

*Hanoi, April ,2026*

DRAFT

**SUBMISSION REPORT**

**Re: amendment and supplementation of the internal regulations on corporate governance of Vietnam Forestry Corporation - JSC**

To: General Meeting of Shareholders  
Vietnam Forestry Corporation – Joint Stock Company

Pursuant to the Securities Law dated November 26,2019.

Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

Pursuant to the Law No. 03/2022/QH15 of the National Assembly on amendment and supplementation of certain provisions of the Public Investment Law, the Law on Investment under the form of public-private partnership, the Investment Law, the Housing Law, the Bidding Law, the Electricity Law, the Enterprise Law, the Special Consumption Tax Law, and the Civil Enforcement Law;

Pursuant to the Law No. 76/2025/QH15 dated June 17, 2025, amending and supplementing certain provisions of the Enterprise Law;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government providing detailed regulations for the implementation of certain articles of the Enterprise Law, and Decree No. 245/2025/ND-CP amending and supplementing a number of provisions of Decree No. 155/2020/ND-CP;

Pursuant to the Charter on organization and operation of Vietnam Forestry Corporation – Joint Stock Company;

The Board of Directors respectfully submits to the General Meeting of Shareholders of Vietnam Forestry Corporation – JSC for consideration and approval the draft amended and supplemented the internal regulations on corporate governance of Vietnam Forestry Corporation - JSC.

*(A draft of the amended and supplemented of the internal regulations on corporate governance of Vietnam Forestry Corporation - JSC is attached)*

Respectfully submitted to the General Meeting of Shareholders of Vietnam Forestry Corporation – Joint Stock Company for review and approval.

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

**Phí Mạnh Cường**

DRAFT

Hanoi, April ...., 2026

**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE  
OF VIETNAM FORESTRY CORPORATION – JOINT STOCK COMPANY**

*(Issued together with Decision No.: QĐ/HĐQT-BTLTK dated / /2026)*

**CHAPTER I  
GENERAL PROVISION**

**Article 1. Interpretation of Terms**

- The Corporation means Vietnam Forestry Corporation – Joint Stock Company.
- The Charter means the Charter on Organization and Operation of Vietnam Forestry Corporation – Joint Stock Company approved by the General Meeting of Shareholders and amended and supplemented from time to time.
- The Law on Enterprises means the Law on Enterprises 2020 and its amendments, supplements, and replacement documents.
- The Law on Securities means the Law on Securities 2019 and its implementing regulations.
- Corporate governance means the system of principles ensuring that the Corporation is managed and operated effectively and transparently, protecting the lawful rights and interests of shareholders and related parties.
- Enterprise managers are individuals holding managerial positions as prescribed by the Law on Enterprises and the Charter of the Corporation.
- Related persons are organizations and individuals defined in the Law on Enterprises and the Law on Securities.
- Other terms relating to joint stock companies are interpreted in accordance with Article 1 of the Charter of the Corporation, Article 4 of the Law on Enterprises, and other relevant applicable laws and regulations.
- In this Regulation, references to one or several provisions of other legal documents shall also include any amendments, supplements, or replacement documents to those provisions

**Article 2. Scope and Subjects of application**

1. The Internal Regulations on Corporate Governance of Vietnam Forestry Corporation – Joint Stock Company set out the procedures for convening and voting at the General Meeting of Shareholders; procedures for nomination, candidacy, election, dismissal and removal of members of the Board of Directors and members of the Supervisory Board; procedures for organizing meetings and adopting resolutions of the Board of Directors; principles for coordination among the Board of Directors, the Supervisory Board and the General Director; provisions on prevention of conflicts of interest; information disclosure and transparency in the operations of the

Corporation; and other corporate governance matters in accordance with applicable laws and the Charter of the Corporation.

2. These Regulations are developed based on the provisions of the Law on Enterprises 2020, Law No. 03/2022/QH15, Law No. 76/2025/QH15, the Law on Securities 2019, Law No. 68/2025/QH15 dated June 14, 2025, Decree No. 155/2020/ND-CP, Circular No. 116/2020/TT-BTC, the Charter on Organization and Operation of Vietnam Forestry Corporation – Joint Stock Company, and other relevant legal regulations.

3. These Regulations apply to the Board of Directors, the Supervisory Board, the General Director, the person in charge of corporate governance of the Corporation, shareholders, and other relevant organizations and individuals in the implementation of the Corporation's corporate governance.

4. In the event that the provisions of these Regulations differ from those of applicable laws or the Charter of the Corporation, the provisions of the applicable laws and the Charter of the Corporation shall prevail.

## **CHAPTER II**

### **GENERAL MEETING OF SHAREHOLDERS**

#### **Article 3. Roles, Rights and Obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be convened annually once a year within four (04) months from the end of the fiscal year, which may be extended but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders must be within the territory of Vietnam. In the event that the General Meeting of Shareholders is held simultaneously at multiple locations, the meeting venue shall be determined as the location where the chairperson of the meeting is present;

2. The General Meeting of Shareholders of the Corporation consists of all shareholders with voting rights and is the highest decision-making body of the Corporation. The rights and obligations of the General Meeting of Shareholders are stipulated in Clause 2, Article 20 of the Charter of the Corporation;

3. The Annual General Meeting of Shareholders shall discuss and approve matters stipulated in Clause 2, Article 22 of the Charter of the Corporation.

#### **Article 4. Authority to Convene the General Meeting of Shareholders**

1. The Board of Directors shall convene the Annual General Meeting of Shareholders and decide on the extension of the Annual General Meeting of Shareholders where necessary in accordance with Clause 2, Article 22 of the Charter of the Corporation;

2. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in accordance with Clauses 3 and 4, Article 22 of the Charter of the Corporation; the Board of Supervisors shall convene an extraordinary General Meeting of Shareholders in accordance with Clause 5, Article 22 of the Charter of the Corporation; shareholders or groups of shareholders specified in Clause 2, Article 17

of the Charter of the Corporation shall convene an extraordinary General Meeting of Shareholders in accordance with Clause 6, Article 22 of the Charter of the Corporation;

3. The convening party shall perform the tasks necessary to organize the General Meeting of Shareholders in accordance with Clause 7, Article 22 of the Charter of the Corporation. Expenses for convening and conducting the General Meeting of Shareholders as stipulated in Clauses 4, 5, and 6, Article 22 of the Charter of the Corporation shall be implemented in accordance with Clause 8, Article 22 of the Charter of the Corporation. Such expenses shall not include accommodation, travel, or other personal expenses incurred by shareholders when attending the General Meeting of Shareholders.

4. The chairperson of the meeting shall appoint one or more persons to serve on the Shareholder Eligibility Verification Committee to verify the eligibility and attendance of shareholders and authorized representatives of shareholders attending the meeting, and to participate in vote counting for other matters prior to the establishment of the Vote Counting Committee.

#### **Article 5. Preparation of the List of Shareholders and Notice of the Record Date for Shareholders Entitled to Attend the General Meeting of Shareholders**

1. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared in accordance with Clauses 1 and 2, Article 23 of the Charter of the Corporation. The list of shareholders shall be prepared based on the shareholder register in accordance with the regulations of the securities laws;

2. Shareholders have the right to inspect, request correction, or supplement necessary information relating to themselves in the list of shareholders in accordance with Clause 3, Article 23 of the Charter of the Corporation. The notice of the record date for determining shareholders entitled to attend the General Meeting of Shareholders shall be made in accordance with the regulations of the securities laws and the Charter of the Corporation and shall be publicly disclosed at least twenty (20) days prior to the last registration date.

#### **Article 6. Agenda, Contents and Notice of the General Meeting of Shareholders**

1. The agenda and contents of the General Meeting of Shareholders (GMS), as well as proposals by shareholders to include additional matters in the agenda of the GMS, shall be implemented in accordance with the relevant laws and the Charter of the Corporation. Shareholders or groups of shareholders have the right to propose matters to be included in the meeting agenda in accordance with Clause 2, and the convener of the General Meeting of Shareholders shall consider and resolve such proposals in accordance with Clauses 3 and 4, Article 24 of the Charter of the Corporation.

