter does not fall within the authority of the General Meeting of Shareholders;

(iv) Other cases as prescribed by law and the Company's Charter. Where a proposal is refused, the convener must respond in writing stating the reasons no later than two (02) working days prior to the opening date of the meeting.

d) The convener must accept and include valid proposals in the proposed agenda and meeting contents, except in cases specified in point c above. Such proposals shall be officially added to the agenda if approved by the General Meeting.

6. Authorization to attend the General Meeting of Shareholders

a) Shareholders or authorized representatives of organizational shareholders may attend in person or authorize one or more individuals or organizations to attend or participate through one of the following forms:

(i) Direct attendance and voting at the meeting;

(ii) Authorization for another individual or organization to attend and vote;

(iii) Attendance and voting via online meetings, electronic voting, or other electronic means;

(iv) Submission of voting ballots by post, fax, or email;

(v) Submission of voting ballots by other means as prescribed by the Company.

b) Authorization must be made in writing in accordance with civil law and must clearly state the name of the authorizing shareholder, the authorized individual or organization, the number of shares authorized, the content, scope, and term of authorization, and the signatures of the lawful representatives of the authorizing and authorized parties, as applicable.

c) The authorized attendee must submit the power of attorney upon registration or send it to the Company at least 24 hours prior to the meeting. In the case of re-authorization, the authorized attendee must also present the original power of attorney (if not previously registered with the Company).

d) Where multiple powers of attorney are received from the same shareholder, the most recently issued one shall prevail.

- e) The Organizing Committee may refuse authorizations that do not comply with Company regulations or law, or that contain contradictory or unclear information. The Committee shall notify the authorized attendee, who shall inform the shareholder. The Organizing Committee shall not be responsible for any disputes arising between shareholders and their representatives regarding authorization.
- f) Voting ballots cast by authorized attendees within the scope of authorization shall remain valid even if the authorizing person dies, loses or is restricted in civil capacity, or revokes the authorization, unless the Company receives notice of such events prior to the opening or reconvening of the meeting.

7. Establishment of the Shareholder Eligibility Verification Committee:

- a) The Chairperson of the General Meeting of Shareholders' Organizing Committee shall establish a Shareholder Eligibility Verification Committee to carry out shareholder registration procedures before and throughout the duration of the meeting.
- b) The Shareholder Eligibility Verification Committee shall comprise at least two (02) members, including one (01) Head of the Committee and one or more members, and shall perform the following duties:
 - (i) Be responsible to the Chairperson and the General Meeting of Shareholders for the performance of its duties.
 - (ii) Conduct verification of the eligibility and attendance status of shareholders or shareholders' authorized representatives throughout the entire duration of the meeting.
 - (iii) The Head of the Shareholder Eligibility Verification Committee shall report to the General Meeting of Shareholders on the status of shareholders attending the meeting.
- c) Prior to the opening of the meeting, the Company shall conduct shareholder registration procedures and shall continue such registration until all shareholders entitled to attend the meeting have completed registration.
- d) Shareholders entitled to attend the General Meeting of Shareholders in accordance with law may attend the meeting in person or authorize an individual or organization



to attend on their behalf. Authorized representatives of shareholders attending the General Meeting of Shareholders shall comply with the provisions set out in Clause 6 of this Article.

- e) Upon shareholder registration, the Company shall issue to each shareholder or lawful representative of a shareholder with voting rights a voting card and/or ballot, depending on the matters included in the meeting agenda. The voting card shall state the registration number, full name of the shareholder, full name of the authorized representative (if any), and the number of voting rights of such shareholder. The ballot shall state the registration number, full name of the shareholder, full name of the authorized representative (if any), and the matter(s) submitted for shareholder voting.
- f) A shareholder or authorized representative arriving after the meeting has commenced shall have the right to register immediately and thereafter participate in and vote at the meeting upon completion of registration. The Chairperson shall not be obliged to suspend or adjourn the meeting to allow late-arriving shareholders to register, and the validity of resolutions adopted prior to such registration shall remain unaffected.

8. Conditions for holding the General Meeting

- a) The General Meeting shall be conducted when shareholders attending represent more than 50% of total voting rights.
- b) If the first meeting does not meet the quorum, the second meeting shall be convened within 30 days and shall be valid if attending shareholders represent at least 33% of total voting rights.
- c) If the second meeting also fails to meet the quorum, the third meeting shall be convened within 30 days and shall be valid regardless of the total voting rights represented.

9. Voting methods at the General Meeting

- a) Upon registration for attendance at the meeting, the Company shall issue to each shareholder a voting card and/or ballot in accordance with Point d, Clause 7 of this Article.
- b) Voting methods at the General Meeting of Shareholders shall include:

- Open voting (by using voting cards);
- Secret ballot voting (by using ballots).

The Chairperson of the General Meeting of Shareholders shall have the authority to decide which voting method—open voting by voting cards or secret ballot voting by ballots—shall be applied to each matter submitted for voting.

- c) The General Meeting of Shareholders shall discuss and vote on each matter included in the meeting agenda. In the case of voting by voting cards, shareholders or their lawful representatives shall cast their votes on each matter by raising their voting cards when requested by the Chairperson, in the following order:
- First round: Voting in favor;
 - Second round: Voting against;
 - Third round: Abstention (no opinion), with respect to each specific matter.

In the case of voting by ballots, the ballots shall be collected and counted by the Vote Counting Committee after all matters requiring voting have been submitted for shareholders' opinions.

10. Vote Counting at the General Meeting of Shareholders

- a) The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee to conduct and/or supervise vote counting, upon the proposal of the Chairperson of the meeting. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the Chairperson's proposal.
- b) The Vote Counting Committee shall be responsible for announcing the vote counting results at the General Meeting of Shareholders in accordance with applicable laws.
- c) In the case of open voting: The Vote Counting Committee shall first count the number of voting cards in favor, followed by the number of voting cards against, and finally the number of voting cards with no opinion, then consolidate the results and report them directly to the meeting. Each shareholder or shareholder's representative may cast only one (01) of the following votes for each matter submitted for voting: in favor, against, or no opinion. Shareholders who do not participate in voting shall be

deemed to have no opinion. The Vote Counting Committee shall prepare a report/certification of voting results under the open voting method, clearly stating the total number of voting cards in favor, against, and with no opinion for each voting matter.

- d) In the case of secret ballot voting: After selecting voting options for each matter on the ballot, shareholders shall place their ballots into the ballot box. The ballot box shall be locked and sealed in accordance with law and managed by the Vote Counting Committee.
- e) After all matters have been submitted for voting, the Vote Counting Committee shall open the sealed ballot box in the presence of the members of the Vote Counting Committee and the vote-counting supervisor elected by the General Meeting of Shareholders (if any). The Vote Counting Committee shall examine the ballots in the order of votes in favor, against, and with no opinion, consolidate the results, and prepare the Vote Counting Minutes.

The Vote Counting Minutes shall be a document summarizing the voting results of the Vote Counting Committee on shareholders' opinions regarding the matters of the meeting and shall include the following contents:

- (i). Name, head office address, and enterprise identification number;
- (ii). Matters submitted for voting;
- (iii). Total number of shareholders participating in voting and the total number of voting shares held by such shareholders;
- (iv). Total number of votes for each agenda item, number of valid and invalid votes, and the percentage of votes in favor, against, and with no opinion for each matter; the corresponding percentages calculated based on the total number of votes of shareholders attending and voting at the Meeting;
- (v). Matters approved and the corresponding voting ratios at the Meeting;
- (vi). Full names and signatures of the members of the Vote Counting Committee or the representative of the Head of the Vote Counting Committee, provided that all members of the Vote Counting Committee must initial each page of the Vote Counting Minutes.

In case the Head of the Vote Counting Committee refuses to sign the Vote Counting Minutes, one of the remaining members of the Vote Counting Committee shall be responsible for signing the Minutes. In case all members of the Vote Counting Committee refuse or disagree to sign the Vote Counting Minutes, the General Meeting of Shareholders shall elect one of the attending shareholders to sign the Vote Counting Minutes, which shall take effect immediately upon signing.

11. Announcement of Vote Counting Results

- a) The Vote Counting Committee elected pursuant to Clause 10 of this Article shall be responsible for announcing the vote counting results at the General Meeting of Shareholders in accordance with law.
- b) For matters voted on by open voting, the Chairperson or a representative of the Vote Counting Committee shall publicly announce the results immediately after the voting on such matter is conducted.
- c) For matters voted on by secret ballot, the Vote Counting Minutes shall be announced by a representative of the Vote Counting Committee prior to the closing of the Meeting.

12. Minutes and Resolutions of the General Meeting of Shareholders

- a) The Vote Counting Minutes and the Resolutions of the General Meeting of Shareholders shall be published on the Company's website within twenty-four (24) hours from the completion of vote counting.

The Minutes shall be prepared in Vietnamese and may also be prepared in a foreign language, and shall contain the following principal contents:

- (i). Name, head office address, and enterprise identification number;
- (ii). Time and venue of the General Meeting of Shareholders;
- (iii). Meeting agenda and contents;
- (iv). Full names of the Chairperson and the Secretary;
- (v). Summary of the developments of the meeting and opinions expressed at the General Meeting of Shareholders on each agenda item;

- (vi). Number of shareholders and total number of voting shares of shareholders attending the meeting, enclosed with an appendix of the list of registered shareholders and shareholder representatives attending the meeting, indicating the number of shares and corresponding voting rights;
 - (vii). Total number of votes for each voting matter, clearly stating the voting method, total number of valid votes, invalid votes, votes in favor, against, and with no opinion, and the corresponding percentages calculated based on the total number of votes of all shareholders attending and voting at the Meeting;
 - (viii). Matters approved and the corresponding approval voting ratios;
 - (ix). Full names and signatures of the Chairperson and the Secretary. In case the Chairperson or the Secretary refuses to sign the Minutes, the Minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and containing all required contents as prescribed herein. The Minutes shall clearly state the refusal of the Chairperson or the Secretary to sign, and the Board of Directors shall designate one of its members to sign and issue the Resolution of the General Meeting of Shareholders. If all members of the Board of Directors are absent or refuse to sign the Minutes, the General Meeting of Shareholders shall elect one of the attending shareholders to sign the Minutes and the Resolution approved at the Meeting on behalf of the General Meeting of Shareholders.
- b) The Minutes of the General Meeting of Shareholders must be completed and approved before the closing of the Meeting. The Chairperson and the Secretary of the Meeting or other persons signing the Minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the Minutes.
 - c) The Minutes shall be prepared in Vietnamese and may also be prepared in a foreign language.

Where the Minutes are prepared in both Vietnamese and a foreign language, both versions shall have equal legal validity. In case of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

- d) The vote-counting minutes and resolutions of the General Meeting of Shareholders must be published on the Company's website within 24 hours from the completion of the vote counting. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, containing the following principal contents:
- (i). Name, address of the head office, and enterprise registration number;
 - (ii). Time and venue of the General Meeting of Shareholders;
 - (iii). Meeting agenda and contents of the meeting;
 - (iv). Full names of the chairperson and secretary;
 - (v). Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each matter on the meeting agenda;
 - (vi). Number of shareholders and total voting rights of shareholders attending the meeting; attached appendix of the list of registered shareholders and shareholder representatives attending the meeting, together with the corresponding number of shares and voting rights;
 - (vii). Total number of votes for each matter voted on, clearly stating the voting method, total number of valid votes, invalid votes, votes in favor, votes against, and abstentions; and the corresponding percentages based on the total voting rights of all attending and voting shareholders at the General Meeting;
 - (viii). Matters approved and the corresponding approval voting ratios;
 - (ix). Full names and signatures of the chairperson and secretary. In the event that the chairperson or secretary refuses to sign the meeting minutes, such minutes shall remain valid if signed by all other attending members of the Board of Directors and containing all contents as prescribed in this Clause. The meeting minutes must clearly state the refusal of the chairperson or secretary to sign the minutes and the Board of Directors shall appoint one member of the Board of Directors to sign and issue the resolution of the General Meeting of Shareholders. If all members of the Board of Directors are absent or refuse to sign the meeting minutes, the General Meeting of Shareholders shall appoint one attending

shareholder to represent the General Meeting of Shareholders in signing the meeting minutes and the resolutions adopted at the meeting.

- e) The minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting. The chairperson and secretary of the meeting or other persons signing the meeting minutes shall be jointly liable for the truthfulness and accuracy of the contents thereof.
- f) The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language. In the event that the minutes are prepared in both Vietnamese and a foreign language, both versions shall have equal legal validity. In case of discrepancies between the Vietnamese version and the foreign-language version, the Vietnamese version shall prevail.

12. Disclosure of Resolutions of the General Meeting of Shareholders

- a) Resolutions, minutes of meetings of the General Meeting of Shareholders, appendices containing the list of shareholders registered to attend the meeting together with signatures of shareholders, powers of attorney for attendance, all documents attached to the minutes (if any), and related documents enclosed with the notice of meeting invitation must be disclosed in accordance with the laws on information disclosure in the securities market and must be archived at the head office of G – Automobile Joint Stock Company.
- b) The chairperson of the meeting shall be the person authorized to sign and issue the Resolutions/Decisions of the General Meeting of Shareholders, except for the case specified in Item (ix), Point a, Clause 12, Article 6 of these Regulations.

Article 7. Procedures and Order for Conducting the General Meeting of Shareholders via Online Conference

Regulations on the procedures and order for conducting the General Meeting of Shareholders in the form of an online conference shall be decided by the Board of Directors of G – Automobile Joint Stock Company, provided that such regulations comply with applicable laws and include the following contents:

1. Notice of convocation of the online General Meeting of Shareholders;
2. Methods for registration to attend the online General Meeting of Shareholders;

3. Authorization of representatives to attend the online General Meeting of Shareholders;
4. Conditions for conducting the meeting;
5. Forms of adopting resolutions of the online General Meeting of Shareholders;
6. Methods of online voting;
7. Methods of online vote counting;
8. Announcement of vote-counting results;
9. Preparation of minutes of the General Meeting of Shareholders;
10. Disclosure of resolutions of the General Meeting of Shareholders.

Article 8. Procedures and Order for Conducting the General Meeting of Shareholders through Direct Meetings Combined with Online Meetings and Other Forms

Regulations on the procedures and order for conducting the General Meeting of Shareholders through direct meetings combined with online meetings and other forms shall be decided by the Board of Directors of the Company, provided that such regulations comply with applicable laws and include the following contents:

1. Notice of convocation of the General Meeting of Shareholders;
2. Methods for registration to attend the General Meeting of Shareholders;
3. Authorization of representatives to attend the General Meeting of Shareholders;
4. Conditions for conducting the meeting;
5. Forms of adopting resolutions of the General Meeting of Shareholders;
6. Voting methods;
7. Vote-counting methods;
8. Announcement of vote-counting results;
9. Preparation of minutes of the General Meeting of Shareholders;
10. Disclosure of resolutions of the General Meeting of Shareholders;
11. Other forms of conducting the General Meeting of Shareholders.

Article 9. Procedures and Order for Adopting Resolutions by Written Ballot Collection

1. All matters/decisions/resolutions falling within the authority of the General Meeting of Shareholders under the Charter of the Company and applicable laws may be adopted either through voting at a meeting or through written ballot collection. The Board of Directors of the Company shall decide the appropriate form of adoption based on actual conditions, the relevant matters, and the interests of the Company.
2. The Board of Directors must prepare voting ballots, draft resolutions of the General Meeting of Shareholders, explanatory documents for such draft resolutions, and send them to all voting shareholders at least ten (10) days before the deadline for returning the voting ballots. Requirements and methods for sending voting ballots and accompanying documents shall comply with Clause 3, Article 17 of the Charter of the Company.
3. A voting ballot must contain the following principal contents:
 - a) Name, address of the head office, and enterprise registration number;
 - b) Purpose of collecting opinions;
 - c) Full name, contact address, nationality, and legal identification documents of an individual shareholder; name, enterprise registration number or legal documents of an organizational shareholder, and address of its head office; or full name, contact address, nationality, and legal identification documents of the representative of an organizational shareholder; number of shares of each class and corresponding voting rights of the shareholder;
 - d) Matters requiring opinions for adoption of resolutions;
 - e) Voting options including approval, disapproval, and abstention for each matter;
 - f) Deadline for returning completed voting ballots to the Company;
 - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may return completed voting ballots to the Company by mail, fax, or email in accordance with the following provisions:

- a) In the case of postal delivery, the completed voting ballot must bear the signature of the individual shareholder or the authorized representative or legal representative of the organizational shareholder. Voting ballots sent to the Company must be sealed in an envelope and may not be opened before vote counting;
 - b) In the case of fax or email transmission, voting ballots sent to the Company must be kept confidential until the vote-counting time;
 - c) Voting ballots received after the prescribed deadline, opened prior to vote counting in the case of postal delivery, or disclosed prior to vote counting in the case of fax or email transmission shall be invalid. Voting ballots not returned shall be deemed as non-participation in voting.
5. The Board of Directors shall organize the vote counting and prepare vote-counting minutes under the supervision of shareholders who do not hold managerial positions in the Company. The vote-counting minutes must contain the following principal contents:
- a) Name, address of the head office, and enterprise registration number;
 - b) Purpose and matters requiring opinions for adoption of resolutions;
 - c) Number of shareholders and total voting rights participating in the voting process, specifying valid and invalid votes and methods of submitting voting ballots, together with an appendix listing participating shareholders;
 - d) Total votes in favor, against, and abstentions for each matter;
 - e) Matters adopted and the corresponding approval ratios;
 - f) Full names and signatures of the Chairman of the Board of Directors, vote counters, and vote-counting supervisors.
6. Members of the Board of Directors participating in the vote counting, vote counters, and vote-counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes and jointly liable for any damages arising from resolutions adopted based on dishonest or inaccurate vote counting.