2. The convener of the GMS must send a notice of invitation to all shareholders listed in the register of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the meeting. The notice of invitation must include the name, address of the head office, and enterprise registration number of the Corporation; the name and contact address of the shareholder; the time and venue of the meeting; and other requirements for attendees.

3. The notice shall be sent by a guaranteed delivery method to the contact address of the shareholder; and at the same time be published on the Corporation's website, the

website of the State Securities Commission, and the website of the Stock Exchange where the Corporation's shares are listed.

4. The notice of invitation must be accompanied by the following documents:

a) The meeting agenda, documents to be used at the meeting, and draft resolutions for each matter in the meeting agenda.

b) Voting ballots, and the list and detailed information of candidates in the case of the election of members of the Board of Directors and members of the Board of Supervisors.

5. The delivery of meeting documents as stipulated in Clause 4 of this Article may be replaced by posting them on the Corporation's website. In such case, the notice of invitation must clearly state the location and method for downloading the documents, and the Corporation must send the meeting documents to shareholders upon request. The GMS meeting documents must be posted and updated with any amendments or supplements (if any) until the opening date of the GMS.

#### **Article 7. Authorization of Representatives and Registration for Attendance at the General Meeting of Shareholders**

1. Shareholders or authorized representatives of institutional shareholders may attend the meeting in person, authorize in writing one or more individuals or organizations to attend the meeting, or participate through one of the methods specified in Clause 2, Article 26 of the Charter of the Corporation.

The authorization for an individual or organization to attend the General Meeting of Shareholders must be made in writing. The power of attorney must comply with civil law regulations and clearly state the name of the authorized individual or organization and the number of shares authorized. The authorized individual or organization attending the GMS must present the written authorization upon registration before entering the meeting room.

2. Prior to the opening of the meeting, the registration procedures for shareholders attending the General Meeting of Shareholders must be carried out in accordance with Clause 1, Article 28 of the Charter of the Corporation. Shareholders may register to attend the GMS in the manner specified in the notice of invitation to the meeting.

3. The voting ballot of an authorized representative attending the meeting within the scope of authorization shall remain valid even if one of the following events occurs (unless the Corporation receives notice of such event before the opening of the GMS or before the reconvened meeting is held):

a) The authorizing person has died, has limited civil act capacity, or has lost civil act capacity;

b) The authorizing person has revoked the appointment of the authorized representative;

c) The authorizing person has revoked the authority of the person performing the authorization.

4. The General Meeting of Shareholders may be conducted in the form of an online meeting or a hybrid meeting combining in-person and online participation in accordance with the law and the Charter of the Corporation, following the procedures and including the main contents as follows:

a) The notice convening an online General Meeting of Shareholders shall be made in accordance with Article 25 of the Charter of the Corporation. The notice must clearly state the form of the online meeting, the method of accessing the online meeting system, the procedure for registration, and the technical requirements necessary for shareholders to attend and vote at the meeting.

b) Shareholders shall register for online participation in accordance with the instructions stated in the notice of invitation issued by the Corporation, ensuring verification of shareholder information based on the list of shareholders entitled to attend the meeting prepared in accordance with Article 23 of the Charter of the Corporation.

c) Shareholders have the right to authorize an individual or organization to attend and vote at the online General Meeting of Shareholders in accordance with Article 26 of the Charter of the Corporation and relevant laws.

### **Article 8. Conditions for Holding the General Meeting of Shareholders and Methods of Adopting Resolutions**

1. A meeting of the General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least sixty-five percent (65%) of the total voting rights of all shareholders attending and voting at the meeting;

2. In the event that the first meeting does not meet the conditions specified in Clause 1 of this Article, a second meeting shall be convened within twenty (20) days from the scheduled date of the first meeting. The second meeting shall be conducted when the number of attending shareholders represents at least sixty percent (60%) of the total voting rights of all shareholders attending and voting at the meeting;

3. In the event that the second meeting does not meet the conditions specified in Clause 2 of this Article, a third meeting shall be convened within ten (10) days from the scheduled date of the second meeting. In this case, the meeting of the General Meeting of Shareholders shall be conducted regardless of the total voting rights of the attending shareholders.

4. Only the General Meeting of Shareholders has the authority to decide on amendments to the meeting agenda that was attached to the notice of invitation in accordance with Article 25 of the Charter of the Corporation.

5. Resolutions of the General Meeting of Shareholders on matters within its authority shall be adopted either by voting at the meeting or by collecting written opinions:

a) The adoption of GMS resolutions by voting at the meeting shall be conducted in accordance with Clause 2, Article 29 of the Charter of the Corporation and relevant laws.

b) The authority and procedures for collecting written opinions of shareholders in order to adopt resolutions of the General Meeting of Shareholders shall be implemented in accordance with Article 31 of the Charter of the Corporation.

6. In special cases, online voting may be conducted through an electronic voting system or other electronic methods as prescribed by the Corporation, ensuring shareholder

authentication, confidentiality, and accuracy of voting results in accordance with the law and the Charter of the Corporation.

7. In the event that the Chairperson suspends or postpones the General Meeting of Shareholders contrary to the provisions of Clause 8, Article 22 of the Charter of the Corporation, the General Meeting of Shareholders shall elect another person among the attendees to replace the Chairperson in presiding over the meeting until its conclusion; all resolutions adopted at that meeting shall remain valid and enforceable.

## **Điều 9. Voting method, vote counting and conditions for the adoption of resolutions**

1. The voting method shall be implemented in accordance with the Rules of Procedure of the General Meeting of Shareholders (GMS) applicable at each time. Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has commenced have the right to immediately register and subsequently participate in and vote at the meeting after completing the registration. The Chairperson is not required to suspend the meeting to allow late-arriving shareholders to register, and the validity of matters voted on prior to their arrival shall remain unchanged.

2. The vote-counting method for matters voted on at the GMS shall be implemented in accordance with the Rules of Procedure of the GMS applicable at each time. Upon the proposal of the Chairperson, the GMS shall select and elect one or more persons to serve on the Vote Counting Committee.

3. After the vote counting is completed, the Vote Counting Committee must prepare a Vote Counting Minutes bearing the signatures of all members and announce the results directly at the GMS, clearly stating the total number of ballots issued, the total number of ballots collected, the number of valid ballots, invalid ballots, votes in favor, votes against, and abstentions; as well as the corresponding approval ratio based on the total voting rights of all shareholders attending and voting at the meeting for each matter.

4. A resolution 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 shareholders attending and voting at the meeting, except for the cases specified in Clause 1 Article 21 and Clauses 3 and 4 Article 30 of the Charter of the Corporation:

- a) Classes of shares and the total number of shares of each class.
- b) Changes to the business lines, trades and principal business sectors of the Corporation.
- c) Changes to the management and organizational structure of the Corporation.
- d) Decisions on investment in or sale of assets falling under one of the following cases (based on the lower value for determination):
  - Assets having a value equal to or greater than thirty-five percent (35%) of the total asset value recorded in the most recent financial statements of the Corporation prior to the time of the investment decision.
  - Assets having a value exceeding fifty percent (50%) of the equity, or exceeding fifty percent (50%) of the owner's investment capital in cases where the equity is lower than the owner's investment capital. Equity and owner's investment capital shall be

determined based on the Corporation's most recent quarterly or annual separate financial statements at the time closest to the investment decision.

e) Decisions on amendments or supplements to the Charter of the Corporation.

f) Reorganization or dissolution of the Corporation.

5. Other resolutions shall be adopted when approved by shareholders representing at least sixty percent (60%) of the total voting rights of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1 and Clause 3 Article 30 and Clause 1 Article 21 of the Charter of the Corporation.