7. Vote-counting minutes and resolutions of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours from the completion of the vote counting.
8. Completed voting ballots, vote-counting minutes, adopted resolutions, and related documents enclosed with the voting ballots must be archived at the head office of the Company.
9. A resolution adopted by written ballot collection shall be valid if approved by shareholders representing more than fifty percent (50%) of the total voting rights of all shareholders entitled to vote and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.
10. Conditions for adoption of resolutions of the General Meeting of Shareholders:
 - a) Resolutions on the following matters shall be adopted if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all attending and voting shareholders at the meeting, except for the cases specified in Clause 3, Article 20; Clause 2, Article 16; and Clause 8, Article 21 of the Charter of the Company:
 - Classes of shares and total number of shares of each class;
 - Changes to business lines and sectors;
 - Changes to the organizational and management structure of the Company;
 - Decisions on investment or sale of assets equal to or exceeding thirty-five percent (35%) of the total asset value recorded in the latest consolidated financial statements of the Company;
 - Reorganization or dissolution of the Company;
 - Amendment or cancellation of special rights attached to preferred shares.
 - b) Resolutions on other matters within the authority of the General Meeting of Shareholders shall be adopted if approved by shareholders representing more than fifty percent (50%) of the total voting rights of all attending and voting shareholders at the meeting, except for the cases specified in Clauses 1 and 3, Article 20 and Clause 2, Article 16 of the Charter of the Company.

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- c) Voting for election of members of the Board of Directors must be conducted by cumulative voting, whereby each shareholder shall have a total number of votes corresponding to the number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders may allocate all or part of their votes to one or more candidates. Elected members of the Board of Directors shall be determined based on votes from highest to lowest until the required number prescribed in the Charter of the Company is reached. In the event that two or more candidates receive an equal number of votes for the final position, a re-election shall be conducted among those candidates or selection shall be made in accordance with criteria specified in the election regulations or the Charter of the Company.
- d) Resolutions of the General Meeting of Shareholders adopted with one hundred percent (100%) approval of the total voting shares shall be lawful and effective even where the procedures for convening the meeting and adopting such resolutions are inconsistent with the Law on Enterprises and the Charter of the Company.
- e) A resolution adopted by written ballot collection shall be valid if approved by shareholders representing more than fifty percent (50%) of the total voting rights of all shareholders entitled to vote and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

Article 10. Methods for Opposing Resolutions of the General Meeting of Shareholders

1. Shareholders who voted against resolutions on the reorganization of the Company or amendments to the rights and obligations of shareholders as prescribed in the Charter of the Company shall have the right to request the Company to repurchase their shares. Such request must be made in writing and specify the shareholder's name and address, number of shares of each class, proposed selling price, and reasons for requesting the repurchase. The request must be sent to the Company within ten (10) days from the date on which the General Meeting of Shareholders adopts the relevant resolution.
2. The Company must repurchase shares at the request of shareholders specified in Clause 1 of this Article at market price or at a price determined in accordance with the principles set out in the Charter of the Company within ninety (90) days from receipt of the request. In the event that the parties cannot agree on the price, they may request a valuation organization to determine the price. The Company shall introduce at least

three (03) valuation organizations for the shareholder to choose from, and such choice shall be final.

CHAPTER III. THE BOARD OF DIRECTORS

Article 11. Roles, Rights and Obligations of the Board of Directors; Structure, Standards and Conditions of Members of the Board of Directors

1. The Board of Directors is the management body of G – Automobile Joint Stock Company and has full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for rights and obligations falling within the authority of the General Meeting of Shareholders.
2. Rights and obligations of the Board of Directors:
 - a) The Board of Directors shall have the rights and obligations prescribed in Article 26 of the Charter of the Company and applicable laws.
 - b) Members of the Board of Directors shall have the right to be provided with information as follows:
 - (i). Members of the Board of Directors have the right to request the General Director, Deputy General Directors, and other managers of the Company to provide information and documents regarding the financial status and business operations of the Company and its affiliated units;
 - (ii). Requested managers must provide information and documents promptly, fully, and accurately at the request of members of the Board of Directors. Procedures for requesting and providing information shall be implemented in accordance with decisions/regulations of the Board of Directors from time to time.
3. The appointment and dismissal of members of the Board of Directors must be disclosed in accordance with laws on securities and the securities market.
4. Term and number of members of the Board of Directors:

The Board of Directors shall consist of three (03) members.

The term of office of a member of the Board of Directors shall not exceed five (05) years and members may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors

of a company for no more than two (02) consecutive terms. Where all members of the Board of Directors simultaneously expire their terms, such members shall continue to act as members of the Board of Directors until new members are elected and assume their duties.

5. Structure, standards and conditions of members of the Board of Directors:
 - a) The structure of the Board of Directors of the Company must ensure the minimum number of non-executive members and independent members of the Board of Directors and satisfy other requirements as prescribed by law from time to time. The structure of the Board of Directors must ensure the following:
 - (i). At least one (01) independent member in case the Board of Directors consists of from three (03) to five (05) members;
 - (ii). The Company must ensure at least one (01) non-executive member.
 - b) Members of the Board of Directors must satisfy the following standards and conditions:
 - (i). Not falling within the subjects prohibited under Clause 2, Article 17 of the Law on Enterprises;
 - (ii). Having professional qualifications and experience in business administration or in the business sectors and lines of the Company and not necessarily being shareholders of the Company;
 - (iii). A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors or Members' Council of no more than five (05) other companies and does not fall under the prohibited cases specified in sub-point (iv), Point b, Clause 5 of this Article.
 - (iv). Other standards as prescribed by law (if any).
 - c) Unless otherwise provided by securities laws, an independent member of the Board of Directors under Point b, Clause 1, Article 137 of the Law on Enterprises must satisfy the following standards and conditions:

- (i). Not currently working for the Company, its parent company, or subsidiary; and not having worked for the Company, its parent company, or subsidiary for at least the preceding three (03) consecutive years;
 - (ii). Not receiving salary or remuneration from the Company, except for allowances entitled to members of the Board of Directors in accordance with regulations;
 - (iii). Not having a spouse, biological or adoptive parents, biological or adopted children, or siblings who are major shareholders of the Company or managers of the Company or its subsidiaries;
 - (iv). Not directly or indirectly owning at least one percent (1%) of the total voting shares of the Company;
 - (v). Not having served as a member of the Board of Directors or the Board of Supervisors of the Company for at least the preceding five (05) consecutive years, except where appointed for two (02) consecutive terms.
- d) The standards and conditions prescribed in this Article shall also apply to additionally elected or replacement members of the Board of Directors.
 - e) The Chairman of the Board of Directors must not concurrently hold the position of General Director.
 - f) Members of the Board of Directors are not necessarily required to be shareholders of the Company.

Article 12. Methods of Nomination and Candidacy for Membership of the Board of Directors

1. Shareholders or groups of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors. Ordinary shareholders may combine into groups to nominate candidates to the Board of Directors. The formation of shareholder groups for nomination purposes must be notified to the Organizing Committee of the General Meeting of Shareholders before nominations are made.
2. Nomination of candidates to the Board of Directors shall be conducted as follows:

Ordinary shareholders may combine into groups to nominate candidates to the Board of Directors. Shareholders or groups of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total voting shares may nominate one (01) candidate; those holding from twenty percent (20%) to less than forty percent (40%) may nominate two (02) candidates; those holding from forty percent (40%) to less than fifty percent (50%) may nominate three (03) candidates; those holding from fifty percent (50%) to sixty percent (60%) may nominate four (04) candidates; and those holding sixty percent (60%) or more may nominate up to five (05) candidates.

Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this Clause may nominate one or more persons as candidates to the Board of Directors. Where the number of candidates nominated by shareholders or groups of shareholders is fewer than the number they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors. Any additional nomination/introduction of candidates by the Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

Article 13. Election of Members of the Board of Directors

- a) Voting for election of members of the Board of Directors must be conducted by cumulative voting, whereby each shareholder shall have a total number of votes corresponding to the number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders may allocate all or part of their votes to one or more candidates. Elected members of the Board of Directors shall be determined based on votes from highest to lowest until the required number prescribed in the Charter of the Company is reached. In the event that two (02) or more candidates receive an equal number of votes for the final position, a re-election shall be conducted among those candidates or selection shall be made in accordance with criteria specified in the election regulations or the Charter of the Company.
- b) Ballots shall be prepared by the Organizing Committee of the General Meeting of Shareholders, specifying the list of candidates, the total voting rights of shareholders, and bearing the Company's seal affixed thereon.

Article 14. Cases of Removal, Dismissal and Replacement of Members of the Board of Directors

1. A member of the Board of Directors shall cease to hold office where such member is removed, dismissed, or replaced by the General Meeting of Shareholders in the following cases:
 - a) The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - (i). Failure to satisfy the standards and conditions prescribed in Points b and c, Clause 5, Article 11 of these Regulations;
 - (ii). Submission of a resignation letter which is accepted;
 - (iii). Other cases prescribed by the Charter of the Company and applicable laws.
 - b) The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
 - (i). Failure to participate in activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
 - (ii). (Other cases prescribed by the Charter of the Company and applicable laws.
 - c) When deemed necessary, the General Meeting of Shareholders may decide to replace, dismiss, or remove members of the Board of Directors in addition to the cases specified in Points a and b of this Clause.
 - d) The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
 - (i). The number of members of the Board of Directors decreases by more than one-third compared to the number prescribed in the Charter of the Company. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number decreases by more than one-third;

- (ii). The number of independent members of the Board of Directors decreases below the ratio prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;
- (iii). Other cases prescribed by the Charter of the Company and applicable laws.

Except for the cases specified in Items (i) and (ii), Point d of this Clause, the General Meeting of Shareholders shall elect new members to replace dismissed or removed members of the Board of Directors at the nearest meeting.

Article 15. Notification of Election, Dismissal and Removal of Members of the Board of Directors

The Company must disclose information regarding receipt of resignation letters, election, dismissal, or removal of members of the Board of Directors in accordance with laws on information disclosure in the securities market.

Article 16. Introduction of Candidates for Membership of the Board of Directors

1. Where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review the candidates before voting.
2. Candidates for the Board of Directors must provide written commitments regarding the truthfulness and accuracy of disclosed personal information and commit to performing duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed includes:
 - a) Full name and date of birth;
 - b) Professional qualifications;
 - c) Working experience;
 - d) Other managerial positions held (including positions on boards of directors of other companies);
 - e) Interests related to the Company and related parties of the Company.
3. The Company shall be responsible for disclosing information regarding companies in which candidates currently hold positions as members of the board of directors or

other managerial positions, and interests related to the Company of such candidates (if any).

4. Where the number of candidates for the Board of Directors through nomination and self-nomination remains insufficient as prescribed in Clause 2, Article 24 of the Charter of the Company, the incumbent Board of Directors may introduce additional candidates or organize nominations as follows:
 - Number of candidates: equal to the number still lacking after consolidating the list of valid candidates through nomination and self-nomination;
 - Candidates introduced by the Board of Directors must be approved by a majority vote of incumbent members of the Board of Directors;
 - Candidates introduced by the Board of Directors must satisfy standards and conditions prescribed in the Charter of the Company and applicable laws.

Any additional introduction of candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

Article 17. Election, Removal and Dismissal of the Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors must not concurrently hold the position of General Director.
3. Where the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or the dismissal/removal decision.
4. Where the Chairman of the Board of Directors is absent or unable to perform duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman. Where no authorization is made, or where the Chairman dies, is missing, detained, serving an imprisonment sentence, undergoing compulsory rehabilitation or education measures, absconds from residence, has limited or lost

civil act capacity, experiences difficulties in cognition or behavior control, or is prohibited by the Court from holding office, practicing a profession, or performing certain work, the remaining members shall elect one among themselves to act as Chairman of the Board of Directors based on the majority approval of remaining members until a new decision is made by the Board of Directors.

Article 18. Remuneration and Other Benefits of Members of the Board of Directors

- a) The Company may pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.
- b) Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days necessary for completion of duties and the daily remuneration rate. The Board of Directors shall estimate remuneration for each member based on unanimous agreement. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
- c) Remuneration of each member of the Board of Directors shall be recorded as business expenses of the Company in accordance with laws on corporate income tax, separately presented in the annual financial statements of the Company, and reported to the General Meeting of Shareholders at the annual meeting.
- d) Members of the Board of Directors holding executive positions or working in committees of the Board of Directors, or performing tasks beyond ordinary duties of a member of the Board of Directors, may receive additional remuneration in the form of lump-sum payments, salaries, commissions, profit percentages, or other forms as decided by the Board of Directors.
- e) Members of the Board of Directors are entitled to reimbursement of all travel, accommodation, meal, and other reasonable expenses incurred in performing their duties, including expenses arising from attendance at meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.
- f) Members of the Board of Directors may be covered by liability insurance purchased by the Company subject to approval by the General Meeting of Shareholders. Such

insurance shall not cover liabilities arising from violations of law or the Charter of the Company.

CHAPTER IV. PROCEDURES AND ORDER FOR CONVENING MEETINGS OF THE BOARD OF DIRECTORS

Article 19. Minimum Number of Meetings of the Board of Directors

The Board of Directors shall convene at least one (01) meeting every quarter and may hold extraordinary meetings in the cases prescribed by the Company's Charter and applicable laws.

Article 20. Cases Requiring the Convening of Extraordinary Meetings of the Board of Directors

The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

1. Upon request of the Supervisory Board or an independent member of the Board of Directors;
2. Upon request of the General Director or at least five (05) other managers;
3. Upon request of at least two (02) members of the Board of Directors;
4. In cases deemed necessary by the Chairman of the Board of Directors.

Article 21. Notice of Meeting of the Board of Directors

1. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the notice of invitation at least three (03) working days prior to the meeting date. The notice of invitation must specify the time and venue of the meeting, agenda, matters for discussion and resolution. The notice of invitation must be accompanied by documents to be used at the meeting and voting ballots for members. In urgent cases deemed necessary by the Chairman of the Board of Directors/the convener, or upon request of more than one-half (1/2) of the members of the Board of Directors of the Company, the Chairman of the Board of Directors/the convener may organize the meeting immediately after sending the notice of invitation, and meeting documents may be provided to members of the Board of Directors directly at the meeting.

2. The notice of invitation to a meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods prescribed by the Board of Directors, provided that it is delivered to the registered contact address of each member of the Board of Directors at the Company.
3. Members of the Board of Directors may request the addition of agenda items by letter, fax, email, or other means to the Chairman of the Board of Directors or the convener. The Chairman of the Board of Directors or the convener is responsible for including such additional agenda items if they are approved by all attending members of the Board of Directors at the meeting. Any refusal to include additional requested items must be publicly announced at the meeting of the Board of Directors.

Article 22. Conditions for Holding Meetings of the Board of Directors

A meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total members of the Board of Directors are present. If the meeting convened under this provision does not have sufficient attendance as prescribed, a second meeting shall be convened within two (02) days from the intended date of the first meeting. The second meeting shall be conducted if more than one-half of the members of the Board of Directors attend.

Article 23. Voting Methods

1. A member of the Board of Directors shall be deemed to attend and vote at a meeting in the following cases:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing another person to attend and vote in accordance with Clause 3 of this Article;
 - c) Attending and voting through online conferencing, electronic voting, or other electronic means;
 - d) Sending voting ballots to the meeting by mail, fax, or email;
 - e) Sending voting ballots by other means as decided by the Board of Directors.
2. In the case of sending voting ballots to the meeting by mail, the ballots must be placed in sealed envelopes and delivered to the Chairman of the Board of Directors no later

than one (01) hour before the opening of the meeting. Voting ballots shall only be opened in the presence of all attendees.

3. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by the majority of members of the Board of Directors.
4. Except as provided in Clause 5 of this Article, each member of the Board of Directors or authorized representative attending the meeting shall have one (01) vote.
5. A member of the Board of Directors may not vote on transactions that bring benefits to such member or his/her related persons in accordance with the Law on Enterprises. Such member shall not be counted toward the minimum attendance quorum required for meetings concerning decisions on which that member is not entitled to vote.

Article 24. Minutes of Meetings of the Board of Directors

1. Meetings of the Board of Directors must be recorded in minutes and may also be audio-recorded, electronically recorded, or stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, including the following principal contents:
 - a) Name, address of the head office, and enterprise registration number;
 - b) Time and venue of the meeting;
 - c) Purpose, agenda, and contents of the meeting;
 - d) Full names of attending members or authorized representatives and methods of attendance; full names of absent members and reasons for absence;
 - e) Matters discussed and voted on at the meeting;
 - f) Summary of opinions expressed by each attending member in chronological order of the meeting proceedings;
 - g) Voting results, clearly stating members voting in favor, against, and abstaining;
 - h) Matters approved and corresponding approval ratios;
 - i) Full names and signatures of the chairperson and the minute-taker, except for the case specified in Clause 2 of this Article.