6. In the case where a resolution is adopted by collecting written opinions, the resolution of the General Meeting of Shareholders shall be approved if shareholders representing at least sixty percent (60%) of the total voting rights vote in favor.

7. Resolutions of the General Meeting of Shareholders that adversely change the rights and obligations of shareholders holding preference shares shall be implemented in accordance with Clause 1 Article 21 of the Charter of the Corporation.

#### **Article 10. Method of Objecting to Resolutions of the General Meeting of Shareholders**

1. The method of objecting to resolutions of the General Meeting of Shareholders shall be implemented in accordance with the provisions of the Law on Enterprises 2020 and the Charter of the Corporation. A shareholder or a group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the right to request the Court or Arbitration to review and annul a resolution or part of the resolution of the General Meeting of Shareholders in accordance with Article 33 of the Charter of the Corporation.

2. A shareholder voting against a resolution on the reorganization of the Corporation or the change of rights and obligations of shareholders as stipulated in the Charter of the Corporation shall have the right to request the Corporation to repurchase their shares. The request must be made in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the Corporation to repurchase the shares. The request must be sent to the Corporation within ten (10) days from the date on which the General Meeting of Shareholders passes the resolution on the matters specified in this clause.

3. The Corporation shall repurchase the shares at the request of the shareholder as specified in Clause 1 of this Article at the market price or at the price determined in accordance with the principles stipulated in the Charter of the Corporation within ninety (90) days from the date of receipt of the request. In the event that the parties cannot agree on the price, they may request a professional valuation organization to determine the price. The Corporation shall introduce at least three (03) professional valuation organizations for the shareholder to select, and such selection shall be final.

#### **Article 11. Preparation of Minutes and Disclosure of Resolutions of the General Meeting of Shareholders**

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and implemented in accordance with Article 32 of the Charter of the Corporation. The meeting of the General Meeting of Shareholders must be minuted and may be audio-

recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and contain the following principal contents:

- a) Name, head office address and enterprise code of the Corporation.
- b) Time and venue of the General Meeting of Shareholders.
- c) Agenda and contents of the meeting.
- d) Full name of the Chairperson and the Secretary.
- e) Summary of the proceedings of the meeting and opinions expressed at the General Meeting of Shareholders regarding each item on the agenda.
- f) Number of shareholders and the total voting rights of shareholders attending the meeting; appendix of the list of shareholders and representatives of shareholders attending the meeting together with the number of shares and corresponding voting rights.
- g) Total number of votes for each voting matter, clearly stating the voting method, total number of valid votes, invalid votes, votes in favor, votes against and abstentions; and the corresponding percentage of the total voting rights of shareholders attending the meeting.
- h) Matters approved and the corresponding voting ratios for approval.
- i) Signatures of the Chairperson and the Secretary. In the event that the Chairperson and the Secretary refuse 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 contents as prescribed in the Charter of the Corporation. The minutes must clearly state that the Chairperson and the Secretary refused to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting.

3. 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.

4. The validity of resolutions of the General Meeting of Shareholders shall comply with Article 34 of the Charter of the Corporation and other relevant legal provisions. Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the meeting within fifteen (15) days from the date the resolution is adopted; the delivery of such resolution may be replaced by posting it on the Corporation's website. The notification of resolutions of the General Meeting of Shareholders must be accurate, complete and timely and shall be disclosed by the General Director or an authorized person within twenty-four (24) hours on the Corporation's website. Resolutions of the General Meeting of Shareholders must also be disclosed in accordance with the regulations of securities laws.

## **Điều 12. Procedures for Conducting the General Meeting of Shareholders and Adopting Resolutions by Written Ballot**

The authority and procedures for collecting shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders (GMS) shall be implemented as follows:

1. The Board of Directors shall have the right to collect shareholders' written opinions in order to adopt resolutions of the General Meeting of Shareholders whenever it deems necessary for the benefit of the Corporation, except for the cases specified in Clause 2, Article 29 of the Charter of the Corporation.

2. The Board of Directors shall prepare the opinion collection forms, draft resolutions of the GMS, explanatory documents for the draft resolutions, and send them to all shareholders entitled to vote no later than ten (10) days prior to the deadline for returning the opinion forms. The preparation of the list of shareholders to whom the opinion forms are sent shall comply with Clauses 1 and 2, Article 23 of the Charter of the Corporation; the requirements and procedures for collecting opinions and the accompanying documents shall comply with Article 25 of the Charter of the Corporation.

3. The written opinion form must contain the following principal contents:

a) Name, address of the head office, and enterprise registration number of the Corporation.

b) Purpose of the opinion collection.

c) Full name, contact address, nationality, and legal identification number of an individual shareholder; name, enterprise registration number or legal document number, and head office address of an organizational shareholder; or full name, contact address, nationality, and legal identification number of the authorized representative of an organizational shareholder; number of shares of each class and number of voting rights of the shareholder.

d) Matters to be voted on for approval.

dd) Voting options, including **approval, disapproval, and abstention/no opinion**.

e) Deadline for returning the completed opinion form to the Corporation.

f) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may return the completed opinion forms to the Corporation by one of the following methods:

a) **By post:** The completed opinion form must bear the signature of the individual shareholder, or of the authorized representative or legal representative of an organizational shareholder. The opinion form sent to the Corporation must be placed in a sealed envelope and must not be opened by any person prior to the vote counting.

b) **By fax or email:** Opinion forms sent to the Corporation via fax or email must be kept confidential until the vote counting takes place.

Opinion forms returned to the Corporation after the specified deadline, or opened prior to vote counting in the case of postal delivery, or disclosed prematurely in the case of fax or email transmission, shall be deemed invalid. Opinion forms not returned shall be deemed as **non-participation in voting**.

5. The Board of Directors shall organize the vote counting and prepare the vote counting minutes in the presence of the Supervisory Board or shareholders who do not hold managerial positions in the Corporation.

The vote counting minutes must contain the following principal contents:

- a) Name, address of the head office, and enterprise registration number of the Corporation.
- b) Purpose and matters for which opinions were collected to adopt the Resolution.
- c) Number of shareholders and total number of voting rights participating in the vote, including the number of valid and invalid votes and the method of vote submission, together with an appendix listing the shareholders participating in the vote.
- d) Total number of votes in favor, against, and abstaining/no opinion for each matter.
- e) Matters approved and the corresponding voting ratios.
- f) Full name and signature of the Chairman of the Board of Directors.

Members of the Board of Directors, vote counters, and vote supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes and shall also be jointly liable for any damages arising from resolutions adopted due to dishonest or inaccurate vote counting.

6. The vote counting minutes and the adopted resolution must be sent to shareholders within fifteen (15) days from the date of completion of vote counting. The sending of such documents may be replaced by posting them on the Corporation's website within twenty-four (24) hours from the time the vote counting is completed.

7. The completed opinion forms, vote counting minutes, adopted resolutions, and relevant documents accompanying the opinion forms shall be retained at the head office of the Corporation.

8. A resolution adopted by written ballot of shareholders shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

**Article 13. Other Matters Regarding the Convening, Organization and Voting at the General Meeting of Shareholders**

Depending on practical conditions, where deemed necessary, the Board of Directors may decide to organize the General Meeting of Shareholders for the adoption of resolutions in the form of an online meeting or a hybrid meeting combining in-person and online participation.

**CHAPTER III**

**THE BOARD OF DIRECTORS**

**Điều 14. Roles, Rights and Obligations of the Board of Directors; Responsibilities, Remuneration and Other Benefits of Members of the Board of Directors**

1. The Board of Directors (BOD) is the governing body of the Corporation and has full authority, on behalf of the Corporation, to decide and exercise the rights and obligations of the Corporation, except for those falling under the authority of the General Meeting of Shareholders (GMS). The Board of Directors shall adopt decisions by voting at meetings or by collecting written opinions. Each member of the Board of Directors shall have one vote. In the event that a resolution or decision adopted by the Board of Directors is contrary to the provisions of law, the resolutions of the General Meeting of Shareholders, or the Charter of the Corporation, resulting in damage to the

Corporation, the members who voted in favor of such resolution or decision shall be jointly and severally liable for such resolution or decision and shall compensate the Corporation for any damage incurred. Members who voted against such resolution shall be exempt from liability. In such case, shareholders of the Corporation shall have the right to request the Court to suspend the implementation of or annul such resolution or decision.