2. Where the chairperson and/or the minute-taker refuse(s) to sign the minutes, the minutes shall remain valid if signed by all other attending members of the Board of Directors and containing all contents prescribed at Points a through h of Clause 1 of this Article (excluding Point i). The minutes must clearly state the refusal of the chairperson and/or secretary to sign, and the Board of Directors shall appoint one member of the Board of Directors to sign and issue the Resolution of the Board of Directors.
3. The chairperson, the minute-taker, and signatories to the minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes of meetings of the Board of Directors.
4. Minutes of meetings of the Board of Directors and documents used at the meetings must be retained at the Company's head office.
5. Minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language. Where the minutes are additionally prepared in a foreign language, both the Vietnamese and foreign-language versions shall have equal legal validity. In case of discrepancy between the Vietnamese and foreign-language versions, the Vietnamese version shall prevail.

Article 25. Meetings of the Board of Directors via Online Conferencing, Other Electronic Means, Combined Online and In-person Forms, or Other Forms

1. The Board of Directors may decide to organize meetings via online conferencing, other electronic means, combined online and in-person forms, or other forms suitable to the Company's technological conditions at the time of the meeting instead of holding in-person meetings.
2. Procedures, conditions, and matters relating to the application of modern information technology for meetings of the Board of Directors under Clause 1 of this Article and/or electronic voting at meetings of the Board of Directors and/or submission of voting ballots by mail, fax, or email shall be decided by the Board of Directors in accordance with applicable laws.

Article 26. Collection of Written Opinions of Members of the Board of Directors

1. The Chairman of the Board of Directors/the convener of the meeting shall have the right to collect written opinions from members of the Board of Directors to adopt decisions within the authority of the Board of Directors when deemed necessary for the interests of the Company.
2. Procedures, conditions, and matters relating to the collection of written opinions from the Board of Directors under Clause 1 of this Article shall be decided by the Board of Directors in accordance with the Company's regulations and applicable laws.

Article 27. Adoption of Resolutions of the Board of Directors

1. The Board of Directors shall adopt resolutions and decisions by voting at meetings, collecting written opinions, or other forms as prescribed by the Company.
2. Resolutions and decisions of the Board of Directors shall be adopted if approved by the majority of attending members; where the numbers of votes for and against are equal, the final decision shall follow the opinion of the Chairman of the Board of Directors.
3. Resolutions adopted in the form of written opinion collection shall be approved on the basis of affirmative opinions from the majority of members of the Board of Directors entitled to vote. Such resolutions shall have the same validity and effect as resolutions adopted at meetings.
4. In performing its functions, rights, and obligations, the Board of Directors must comply with applicable laws, the Company's Charter, and Resolutions/Decisions of the General Meeting of Shareholders. Where a Resolution/Decision adopted by the Board of Directors is contrary to laws or the Company's Charter and causes damage to the Company, members voting in favor of such Resolution/Decision shall be jointly and severally liable for such Resolution/Decision and must compensate the Company for damages; members voting against such Resolution/Decision shall be exempt from liability. In such case, shareholders of the Company shall have the right to request the Board of Directors to suspend implementation of such Resolution in accordance with the law.

Article 28. Disclosure of Resolutions of the Board of Directors

The Company shall disclose information regarding resolutions of the Board of Directors in accordance with the laws on securities, the securities market, and the Company's Charter.

CHAPTER V. ESTABLISHMENT AND OPERATION OF SUB-COMMITTEES UNDER THE BOARD OF DIRECTORS AND AFFILIATED UNITS UNDER THE BOARD OF DIRECTORS

Article 29. Sub-committees under the Board of Directors

1. The Board of Directors may establish and authorize subordinate sub-committees to act on its behalf.
2. The Board of Directors may establish sub-committees in charge of development policies, personnel, remuneration, internal audit, risk management, and other sub-committees depending on the Company's needs and in compliance with the law.
3. The number of members of each sub-committee shall be decided by the Board of Directors and must consist of at least three (03) members, including at least one (01) member of the Board of Directors.
4. The nomination, self-nomination, election, dismissal and removal of members of the sub-committees under the Board of Directors; the term of office, number of members, standards and structure of such sub-committees shall be decided by the Board of Directors in accordance with the Company's operational situation.
5. The operation of the sub-committees must comply with the regulations of the Board of Directors.
6. Resolutions of a sub-committee shall only be valid when approved by a majority of the attending and voting members at the sub-committee meeting.
7. The implementation of decisions of the Board of Directors or of the sub-committees under the Board of Directors must comply with the applicable laws, the Company's Charter and the Internal Regulations on Corporate Governance.

Article 30. Other units under the Board of Directors

1. The Board of Directors has the right to establish professional councils, agencies and other supporting units in addition to the sub-committees stipulated in Article 34 of these Regulations, and may authorize such professional councils, agencies and supporting units to perform part of the duties and powers of the Board of Directors in accordance with the Company's Charter and the law.
2. The Board of Directors has the right to decide all matters relating to the professional councils, agencies and supporting units mentioned in Clause 1 of this Article, including but not limited to their establishment, organizational structure, functions and duties, appointment, dismissal and removal, and determination of remuneration and income for personnel working in such units.
3. The Chairman of the Board of Directors has the right to decide on the establishment of the Office of the Board of Directors under the Board of Directors to support the Board of Directors; decide the functions and duties of the Office of the Board of Directors; and decide the appointment, dismissal, transfer, assignment of duties, remuneration policies and income for personnel working at the Office of the Board of Directors.

Article 31. Person in charge of Corporate Governance

1. The Board of Directors of the Company must appoint at least one (01) person in charge of corporate governance to support the Company's corporate governance activities. The person in charge of corporate governance may concurrently serve as the Company Secretary.
2. Standards of the person in charge of corporate governance:
 - a) The person in charge of corporate governance must not concurrently work for the approved auditing organization currently auditing the Company's financial statements.
 - b) Other standards as prescribed by law (if any).
3. The person in charge of corporate governance shall have the following rights and obligations:

- a) Advising the Board of Directors on organizing General Meeting of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and shareholders;
- b) Preparing meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;
- c) Advising on meeting procedures;
- d) Attending meetings;
- e) Advising on procedures for preparation of resolutions of the Board of Directors in compliance with the law;
- f) Providing financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors;
- g) Supervising and reporting to the Board of Directors on the Company's information disclosure activities;
- h) Acting as the focal contact point with stakeholders;
- i) Maintaining confidentiality of information in accordance with the law and the Company's Charter;
- j) Other rights and obligations as prescribed by law and the Company's Charter.

Article 32. Các trường hợp miễn nhiệm Người phụ trách quản trị Công ty

1. The Board of Directors may dismiss or remove the person in charge of corporate governance upon approval by a majority (more than one-half) of the voting members of the Board of Directors and appoint a new replacement.
2. The person in charge of corporate governance may be dismissed by the Board of Directors in the following cases:
 - (i). Due to operational demands, transfer or personnel rotation of the Company;
 - (ii). Due to health conditions insufficient to continue performing duties;
 - (iii). Other cases permitted by law.
3. The person in charge of corporate governance may be removed by the Board of Directors in the following cases:

- (i). Failure to fulfill assigned duties or violation of the Company's internal rules and regulations;
 - (ii). Violation of law but not to the extent of criminal prosecution or mandatory termination of the labor contract;
 - (iii). Other cases permitted by law.
4. Such dismissal/removal must not contravene the rights under any signed contract (if any).

Article 33. Announcement of appointment and dismissal of the person in charge of Corporate Governance

Information regarding the appointment and dismissal of the person in charge of corporate governance shall be notified and disclosed in accordance with the Company's Charter and the law.

Article 34. Company Secretary

Where deemed necessary, the Board of Directors shall decide to appoint a Company Secretary. The Company Secretary shall have the following rights and obligations:

1. Assisting in convening meetings of the General Meeting of Shareholders and the Board of Directors; recording meeting minutes;
2. Assisting members of the Board of Directors in performing their assigned rights and obligations;
3. Assisting the Board of Directors in applying and implementing corporate governance principles;
4. Assisting the Company in building shareholder relations and protecting the lawful rights and interests of shareholders; ensuring compliance with obligations on information provision, information disclosure and administrative procedures;
5. Other rights and obligations as prescribed in the Company's Charter.

CHAPTER VI. THE BOARD OF SUPERVISORS

Article 35. Roles, rights and obligations of the Board of Supervisors; structure, standards and conditions of members of the Board of Supervisors

1. The Board of Supervisors shall be elected by the General Meeting of Shareholders and shall be responsible for examining the reasonableness, legality, honesty and prudence in the management and administration of business operations, as well as in the organization of accounting, statistics and preparation of financial statements in order to ensure the legitimate interests of shareholders.
2. The Board of Supervisors shall operate independently from the Board of Directors and the Board of Management.
3. Rights and obligations of the Board of Supervisors:
 - a) Rights and obligations of the Chief Supervisor:
 - (i) Convening meetings of the Board of Supervisors;
 - (ii) Requesting the Board of Directors, the General Director and other executives to provide relevant information for reporting to the Board of Supervisors;
 - (iii) Preparing and signing reports of the Board of Supervisors, after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.
 - b) Rights and obligations of the Board of Supervisors:
 - (i) Supervising the Board of Directors and the General Director in the management and administration of the Company.
 - (ii) Examining the reasonableness, legality, honesty and prudence in management and administration of business operations; the systematicity, consistency and appropriateness of accounting, statistics and financial reporting activities.
 - (iii) Reviewing the adequacy, legality and honesty of business performance reports, annual and semi-annual financial statements of the Company, and reports assessing the management activities of the Board of Directors, and submitting appraisal reports at the Annual General Meeting of Shareholders. Reviewing contracts and transactions with related persons subject to approval by the Board of Directors or the General Meeting of Shareholders and making

recommendations on contracts and transactions requiring approval by the Board of Directors or the General Meeting of Shareholders.

- (iv) Reviewing, inspecting and evaluating the effectiveness and efficiency of the internal control system, internal audit, risk management and early warning system of the Company.
- (v) Examining accounting books, accounting records and other documents of the Company, and management and administration activities of the Company when deemed necessary or pursuant to resolutions of the General Meeting of Shareholders or at the request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises.
- (vi) Upon request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises, the Board of Supervisors shall conduct an inspection within seven (07) working days from the date of receipt of the request. Within fifteen (15) days from the completion of the inspection, the Board of Supervisors must report on the matters requested for inspection to the Board of Directors and the requesting shareholders or groups of shareholders. Such inspections must not obstruct the normal operations of the Board of Directors or disrupt the administration of the Company's business operations.
- (vii) Recommending to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement and improve the organizational structure, supervision and administration of the Company's business operations.
- (viii) Upon discovering that a member of the Board of Directors or the General Director has violated Article 165 of the Law on Enterprises, immediately notifying the Board of Directors in writing, requesting the violator to cease the violation and take remedial measures.
- (ix) Attending and participating in discussions at meetings of the General Meeting of Shareholders, the Board of Directors and other meetings of the Company.
- (x) Using independent consultants and the Company's internal audit department to perform assigned duties.

- (xi) The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.
- (xii) Proposing and recommending to the General Meeting of Shareholders the approval of the list of approved auditing firms to audit the Company's financial statements; deciding on approved auditing firms to inspect the Company's operations and dismissing approved auditors when deemed necessary.
- (xiii) Being accountable to shareholders for its supervisory activities.
- (xiv) Supervising the Company's financial situation and compliance with the law by members of the Board of Directors, the General Director and other managers in their activities.
- (xv) Ensuring coordination with the Board of Directors, the General Director and shareholders.
- (xvi) In cases where violations of law or the Company's Charter by members of the Board of Directors, the General Director or other executives are discovered, the Board of Supervisors must notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to cease the violation and take remedial measures.
- (xvii) Developing the Operating Regulations of the Board of Supervisors and submitting them to the General Meeting of Shareholders for approval.
- (xviii) Reporting to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing a number of articles of the Law on Securities.
- (xix) Having the right to access dossiers and documents of the Company kept at the head office, branches and other locations; and to visit the workplaces of managers and employees of the Company during working hours.
- (xx) Having the right to request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide complete, accurate and timely information and documents regarding the management, administration and business operations of the Company.

(xxi) Other rights and obligations in accordance with the Law on Enterprises, the Company's Charter and resolutions of the General Meeting of Shareholders.

4. The appointment, dismissal and removal of members of the Board of Supervisors must be announced in accordance with the laws on securities and the securities market.
5. Term and number of members of the Board of Supervisors:
6. The Board of Supervisors shall consist of three (03) members.
7. The term of office of a member of the Board of Supervisors shall not exceed five (05) years and members may be re-elected for an unlimited number of terms.
8. Standards and conditions of members of the Board of Supervisors:
 - a) The Chief Supervisor must hold a university degree or higher in economics, finance, accounting, auditing, law, business administration or a discipline relevant to the Company's business operations.
 - b) Not being persons prohibited under Clause 2, Article 17 of the Law on Enterprises;
 - c) Having been trained in economics, finance, accounting, auditing, law, business administration or a discipline suitable for the Company's business operations;
 - d) Not being family members of members of the Board of Directors, the General Director or other managers;
 - e) Not being managers of the Company; not necessarily being shareholders or employees of the Company, unless otherwise stipulated in the Company's Charter;
 - f) Other standards and conditions as prescribed by relevant laws and the Company's Charter.
 - g) Members of the Board of Supervisors must not fall into the following cases:
 - h) Working in the accounting or finance department of the Company;
 - i) Being members or employees of the independent auditing firm auditing the Company's financial statements during the preceding three (03) years.

Article 36. Methods of nomination and self-nomination for positions as members of the Board of Supervisors

1. Shareholders or groups of shareholders holding from ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Supervisors.
2. Ordinary shareholders may combine into groups to nominate candidates to the Board of Supervisors. The grouping of shareholders for nomination purposes must be notified to the Organizing Committee of the General Meeting of Shareholders before nominations are made.
3. The nomination of candidates to the Board of Supervisors shall be carried out as follows:
4. Ordinary shareholders may form groups to nominate candidates to the Board of Supervisors. Shareholders or groups of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total voting shares shall have the right to nominate one (01) candidate; those holding from twenty percent (20%) to less than forty percent (40%) may nominate two (02) candidates; and those holding forty percent (40%) or more may nominate up to three (03) candidates.

Based on the number of members of the Board of Supervisors, shareholders or groups of shareholders specified in this Clause may nominate one or more candidates to the Board of Supervisors. If the number of candidates nominated by shareholders or groups of shareholders is fewer than the number they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Supervisors. Any additional candidates introduced/nominated by the Board of Supervisors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 37. Method of electing members of the Board of Supervisors

- a) Voting for election of members of the Board of Supervisors shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes corresponding to the number of shares owned multiplied by the number of members

to be elected to the Board of Supervisors, and shareholders may allocate all or part of their votes to one or several candidates. Candidates receiving votes from highest to lowest shall be elected until the required number of members specified in the Company's Charter is reached. In case two or more candidates receive the same number of votes for the final position, a re-election shall be conducted among those candidates or selection shall be made according to criteria stipulated in the election regulations or the Company's Charter.

- b) Ballots shall be prepared by the Organizing Committee of the General Meeting of Shareholders, containing the list of candidates, the total voting rights of shareholders, and bearing the Company's seal.

Article 38. Cases of dismissal and removal of members of the Board of Supervisors

- 1. A member of the Board of Supervisors shall cease to hold office if dismissed, removed or replaced by the General Meeting of Shareholders in the following cases:
 - a) The General Meeting of Shareholders shall dismiss a member of the Board of Supervisors in the following cases:
 - (i) The member no longer satisfies the standards and conditions specified in Clause 6, Article 35 of these Regulations;
 - (ii) Submission of a resignation letter which is accepted;
 - (iii) Other cases prescribed by the Company's Charter and law.
 - b) The General Meeting of Shareholders shall remove a member of the Board of Supervisors in the following cases:
 - (i) Failure to fulfill assigned duties and tasks;
 - (ii) Failure to exercise rights and obligations for six (06) consecutive months, except in cases of force majeure;
 - (iii) Repeated or serious violations of obligations of members of the Board of Supervisors under the Law on Enterprises and the Company's Charter;
 - (iv) Other cases under resolutions of the General Meeting of Shareholders.

2. Where deemed necessary, the General Meeting of Shareholders may decide to replace, dismiss or remove members of the Board of Supervisors in addition to the cases specified at Points a and b, Clause 1 of this Article.

Article 39. Notification of election, dismissal and removal of members of the Board of Supervisors

The Company must disclose information regarding receipt of resignation letters, election, dismissal and removal of members of the Board of Directors in accordance with the laws on information disclosure in the securities market.