2. The Board of Directors shall have the rights and obligations as stipulated in Clause 2, Article 35 of the Charter of the Corporation and relevant laws. In addition, the Board of Directors shall have the following responsibilities and obligations:

a) To be accountable to shareholders for the operations of the Corporation; to ensure compliance with the law, the Charter and internal regulations of the Corporation; to perform strategic orientation functions, oversee risk management, and supervise management activities with integrity, and to take responsibility for its decisions;

b) To treat all shareholders equally and respect the interests of stakeholders related to the Corporation;

c) To supervise and prevent conflicts of interest involving members of the Board of Directors, the Supervisory Board, the General Director, and other managers, including the misuse of the Corporation's assets and abuse of related-party transactions.

3. The Chairperson of the Board of Directors is the head of the Corporation and shall be responsible before the law and the General Meeting of Shareholders for the duties, powers and responsibilities assigned. The Chairperson shall, on behalf of the Board of Directors, sign resolutions, decisions and other documents of the Board of Directors; shall have the authority to suspend decisions of the General Director that are inconsistent with the resolutions of the General Meeting of Shareholders or the resolutions and decisions of the Board of Directors; and shall be responsible for organizing and assigning members of the Board of Directors to be in charge of and supervise specific areas in order to perform the duties and powers of the Board of Directors. The Chairperson shall have the rights and obligations as stipulated in Clause 2, Article 38 of the Charter of the Corporation;

4. Responsibilities and obligations of members of the Board of Directors

a) Members of the Board of Directors shall perform their assigned rights and obligations honestly, prudently, and in the best interests of the Corporation and its shareholders; participate in resolving common matters of the Board of Directors and proactively handle assigned tasks in accordance with law, the Charter of the Corporation, and this Regulation. If major, important or sensitive issues arise, they must promptly report to the Chairperson of the Board of Directors;

b) To be loyal to the interests of the Corporation and its shareholders; not to use information, trade secrets, business opportunities of the Corporation, their position or authority, or the assets of the Corporation for personal gain or for the benefit of other organizations or individuals; to fully and promptly report any remuneration received from subsidiaries, affiliated companies and organizations related to the Corporation;

and to disclose information when conducting transactions in the Corporation's shares in accordance with applicable laws;

c) Members of the Board of Directors must attend all meetings of the Board of Directors and provide clear opinions on matters brought for discussion; review and provide comments and vote in a timely and complete manner on matters submitted to the Board of Directors. A member of the Board of Directors may authorize another person to attend a meeting and/or perform tasks within the functions and duties of such member if approved by the majority of the members of the Board of Directors. In such case, the authorizing member shall remain responsible for the matters and results arising from such authorization. The authorized person shall report the entire content and results of performance to the authorizing member;

d) A shareholder or a group of shareholders holding at least 1% of the total ordinary shares shall have the right to initiate legal proceedings against members of the Board of Directors in accordance with Article 47 of the Charter of the Corporation.

#### 5. Rights of members of the Board of Directors:

a) Members of the Board of Directors shall have the right to be provided with complete and timely information and documents regarding the operational, financial and governance situation of the Corporation in order to perform their duties. Members of the Board of Directors may request the General Director, Deputy General Directors and managers of the Corporation's units to provide information and documents regarding the financial situation and business operations of the Corporation and its units. The requested managers must provide such information and documents promptly, fully and accurately. Members of the Board of Directors are also entitled to be provided with working facilities and equipment in accordance with the regulations of the Corporation;

b) To inspect and supervise the business operations, financial activities and construction investment activities of member units and propose to the Board of Directors the consideration of disciplinary measures or replacement of heads of such units if violations causing serious harm to the interests of the Corporation are detected; to monitor, inspect, guide and supervise the implementation of policies, regimes and laws of the State, as well as resolutions and decisions of the General Meeting of Shareholders and the Board of Directors. Members assigned to oversee specific areas must report to the Chairperson of the Board of Directors and notify the General Director in order to ensure timely direction and management.

c) Members of the Board of Directors shall have other rights, obligations and responsibilities in accordance with the Law on Enterprises, relevant laws and the Charter of the Corporation.

6. Salaries, remuneration, bonuses and other benefits of members of the Board of Directors shall be implemented in accordance with State regulations, Article 44 of the Charter of the Corporation and resolutions of the General Meeting of Shareholders.

## **Article 15. Nomination, Candidacy, Election, Removal, Dismissal and Replacement of Members of the Board of Directors**

1. The term of office of a member of the Board of Directors (BOD) is five (05) years [...]. The Board of Directors shall have five (05) members; depending on the requirements at each time, the number of members of the Board may change and shall be decided by the General Meeting of Shareholders (GMS). The number of non-executive members of the Board must satisfy the minimum requirements under the securities laws. The specific number of non-executive members shall be determined and assigned by the Board of Directors according to the situation and requirements at each time.

2. The criteria and qualifications for members of the Board of Directors shall be implemented in accordance with Article 37 of the Charter of the Corporation.

3. The nomination and candidacy of members of the Board of Directors shall be conducted in accordance with Clauses 4 and 5, Article 36 of the Charter of the Corporation. Shareholders holding voting shares may aggregate their voting rights to nominate candidates for the Board of Directors as follows:

- Shareholders holding 10% to less than 20% of the total voting shares may nominate one (01) candidate;
- Shareholders holding 20% to less than 30% may nominate up to two (02) candidates;
- Shareholders holding 30% to less than 40% may nominate up to three (03) candidates;
- Shareholders holding 40% to less than 50% may nominate up to four (04) candidates;
- Shareholders holding 50% to less than 60% may nominate up to five (05) candidates;
- Shareholders holding 60% to less than 70% may nominate up to six (06) candidates;
- Shareholders holding 70% or more may nominate up to seven (07) candidates.

4. Voting method for members of the Board of Directors shall be conducted using the cumulative voting method, under which each shareholder shall have a total number of votes equal to the total number of shares they own multiplied by the number of members to be elected to the Board of Directors. Shareholders may allocate all or part of their total votes to one or more candidates. Elected members of the Board of Directors shall be determined based on the highest number of votes, starting from the candidate with the highest number of votes until the required number of members is reached. In the event that two (02) or more candidates receive the same number of votes for the last position on the Board, a re-vote shall be conducted among the candidates with equal votes, or a selection method may be applied in accordance with the Election Regulations approved by the General Meeting of Shareholders (GMS)

5. Cases of removal, dismissal, replacement, and additional appointment of members of the Board of Directors:

a) The General Meeting of Shareholders may remove a member of the Board of Directors in the following cases:

- i) The member no longer meets the criteria and qualifications prescribed in Article 37 of the Charter of the Corporation.
- ii) The member submits a resignation letter which is accepted.

iii) The member violates the law, seriously breaches the Charter of the Corporation, or frequently fails to perform their duties, negatively affecting the operations of the Board of Directors or the Corporation.

b) The General Meeting of Shareholders may dismiss a member of the Board of Directors in the event the member does not participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;

c) The General Meeting of Shareholders may decide to replace, remove or dismiss members of the Board of Directors beyond the cases specified in Section a and Section 3 of this Clause when deemed necessary.

d) The Board of Directors shall convene a General Meeting of Shareholders to elect additional members in the following cases:

i) The number of members of the Board of Directors has decreased by more than one-third compared to the prescribed number. In this case, the Board must convene a General Meeting of Shareholders within sixty (60) days from the date the number of members decreases by more than one-third.

ii) In other cases, at the nearest General Meeting of Shareholders, a new member shall be elected to replace a member of the Board of Directors who has been removed or dismissed.