Article 40. Introduction of candidates for the Board of Supervisors

1. Once candidates for the Board of Supervisors have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review the candidates before voting.
2. Candidates for the Board of Supervisors must provide written commitments regarding the truthfulness and accuracy of disclosed personal information and undertake to perform duties honestly, prudently and in the best interests of the Company if elected. Information relating to candidates shall include:
 - a) Full name, date of birth;
 - b) g) Professional qualifications;
 - c) Working experience;
 - d) Other managerial positions held (including supervisory positions in other companies);
 - e) Interests related to the Company and related parties of the Company.
3. The Company must disclose information regarding companies in which the candidates are serving as members of the Board of Supervisors, other managerial positions held, and interests related to the Company of such candidates (if any).
4. If the number of candidates nominated or self-nominated remains insufficient as required under Clause 1, Article 35 of the Company's Charter, the incumbent Board

of Supervisors may introduce additional candidates or organize nominations as follows:

- The number of additional candidates shall equal the shortfall after consolidating the valid nominated and self-nominated candidates;
- Candidates introduced by the Board of Supervisors must be approved by a majority vote of the incumbent members of the Board of Supervisors;
- Candidates introduced by the Board of Supervisors must satisfy the standards and conditions prescribed by the Company's Charter and the law.
- The introduction of additional candidates by the incumbent Board of Supervisors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 41. Remuneration and related benefits of members of the Board of Supervisors

Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors shall be implemented as follows:

1. Members of the Board of Supervisors shall receive salaries, remuneration, bonuses and other benefits in accordance with resolutions of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total annual salaries, remuneration, bonuses, other benefits and operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors shall be reimbursed for reasonable accommodation, travel and independent consulting service expenses. The total remuneration and expenses shall not exceed the annual operating budget approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Board of Supervisors shall be recorded as business expenses of the Company in accordance with corporate income tax laws and other relevant regulations, and shall be separately itemized in the Company's annual financial statements.

Article 42. Meetings of the Board of Supervisors

1. The Board of Supervisors must convene at least two (02) meetings per year, with attendance by at least two-thirds (2/3) of its members. Minutes of meetings of the Board of Supervisors must be prepared in detail and clearly. The minute taker and attending members of the Board of Supervisors must sign the meeting minutes. All meeting minutes of the Board of Supervisors must be retained to determine the responsibilities of each member.
2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director and representatives of approved auditing firms to attend meetings and clarify issues when necessary.

CHAPTER VII. GENERAL DIRECTOR

Article 43. Roles, Responsibilities, Rights and Obligations of the General Director

1. The General Director shall be the person responsible for the day-to-day management and operation of the Company's business activities; shall be subject to the supervision of the Board of Directors; and shall be responsible before the Board of Directors and before the law for the implementation of the assigned rights and obligations.
2. The General Director shall have the rights and obligations as prescribed in the Company's Charter and by law.

Article 44. Appointment, Dismissal, Execution and Termination of Contract with the General Director

1. The Board of Directors shall appoint one member of the Board of Directors (excluding the Chairman of the Board of Directors) or hire another person to act as the General Director.
2. The term of office of the General Director shall not exceed five (05) years and may be re-appointed for an unlimited number of terms.
3. The General Director must satisfy the following standards and conditions:
 - a) Not fall under the cases specified in Clause 2, Article 17 of the Law on Enterprises;
 - b) Not be subject to criminal prosecution or serving an imprisonment sentence in accordance with law;

- c) Possess good health, moral qualities and legal knowledge;
 - d) Possess sufficient knowledge and experience in company management: holding at least a university degree and having professional qualifications and experience in corporate governance of the Company.
4. Nomination and recommendation of candidates for the position of General Director
- Members of the Board of Directors shall have the right to nominate qualified and suitable candidates for the position of General Director in accordance with law.
5. Appointment and execution of labor contract with the General Director
- The Board of Directors shall approve the appointment of the General Director by voting at a meeting in accordance with the Company's Charter and the law.
- The execution of the labor contract shall comply with labor laws, ensuring that all conditions and approvals from competent authorities are obtained prior to implementation. The contract shall specify salary and other benefits.
6. Dismissal, removal and termination of labor contract with the General Director
- a) The General Director shall be dismissed in the following cases:
 - (i). No longer satisfying the standards and conditions prescribed in the Company's Charter and by law;
 - (ii). Submission of a resignation letter;
 - (iii). Pursuant to a decision of the Board of Directors.
 - b) The General Director may be removed by the Board of Directors in the following cases:
 - (i). Failure to fulfill assigned duties or violation of the Company's rules and regulations;
 - (ii). Violation of law which has not yet reached the level of criminal prosecution or mandatory termination of the labor contract;
 - (iii). Other cases as prescribed by the Company and by law.

The Board of Directors may dismiss the General Director if approved by a majority of the attending members of the Board of Directors having voting rights and appoint a new General Director as replacement.

7. Disclosure of information regarding appointment, dismissal, execution and termination of contract with the General Director

The appointment, dismissal, execution and termination of contract with the General Director shall be disclosed by the Company in accordance with the law.

8. Salary and other benefits of the General Director
 - a) The General Director shall be entitled to salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.
 - b) The salary of the executive officer shall be recorded as the Company's operating expenses in accordance with corporate income tax regulations, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

CHAPTER VIII. COORDINATION BETWEEN THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISION AND THE GENERAL DIRECTOR OF THE COMPANY

Article 45. Working Principles and Coordination Mechanism

1. Members of the Board of Directors, the Board of Supervision, the General Director and other managers shall be personally responsible for the performance of their assigned duties and shall closely coordinate with one another in order to protect the lawful interests of shareholders and for the development of the Company.
2. All members shall have the right to reserve their opinions, whether in agreement or disagreement with any matter, and shall be responsible for providing explanations thereof upon request.
3. Members of the Board of Directors, the Board of Supervision and the General Director shall regularly exchange information and coordinate in their work in a spirit of cooperation, support and facilitation in accordance with the Charter and the law for the purpose of operating the Company's business activities.

Article 46. Coordination between the Board of Directors, the Board of Supervision and the General Director

1. Members of the Board of Directors, the Board of Supervision and the General Director shall closely coordinate, regularly exchange information and cooperate in a spirit of support and facilitation to ensure the effective exercise of their rights and duties in accordance with the Company's Charter and applicable laws. During the performance of governance functions, the Board of Directors and the Board of Supervision shall facilitate the General Director in properly performing his/her functions.
2. Upon discovering urgent matters falling under the responsibility of the General Director, members of the Board of Directors and/or the Board of Supervision may directly communicate via meetings, telephone or email with members of the Board of Management for timely resolution.
3. During the implementation of resolutions and decisions of the Board of Directors, if the Board of Supervision and/or the General Director identifies any issue that may adversely affect the Company, they must promptly report such matter to the Board of Directors for consideration and resolution.
4. The Board of Directors and the Board of Supervision may, when necessary, utilize the Company's personnel and facilities to support their operations. With respect to organizing activities of the General Meeting of Shareholders, the Board of Directors and the Board of Supervision shall notify the General Director of the coordination and use of resources at least thirty (30) days prior to the meeting date of the General Meeting of Shareholders.
5. At meetings of the Board of Directors or the Board of Supervision, the Chairman of the Board of Directors, the Head of the Board of Supervision or the chairperson of the meeting may, depending on the agenda, invite one or more members of the Board of Management and/or other managers responsible for relevant areas to attend and provide opinions (if any).
6. The General Director shall be responsible for submitting written reports on the performance of assigned duties and powers on a periodic or ad hoc basis upon request of the Board of Directors or the Board of Supervision.



7. In urgent cases and for purposes related to their duties, members of the Board of Directors and the Board of Supervision shall have the right to request the General Director to provide information regarding the Company's operations. The General Director shall be responsible for facilitating the Chairman and members of the Board of Directors, the Head and members of the Board of Supervision in accessing information and reports as promptly as possible.
8. The General Director shall have the right to refuse implementation and reserve his/her opinions regarding decisions of the Board of Directors or the Board of Supervision if such decisions are deemed contrary to law, the Company's Charter, internal regulations or resolutions of the General Meeting of Shareholders. In such cases, the General Director must immediately submit a written explanatory report to the Board of Directors and the Board of Supervision. In the event of risks that may significantly affect the Company's reputation and/or business operations, or other matters deemed necessary, the General Director shall promptly report to the Board of Directors and the Board of Supervision for direct supervision and appropriate handling measures.
9. Other coordination matters: The Chairman of the Board of Directors, the Head of the Board of Supervision and the General Director shall facilitate members of the Board of Directors, members of the Board of Supervision, members of the Board of Management and other managers to participate in professional training courses, field surveys and domestic or overseas seminars in order to improve knowledge and gain experience in corporate governance and management. Participation in such courses, surveys and seminars must not adversely affect the Company's general operations.

Article 47. Procedures and Order for Convening Meetings, Issuing Meeting Notices, Recording Minutes and Announcing Meeting Results among the Board of Directors, the Board of Supervision and the General Director

1. Meetings between the Board of Directors and the General Director:
 - a) Periodic meetings between the Board of Directors, the Board of Supervision and the General Director shall concurrently serve as the quarterly meetings of the Board of Directors. The agenda of periodic meetings may be combined with extraordinary matters for consideration at the same meeting.