6. Notification regarding election, removal, dismissal, and replacement of members of the Board of Directors shall be conducted in accordance with the provisions of securities laws, the Charter of the Corporation, and other relevant legal regulations on information disclosure.

7. Method of introducing candidates for the Board of Directors:

a) In cases where candidates are pre-identified, information regarding the candidates for the Board of Directors shall be published at least ten (10) days prior to the opening date of the General Meeting of Shareholders (GMS) on the Corporation's electronic information portal, so that shareholders may review the candidates before voting;

b) Shareholders or groups of shareholders may introduce candidates for the Board of Directors in accordance with Clause 3, Article 15 of this Regulation;

c) If the number of candidates for the Board of Directors, through nomination and application, is still insufficient to meet the required number under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Charter of the Corporation and the Election Regulations. Any additional candidates proposed by the Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders voting on the Board of Directors, in accordance with the law.

d) Candidates for the Board of Directors must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of the personal information disclosed and must undertake to perform their duties faithfully, loyally, diligently, and in the best interests of the Corporation if elected as a member of the Board of Directors. The information related to a candidate for the Board of Directors must include at minimum: full name, date of birth, professional qualifications, work experience, other management

positions held (including positions on boards of other companies), interests related to the Corporation and its related parties, and any other information (if any) as required by the Charter of the Corporation

The Corporation shall be responsible for disclosing information regarding the companies in which the candidate holds positions as a member of the Board of Directors, other management positions, and any interests related to the candidate's companies (if any).

8. Election, dismissal, and removal of the Chairman of the Board of Directors shall be conducted in accordance with the Charter of the Corporation. The Chairman of the Board of Directors (Chairman) shall be elected, dismissed, or removed by the Board of Directors from among its members. The Chairman shall not concurrently hold the position of General Director of the Corporation;

The Chairman of the Board shall be elected at the first meeting of the Board of Directors of the new term, within seven (07) working days from the date the Board of Directors election of that term is concluded. This meeting shall be convened and chaired by the member who received the highest number of votes or the highest voting ratio. In the event that more than one member receives an equal highest number of votes or highest voting ratio, the members shall vote by majority to select one among them to convene and preside over the Board meeting;

In the event that the Chairman is absent or unable to perform his/her duties, the Chairman may authorize another member of the Board of Directors in writing to exercise the rights and responsibilities of the Chairman. The Chairman and the authorized member shall be jointly responsible for the performance of the authorized tasks. If no authorized member is designated, the remaining members shall elect one member among them to temporarily act as Chairman by majority approval of the remaining members, until a new decision is made by the Board of Directors.

If the Chairman tenders a resignation or is dismissed or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation or the dismissal/removal decision.

#### **Article 16. Procedures for Convening and Conducting Board of Directors Meetings**

1. The Board of Directors (Board) may hold regular or extraordinary meetings. Meetings may be held at the Corporation's head office or another location. Meetings shall be convened by the Chairman of the Board when deemed necessary, but at least once per quarter. The Board shall discuss and pass resolutions on matters within its authority or review and collect opinions by ballot to make decisions based on proposals from the General Director and relevant organizational units.

2. The Chairman of the Board must convene an extraordinary Board meeting in any of the following cases:

- a) Upon request of the Supervisory Board.
- b) Upon request of the General Director or at least five (5) other managerial officers.
- c) Upon request of at least two (2) Board members.

Requests must be made in writing, clearly stating the purpose, matters to be discussed, and decisions within the Board's authority. The Chairman must convene the

meeting within seven (07) working days from the date of receipt of such request. Should the Chairman fail to convene the meeting, he/she shall be liable for any damages incurred by the Corporation; those requesting the extraordinary meeting shall have the right to convene it themselves.

3. The Chairman or the person convening the Board must send a notice of meeting at least three (03) working days prior to the meeting date. The notice must specify the time, venue, agenda, and matters for discussion and decision. Meeting materials must accompany the notice. Notices may be sent by mail, fax, email, or other means, provided that they reach each Board member and registered Supervisors.

4. Supervisors have the right to attend Board meetings, participate in discussions, but do not have voting rights. Notices and accompanying materials must be sent to Supervisors in the same manner as for Board members.

5. A Board meeting may proceed if the quorum is met. If a meeting is convened but lacks quorum, a second meeting may be convened within five (05) days from the initial meeting date. In such cases, the meeting shall proceed if at least four-fifths (4/5) of Board members attend.

6. Voting Procedures at Board of Directors Meetings and Authorization of Others to Attend Meetings by Board Members

a) Voting procedures at Board of Directors meetings are by show of hands or by ballot and are stipulated and agreed upon at the Board of Directors meeting. Each Board member or authorized person present in their personal capacity at the Board of Directors meeting has one (01) ballot;

b) Board members must attend all Board of Directors meetings. Members may authorize others to attend if approved by a majority of Board members;

c) A Board member is considered to have attended and voted at the meeting in the following cases:

i) Attending and voting directly at the meeting.

ii) Authorizing others to attend the meeting if approved by a majority of Board members.

iii) Attending and voting through online conferencing or other similar forms.

iiii) Sending ballots to the meeting via mail, fax, or email. If ballots are sent to the meeting by mail, they must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one hour before the meeting begins. Ballots may only be opened in the presence of all attendees.

d) Board members are not allowed to vote on contracts, transactions, or proposals in which they or their related parties have an interest that conflicts with, or may conflict with, the interests of the Corporation. Board members are not counted towards the minimum number of representatives required to hold a Board meeting regarding decisions on which they do not have the right to vote.

7. A resolution of the Board of Directors is adopted if it is approved by at least 4/5 (four-fifths) of the members present.

8. All meetings of the Board of Directors must be recorded in minutes, which may also be audio-recorded and stored electronically. The meeting secretary is

responsible for recording the minutes of the Board of Directors meetings, ensuring that they objectively, truthfully, and fully reflect the proceedings and conclusions of the meeting. The minutes must be in Vietnamese and must contain at least the contents stipulated in Clause 1, Article 40 of the Corporation's Charter; The minutes must include the signatures of the Chairperson, the person recording the minutes, and all members of the Board of Directors present at the meeting (in which, if a member of the Board of Directors disagrees with the Board's decision, their dissenting opinion must be clearly stated). The Chairperson and the person recording the minutes are responsible for the truthfulness and accuracy of the content of the Board of Directors' meeting minutes. Meeting minutes, resolutions, decisions, notices, etc., of the Board of Directors and documents used in the meeting must be kept at the head office of the Corporation and managed by the Secretariat (for a period of at least 15 years, of which 5 years are kept at the Secretariat).

9. In the event that the Chairperson or the person recording the minutes refuses to sign the meeting minutes, but if all other members of the Board of Directors present and agree to approve the minutes and they sign them, and the minutes contain all the content as stipulated in points a, b, c, d, e, f, g, and h of Clause 1, Article 40 of the Corporation's Charter, then these minutes shall be valid. The meeting minutes clearly state that the chairperson and the person recording the minutes refused to sign the minutes. The person signing the minutes is jointly liable for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson and the person recording the minutes are personally liable for any damages incurred by the enterprise due to their refusal to sign the meeting minutes, as stipulated in this Law, the company's charter, and relevant laws.

After each meeting, based on the issues approved by the Board of Directors (according to the minutes of the Board of Directors' meeting), the meeting secretary is responsible for submitting them to the Chairman of the Board of Directors for implementation as a resolution, decision, or notice... for execution as prescribed.

10. Resolutions and decisions of the Board of Directors will be sent to all Board Members, specialized departments/units, relevant organizations of the Corporation and relevant agencies (if requested), or disseminated through mass media, on the Corporation's website in accordance with the procedures and regulations of the Enterprise Law and securities law.

#### **Article 17. Subcommittees under the Board of Directors and the Person in Charge of Corporate Governance**

1. The Board of Directors may establish subordinate subcommittees to support the performance of the functions and duties of the Board of Directors in accordance with the law and the Corporation's Charter; The establishment and operation of subcommittees include regulations on the role, responsibilities, and authority of each subcommittee and each member within the subcommittee; the nomination, candidacy, election, dismissal, and removal of members of the subcommittees; the term, number, qualifications, and structure of the subcommittees, as well as regulations on the operation of the subcommittees, as decided by the Board of Directors.

2. The Board of Directors appoints the Person in Charge of Corporate Governance in accordance with the law and Clause 5, Article 38 of the Corporation's Charter.
3. In accordance with the Resolution of the Board of Directors, the Chairman of the Board of Directors shall appoint one or more persons to serve as the General Secretary of the Corporation to assist the Board of Directors and the Chairman of the Board of Directors in fulfilling their duties within their authority as prescribed by law and the Corporation's Charter; the rights and obligations of the General Secretary of the Corporation are stipulated in Clause 5, Article 156 of the Enterprise Law.

## **CHAPTER IV**

### **SUPERVISORY BOARD**

#### **Article 18. Role, Rights and Obligations of the Supervisory Board, Responsibilities of Supervisory Board Members of the Corporation**

The Supervisory Board is the body that oversees the operations of the Corporation, inspecting and supervising the Board of Directors, the General Director, and other managers in the management and operation of the Corporation in accordance with the law and the Corporation's Charter.

1. The Supervisory Board exercises its rights and obligations as stipulated in the Enterprise Law and the provisions of Articles 51 and 52 of the Corporation's Charter.

2. The Head of the Supervisory Board has the following rights and obligations:

a) To develop the program and plan of activities of the Supervisory Board;

b) To prepare, convene, and chair meetings of the Supervisory Board.

c) To request the Board of Directors, the General Director, and other managers to provide relevant information for reporting to the Supervisory Board;

d) Prepare and sign the Supervisory Board's report after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

e) Direct, implement, and supervise the performance of duties of the Supervisory Board and each Supervisor.

f) Other rights and obligations as prescribed by law and the Corporation's Charter.

3. Responsibilities of Supervisory Board members are as stipulated in Article 54 of the Corporation's Charter. Supervisory Board members are responsible for performing their duties honestly, carefully, and in the legitimate interests of the Corporation and its shareholders; complying with the law, the Corporation's Charter, and this Regulation.

#### **Article 19. Term, number, composition, and structure of Supervisory Board members**

1. The Supervisory Board shall have 3 members, and more than half of the members must be residents of Vietnam. The term of office of a Supervisor is 5 years and they may be re-elected for an unlimited number of terms. 1. In the event that a Supervisory Board member's term ends at the same time as a new Supervisory Board member's term, the

former Supervisory Board member shall continue to exercise their rights and obligations until a new Supervisory Board member is elected and assumes their duties.

2. The standards and conditions for Supervisory Board members shall comply with the provisions of Article 50 of the Corporation's Charter and relevant legal regulations. The Head of the Supervisory Board must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the Corporation's business activities. The composition of the Supervisory Board members must meet the requirements for expertise and experience in the above fields. Members of the Supervisory Board must possess good moral character, honesty, and integrity in order to effectively perform the function of inspecting and supervising the Corporation's operations.

3. The nomination and candidacy of members of the Supervisory Board shall be carried out in accordance with the provisions of Clause 3, Article 49 of the Corporation's Charter, ensuring the right to nominate and candidacy of shareholders or groups of shareholders as prescribed by law and the Corporation's Charter. Shareholders or groups of shareholders exercising the right to nominate and candidacy must meet the conditions regarding the percentage of shares owned and the time of holding shares as prescribed by law and the Corporation's Charter:

a) Shareholders holding voting shares have the right to combine their individual voting shares to nominate candidates for the Supervisory Board. Shareholders or groups of shareholders holding from 10% to less than 30% of the total voting shares may nominate one (01) candidate; from 30% to less than 50% may nominate a maximum of two (02) candidates; and from 50% or more may nominate a maximum of three (03) candidates.

b) If the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate according to the General Meeting of Shareholders' decision, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders, or nominated by an organization according to the mechanism stipulated in the Election Regulations. The nomination mechanism or method for nominating candidates for the Supervisory Board must be clearly announced and approved by the General Meeting of Shareholders before the nomination process begins..

4. The election of the Supervisory Board must be conducted using the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Supervisory Board, and shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected Supervisory Board members are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the required number of members is reached. In the case of two or more candidates with the same number of votes. If there is an equal number of votes for the last remaining member of the Supervisory Board, a re-election will be held among the candidates with the same number of votes, or a selection will be made according to the election regulations or the Corporation's Charter. The Head of the Supervisory Board is elected by the Supervisory Board from among its Supervisors. The

election, dismissal, and removal of the Head of the Supervisory Board shall be based on the majority principle.

5. The General Meeting of Shareholders shall dismiss the Supervisory Board member in the following cases:

a) No longer meeting the qualifications and conditions for being a Supervisory Board Member as stipulated in Article 50 of the Corporation's Charter.

b) Submitting a resignation letter and having it accepted.

c) Other cases as stipulated by law and the Corporation's Charter.

6. The General Meeting of Shareholders shall remove the Supervisory Board member in the following cases:

a) Failure to complete assigned tasks and duties.

b) Failure to exercise their rights and obligations for six consecutive months, except in cases of force majeure.

c) Serious or repeated violations of the duties and responsibilities of a Supervisory Board member as stipulated by law and the Corporation's Charter.

d) Other cases as stipulated by law and the Corporation's Charter.

6. The election, dismissal, and removal of the Supervisory Board member shall be notified to the relevant parties in accordance with the law and the Corporation's Charter. Within 24 hours of the Shareholders' General Meeting unanimously approving the results of the election, dismissal, or removal of the Supervisory Board, the Corporation is responsible for publishing the information in accordance with the provisions of the law.

7. The salary, remuneration, bonuses, and other benefits of the Supervisory Board shall be implemented in accordance with state regulations, resolutions of the Shareholders' General Meeting, Article 53 of the Corporation's Charter, the Corporation's salary regulations, and other relevant legal provisions.

## CHƯƠNG V

### TỔNG GIÁM ĐỐC

#### **Điều 20. Vai trò, trách nhiệm, quyền và nghĩa vụ của Tổng giám đốc**

1. Tổng giám đốc là người đại diện theo pháp luật thường trực của Tổng công ty, là người điều hành công việc kinh doanh hằng ngày và là chủ tài khoản ngân hàng của Tổng công ty; chịu sự giám sát của Hội đồng quản trị; chịu trách nhiệm trước Hội đồng quản trị, Đại hội đồng cổ đông và trước pháp luật về việc thực hiện các quyền và nghĩa vụ được giao.

2. Tổng giám đốc có các quyền và nghĩa vụ theo quy định tại Khoản 3, Khoản 4 Điều 43 Điều lệ Tổng công ty.

3. Trách nhiệm của Tổng giám đốc được quy định tại Điều 46 Điều lệ Tổng công ty và các quy định pháp luật có liên quan. Tổng Giám đốc có trách nhiệm thực hiện nhiệm vụ được giao một cách trung thực, cẩn trọng và vì lợi ích hợp pháp của cổ đông. Cổ đông, nhóm cổ đông sở hữu ít nhất 01% tổng số cổ phần phổ thông có quyền khởi kiện đối với Tổng giám đốc theo Điều 47 Điều lệ Tổng công ty.

4. Tiền lương, thù lao, thưởng và các lợi ích khác của Tổng giám đốc được thực hiện theo quy định tại Điều 44 Điều lệ Tổng công ty và *Pháp luật có liên quan*.