- b) The agenda of quarterly periodic meetings shall include reports assessing the Company's business performance and efficiency, achieved results, outstanding issues requiring remediation and other arising matters requiring resolution (if any).
- c) The Board of Directors may also organize extraordinary meetings among the Board of Directors, the Board of Supervision and the General Director at other times when deemed necessary for the interests of the Company.
- d) The time, venue, meeting notice, agenda, related documents and other matters shall be implemented in accordance with the regulations/resolutions of the Board of Directors and the Company's Charter.

Article 48. Cases where the General Director and the Board of Supervision Request the Convening of a Board of Directors' Meeting and Matters Requiring the Board of Directors' Opinions

- 1. Cases where the General Director and/or the Board of Supervision request the convening of a Board of Directors' meeting:
 - a) Upon detecting violations of law or the Company's Charter by members of the Board of Directors, members of the Board of Supervision or other executives/managers, the General Director and/or the Board of Supervision must notify the Board of Directors in writing within forty-eight (48) hours requesting the convening of a Board of Directors' meeting, while requesting the violating person to cease the violation and implement remedial measures.
 - b) Other matters deemed necessary by the General Director and/or the Board of Supervision for the Company's operations.
 - c) Matters for which the General Director and/or the Board of Supervision must seek opinions from the Board of Directors:
 - (i). Proposing measures to the Board of Directors for amendment, supplementation and improvement of the organizational structure, supervision and management of the Company's business operations;
 - (ii). Matters whose decision-making authority exceeds the powers of the General Director;

- (iii). Other matters deemed necessary by the General Director and/or the Board of Supervision in relation to the Company's business operations and financial situation.
2. Requests for convening a Board of Directors' meeting must be made in writing, clearly stating the purpose and matters to be discussed and decided within the authority of the Board of Directors. The Chairman of the Board of Directors must convene the meeting within seven (07) working days from the date of receipt of such request as prescribed in this Clause.
3. Matters requiring opinions and accompanying documents must be prepared and submitted in writing to the Board of Directors.

Article 49. Reports of the General Director to the Board of Directors on the Performance of Assigned Duties and Powers

1. The General Director shall be responsible for reporting on the status, implementation progress and results of duties and powers assigned by the Board of Directors. Such reporting shall be conducted quarterly, annually or on an ad hoc basis upon request of the Board of Directors.
2. The Board of Directors may suspend or revoke the implementation of decisions made by the General Director if such decisions are deemed contrary to law, in violation of the Company's Charter, resolutions or decisions of the Board of Directors.

Article 50. Review of the Implementation of Resolutions and Other Delegated Matters of the Board of Directors to the General Director

Every six (06) months or on an ad hoc basis, the Board of Directors may inspect and assess the implementation of resolutions and delegated matters assigned to the General Director for execution or organization of implementation.

Article 51. Matters which the General Director Must Report, Provide Information on and Methods of Notification to the Board of Directors and the Board of Supervision

1. The General Director or a person authorized by the General Director must report and provide information to the Board of Directors and the Board of Supervision immediately upon the occurrence of any of the following events:

- a) The Company's bank account is frozen or permitted to resume operations after being frozen;
 - b) A decision is issued by a competent state authority to revoke the Enterprise Registration Certificate;
 - c) A decision on criminal prosecution is issued against managers, executives or internal persons of the Company; court judgments or decisions related to the Company's operations are issued; or conclusions are issued by tax authorities regarding violations of tax laws.
 - d) Other matters as requested by the Board of Directors or as prescribed by law.
2. Reports and accompanying documents must be prepared and submitted in writing to the Board of Directors. In urgent cases, telephone, fax, handwritten approvals and other means in accordance with the Company's regulations and the law may be used for reporting, consultation and timely handling of matters.

CHAPTER IX. ANNUAL PERFORMANCE EVALUATION, REWARDS AND DISCIPLINARY ACTIONS

Article 52. Performance Evaluation

1. Evaluation methods
 - a) The performance evaluation of members of the Board of Directors, the General Director, Deputy General Directors, Chief Accountant and other senior managers may be conducted through one or more of the following methods:
 - Self-review and self-assessment;
 - Opinion polls or confidence voting;
 - Other methods selected by the Board of Directors from time to time.
 - b) For other managers, the General Director shall decide the methods, procedures for organizing and conducting performance evaluations, and report the evaluation results to the Board of Directors.
2. Evaluation criteria
 - a) Results of assigned tasks, including level of completion, workload, quality, efficiency of individual work performance and development results of the relevant unit.

- b) Moral qualities, ethics, lifestyle, awareness, ideology, compliance with and observance of the Company's Charter, internal labor regulations, the Company's policies and applicable laws.
- c) Individual capabilities, including knowledge, professional qualifications, problem-solving abilities, communication and presentation skills.
- d) Management and leadership capabilities, including the ability to manage and operate procedural systems, staff training capabilities, efficient management and utilization of resources, and attitudes against bureaucracy, corruption and wastefulness.
- e) Spirit of learning and self-improvement, honesty, willingness to learn in work performance, organizational awareness, discipline, and sense of responsibility toward assigned tasks and positions.
- f) Solidarity and coordination within and outside the unit, and enhancement of cooperative relationships within and outside the Company.
- g) Level of confidence and trust from subordinates and employees within the Company.

3. Implementation of performance evaluation

- a) The Board of Directors shall annually evaluate the performance results of each member based on the functions and duties of the Board of Directors as prescribed in the Company's Charter and the assigned duties performed.
- b) The Board of Directors shall annually evaluate the qualities, capabilities, performance results and management efficiency of the General Director based on the Company's production and business performance results.
- c) Performance evaluation of other managers shall be conducted annually in accordance with job descriptions and agreements under labor contracts as decided by the General Director.

Article 53. Rewards and Disciplinary Actions

- 1. The Board of Directors shall approve the Regulations on Rewards and Disciplinary Actions.
- 2. Rewards shall be granted based on the performance evaluation results prescribed in Article 49 of these Regulations.

3. The Company shall provide periodic or ad hoc rewards to collectives or individual members of the Board of Directors, the General Director and other managers who are assessed as having outstanding achievements in management or in the performance of their assigned duties.
4. Disciplinary actions shall be imposed based on the nature and severity of the violation.
5. Members of the Board of Directors, the Board of Management and other managers who fail to properly perform their duties with honesty, diligence and prudence shall bear personal liability for any damages caused by them.
6. Members of the Board of Directors, the Board of Management and other managers who commit acts in violation of laws or the Company's regulations in the course of performing their duties shall, depending on the severity of the violation, be subject to disciplinary measures, administrative sanctions or criminal prosecution in accordance with the law and the Company's Charter. In cases where damage is caused to the interests of the Company, shareholders or other parties, compensation must be made in accordance with the law.

CHAPTER X. INFORMATION DISCLOSURE

Article 54. Information Disclosure Obligations

1. The Company shall be obliged to fully, accurately, and promptly disclose periodic and extraordinary information on its production and business operations, financial status, and corporate governance to shareholders and competent state authorities.
2. The Company shall develop and promulgate the Company's Information Disclosure Regulation in accordance with the provisions of the Law on Securities and guiding documents.
3. Information disclosure shall be conducted through methods that ensure shareholders and investors are able to access information fairly. The language used in information disclosure must be clear, understandable, and avoid causing misunderstanding to shareholders and investors.

CHAPTER XI. AMENDMENT OF THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

Article 55. Amendment of the Internal Regulations on Corporate Governance

Any amendment or supplement to these Regulations shall be reviewed and decided by the Board of Directors and must be approved by the General Meeting of Shareholders of the Company.

CHAPTER XII. EFFECTIVENESS OF THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

Article 56. Effectiveness of the Regulations

1. This Regulation consists of 12 Chapters and 56 Articles, adopted by the General Meeting of Shareholders and effective from April 18, 2026
2. Matters relating to the Company's internal governance activities which are not provided for in these Regulations and the Company's Charter shall be decided by the Board of Directors, which shall promulgate implementing guidelines accordingly. In the event that any provision of these Regulations and/or implementing documents issued by the Board of Directors is contrary to the provisions of the Company's Charter and/or applicable laws, the provisions of the Company's Charter and/or applicable laws shall automatically prevail and govern such matters.

These Regulations are made in 01 original copy and shall be kept at the Company.

“This English translation is provided solely to facilitate the understanding of foreign investors. In the event of any discrepancy or inconsistency between this English translation and the Vietnamese original of the Charter of G-Automobile Joint Stock Company, the Vietnamese version shall prevail and be deemed the official and legally binding text.”

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

(signed)

Le Quoc Khanh