#### **Điều 21. Bổ nhiệm, miễn nhiệm, ký hợp đồng với Tổng giám đốc**

Hội đồng quản trị bổ nhiệm một người trong số họ hoặc thuê người khác làm Tổng giám đốc theo quy định của pháp luật và Điều lệ Tổng công ty.

1. Nhiệm kỳ của Tổng giám đốc là 05 năm và có thể được bổ nhiệm lại với số nhiệm kỳ không hạn chế.

2. Tiêu chuẩn, điều kiện của Tổng giám đốc theo quy định tại Khoản 5 Điều 162 Luật doanh nghiệp.

3. Tổng giám đốc (trừ trường hợp Tổng giám đốc là thành viên HĐQT, do HĐQT bổ nhiệm) được Tổng công ty xem xét ký hợp đồng thuê hoặc hợp đồng lao động theo quy định của pháp luật. Chủ tịch Hội đồng quản trị là người thay mặt Hội đồng quản trị ký hợp đồng thuê Tổng giám đốc (trường hợp thuê).

4. Trường hợp Tổng giám đốc là người do Hội đồng quản trị bổ nhiệm trong số họ, bị miễn nhiệm, bãi nhiệm trong trường hợp sau:

a) Theo Khoản 5 Điều 5 của Quy chế này (như đối với thành viên Hội đồng quản trị).

b) Làm việc thiếu trách nhiệm, điều hành công việc kinh doanh hằng ngày của Tổng công ty kém hiệu quả.

5. Trường hợp Tổng giám đốc là người do HĐQT thuê bị miễn nhiệm, bãi nhiệm, chấm dứt Hợp đồng theo quy định đã thỏa thuận cụ thể trong hợp đồng.

#### **Điều 22. Thông báo bổ nhiệm, miễn nhiệm, bãi nhiệm, ký hợp đồng, chấm dứt hợp đồng đối với Tổng giám đốc.**

Việc bổ nhiệm, ký hợp đồng, miễn nhiệm, bãi nhiệm, chấm dứt hợp đồng đối với Tổng giám đốc được công bố thông tin, thông báo theo quy định của Pháp luật và Điều lệ Tổng công ty.

## **CHAPTER VI**

### **COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, SUPERVISORY BOARD AND GENERAL DIRECTOR**

#### **Article 23. Procedures for convening and notifying meetings**

The Board of Directors shall hold meetings at least once every quarter and may hold extraordinary meetings. Meetings of the Board of Directors shall be attended by Board Members, the General Director, representatives of the Supervisory Board, and may include other management personnel or relevant individuals.

The procedures for convening, notifying meetings, recording minutes, voting, adopting resolutions and decisions, and notifying the results of the meeting shall be carried out in accordance with the law, the Charter and the operating regulations of the Board of Directors.

Resolutions, decisions, and results of Board of Directors meetings are sent to the Head of the Supervisory Board and the General Director as prescribed..

#### **Article 24. Cases where the General Director and the Supervisory Board request a meeting of the Board of Directors and issues requiring the opinion of**

## **the Board of Directors**

1. The General Director requests a meeting of the Board of Directors when:
  - a) It is necessary to request the Board of Directors to consider resolutions and decisions on issues and contents within the authority of the Board of Directors;
  - b) Issues within the authority of the General Director but which the General Director deems necessary to hold a meeting of the Board of Directors to report and directly consult with the Board of Directors to find the best solution.
  - c) When issues arise that significantly impact business results, or pose a risk to the safety of capital and asset management in the enterprise, requiring the Board of Directors' decision to promptly report and explain to the supervisory body and the owner's representative body as prescribed by law.
  - d. Other cases as prescribed by law, the Charter and other Regulations of the Corporation.
  - e) Other cases as prescribed by law, the Charter and other Regulations of the Corporation.
2. The Supervisory Board proposes convening a meeting of the Board of Directors when:
  - a) When it is discovered that a member of the Board of Directors or the General Director, in the course of managing, operating and performing their duties and powers, has seriously violated the Enterprise Law, the Corporation's Charter, the Shareholders' General Meeting Resolutions and the Resolutions and Decisions of the Corporation's Board of Directors.
  - b) Other cases as prescribed by law, the Charter and other Regulations of the Corporation.
3. Proposals must be in writing, clearly stating the purpose, the issues to be discussed and decided within the authority of the Board of Directors.

### **Article 25. General Director's Report to the Board of Directors on the Performance of Assigned Duties and Powers**

1. On a monthly, quarterly, and annual basis, the General Director shall submit reports on the production and business activities of the Corporation to the Board of Directors, along with necessary recommendations for the implementation and completion of assigned tasks. When risks or incidents are detected that may negatively affect the production and business activities or the reputation of the Corporation, the General Director shall promptly report to the Board of Directors for appropriate action.

2. The General Director is responsible for submitting ad hoc reports on matters related to the Corporation's operations, as requested by the Board of Directors.

### **Article 26. Review of the exercise of powers, obligations; resolutions, decisions and other delegated matters of the Board of Directors to the General Director**

Annually or on an ad hoc basis as requested, the Board of Directors will evaluate the General Director on the process of exercising powers, obligations and tasks

assigned by the Board of Directors, sense of responsibility; results and level of completion of assigned tasks.

1. The Board of Directors leads and supervises all activities of the General Director on the basis of creating the best conditions in terms of mechanisms, policies, human resources, and facilities to help the General Director complete assigned tasks.

2. The Board of Directors implements rewards and disciplinary actions, and handles violations against the General Director objectively on grounds and basis in accordance with the provisions of law, the Charter and internal regulations of the Corporation.

3. When implementing resolutions and decisions of the Board of Directors, if any issue is found to be detrimental to the Corporation, the General Director shall propose to the Board of Directors to review and adjust the resolution or decision. If the Board of Directors does not adjust the resolution or decision, the General Director must still implement it but has the right to reserve his opinion and make recommendations to the nearest General Meeting of Shareholders.

4. Three working days before each Board of Directors meeting, the General Director must submit a written report on the monthly, quarterly, and annual business performance and future operational direction of the Corporation to the Board of Directors (through the Secretary of the Board of Directors). The General Director is responsible for reporting to the Board of Directors on all matters related to the Corporation's business operations.

5. The Chairman of the Board of Directors shall attend or send a representative of the Board of Directors to attend briefing meetings and meetings to prepare proposals for submission to the Board of Directors chaired by the General Director. 5. The Chairman of the Board of Directors or the representative of the Board of Directors attending the meeting has the right to speak and contribute opinions but does not have the right to conclude the meeting.

6. The General Director is responsible for reporting in writing to the Board of Directors on the performance of assigned duties and powers on a regular basis. In addition to regular reports, at the request of the members of the Board of Directors, the General Director, Deputy General Director, Chief Accountant, and management staff of the Corporation shall report directly or provide information and reports directing the resolution of issues related to the work assigned to them; In case of discovering risks or incidents that may significantly affect the reputation or results, efficiency, and safety of the Corporation's business operations, or other matters deemed necessary, the General Director must immediately report to the Board of Directors for timely guidance and resolution; All documents and reports submitted to the Board of Directors must be signed by the General Director. In exceptional circumstances, the General Director may authorize a Deputy General Director in writing to perform the task; however, the General Director remains responsible for the authorized actions.

**Article 27. Issues the General Director must report, provide information on, and the method of notification to the Board of Directors and the Supervisory Board**

1. When discovering any content of resolutions, decisions, and directives of the Board of Directors that is not beneficial to the Corporation, the General Director is

responsible for reporting and requesting the Board of Directors to consider and adjust it accordingly. If the Board of Directors does not adjust the resolution, decision, or directive, the General Director must still implement that resolution, decision, or directive, but has the right to reserve his/her opinion (with written notification to the Board of Directors and the Supervisory Board) and report to the General Meeting of Shareholders for consideration at the nearest meeting.

2. Timely, complete, and accurate notification to the Board of Directors and the Supervisory Board regarding the enterprises that he/she is required to declare according to the provisions of Clause 2, Article 164 of the Enterprise Law.

3. Fulfill other reporting and information provision responsibilities as prescribed by law and by the Corporation.

**Article 28. Coordination of control, operation, and supervision activities among members of the Board of Directors, supervisors, and the General Director according to the specific tasks of the members mentioned above**

1. The Board of Directors supervises the activities of the General Director's Board by attending briefing meetings, periodic reports on business operations and activities related to the management and operation of the Corporation, including the financial situation. The Supervisory Board is invited to attend meetings with the Board of Directors and the General Director to provide input and perform its supervisory function.

2. Specific contents regarding coordination and the relationship between the Board of Directors, the General Director, and the Supervisory Board are detailed in the Regulations on the operation of the Board of Directors, the Regulations on the operation of the General Director's Board, and the Regulations on the operation of the Supervisory Board:

a) Relationship between members of the Board of Directors

i) The relationship between members of the Board of Directors is one of coordination; i) Board members are responsible for informing each other about relevant issues during the handling of their assigned tasks.

ii) During the handling of tasks for which a Board member is primarily responsible, if an issue arises that relates to the area of responsibility of another Board member and requires that member's opinion, the Board member primarily responsible must proactively coordinate the handling. If there are differing opinions among Board members, the Board member primarily responsible shall report to the Chairman of the Board for consideration and decision within his/her authority, or organize a meeting or seek the opinions of the Board members in accordance with the law, the Charter, and the internal regulations of the Corporation.

iii) In the event of a reassignment of tasks among Board members, the Board members must hand over the work, files, and related documents in writing

b) Working relationship between the Board of Directors and the Supervisory Board

i) The Board of Directors shall provide the best possible conditions for the Supervisory Board to perform its functions, powers, and duties, providing it with all

necessary documents and information, and respecting its independence and objectivity. At the same time, the Board of Directors shall be responsible for directing and supervising the rectification and handling of violations as recommended and proposed by the Supervisory Board.

ii) The Supervisory Board must promptly notify the Board of Directors when it discovers violations by the Corporation's managers in accordance with the law and the Corporation's internal regulations; the Board of Directors has the right to request the Supervisory Board to conduct inspections and supervision as required.

iii) Through the Supervisory Board, the Board of Directors shall review the accuracy of the financial statements; financial information; and the effectiveness of internal control activities and the management of disclosed information.

3. Responsibility for Honesty and Avoidance of Conflicts of Interest of Board Members, Supervisory Board Members, General Director, and Corporation Managers:

a. Board members, General Director, Supervisory Board Members, Deputy General Directors, Chief Accountants, and other executives and related parties are not permitted to use business opportunities that may benefit the Corporation for personal gain; they are not permitted to use information obtained through their positions for personal gain and/or to serve the interests of other organizations and/or individuals.

b. Board members, General Director, Supervisory Board Members, Deputy General Directors, Chief Accountants, and other executives have the responsibility and obligation to inform the Board of Directors of contracts between the Corporation and the respective parties or those related to those parties. These parties may continue to perform the contracts when Board members with no related rights or interests have decided not to pursue the matter.

c. The Corporation is not permitted to grant loans or guarantees to members of the Board of Directors, the General Director, the Supervisory Board, the Deputy General Director, the Chief Accountant, and other executives and related parties, or any legal entity with which the aforementioned individuals have related rights and interests, unless otherwise decided by the General Meeting of Shareholders.

d. Members of the Board of Directors are not permitted to vote on transactions in which they or their related parties participate, even if the rights and interests of the Board member in such transactions have not yet been determined. Such transactions must be presented in the Notes to the Financial Statements for the same period and disclosed in the Annual Report.

e. Members of the Board of Directors, the General Director, the Auditor, the Deputy General Director, the Chief Accountant, and other executives or persons related to the above-mentioned individuals are prohibited from using unpublished information of the Corporation to disclose to others or to conduct related transactions on their own.

#### **Article 29. Internal Audit**

1. The Board of Directors shall issue the Internal Audit Regulations.

2. The Corporation must conduct internal audits in accordance with the Internal Audit Regulations and legal provisions.

3. The Board of Directors may establish an Internal Audit Department under the Board of Directors to carry out internal inspection, evaluation, and audit activities in accordance with legal provisions and the Corporation's regulations.

## **CHAPTER VII OTHER MATTERS**

### **Article 30. Coordination among the Board of Directors, Party Committee, Supervisory Board, and General Director**

1. The Board of Directors shall coordinate with the Corporation's Party Committee in leading and directing the implementation of political tasks, development strategies, and business operations of the Corporation in accordance with the provisions of law, the Corporation's Charter, and relevant Party regulations.

2. Coordination among the Party Committee, Board of Directors, and General Director shall be carried out in accordance with the Regulation on the Coordination between the Party Committee, the Board of Directors, and the General Director of the Corporation.

3. The Board of Directors, the Supervisory Board, and the General Director are responsible for fully implementing the coordination, information exchange, and reporting requirements stipulated in the above Regulation to ensure Party leadership and to enhance the governance and operational effectiveness of the Corporation..

### **Điều 31. Information Disclosure**

1. The Corporation shall disclose information fully, timely, and accurately in accordance with the provisions of the law on securities, the securities market, and the Corporation's Charter.

2. The scope of information disclosure includes:
- a) Periodic disclosures as required by law;
  - b) Extraordinary disclosures in the event of incidents affecting the Corporation's business operations, financial status, or share price;
  - c) Disclosures as required by competent state regulatory authorities;
  - d) The Corporation shall conduct disclosures through legally prescribed channels, including the disclosure system of the State Securities Commission, the Stock Exchange, and on the Corporation's website;
  - e) The legal representative of the Corporation is responsible for organizing information disclosure and may delegate the Corporate Governance Officer or a dedicated department to perform disclosure obligations in accordance with regulations;
  - g) Disclosed information must be transparent, truthful, non-misleading, and ensure the legal rights and interests of shareholders and investors;
  - h) The Corporation is responsible for storing, managing, and providing disclosed information in accordance with legal provisions.

## **CHAPTER VIII PERFORMANCE EVALUATION, REWARDS AND DISCIPLINE FOR**

**MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE  
SUPERVISORY BOARD, THE GENERAL DIRECTOR AND OTHER  
MANAGEMENT STAFF**

**Article 32. Performance Evaluation for Members of the Board of Directors, Members of the Supervisory Board, the General Director and Management Staff**

1. Annually, the Board of Directors shall evaluate the performance of each member of the Board of Directors and the General Director, based on the functions and duties stipulated in the Charter, according to the assignment and results of the implementation of the Board of Directors' program and plan.
2. The Supervisory Board shall evaluate the performance of each member of the Supervisory Board based on the functions and duties stipulated in the Charter, according to the assignment and results of the implementation of the Supervisory Board's plan.
3. The General Director presides over the evaluation of other executives based on the Corporation's regulations and the annual performance results of each individual executive.

**Article 33. Awards and Recognition**

1. Annually, based on the evaluation results of the Board of Directors, the Supervisory Board, and the Executive Board, the General Director submits to the Board of Directors a proposal for awards and recognition to organizations and individuals according to the level of task completion as stipulated in the Corporation's Regulations on Awards and Recognition.
2. Award System: In cash or in kind.
3. Funding for awards and recognition is drawn from the Corporation's Award Fund or production and business expenses.
4. Award Levels: Based on the actual situation of each year, specific award levels will be determined.

**Article 34. Handling of Violations and Disciplinary Actions**

1. Annually, based on the evaluation results as stipulated in Article 46 of this Regulation, members of the Board of Directors, the Supervisory Board, the General Director, and other management personnel who fail to fulfill their duties or commit violations will be subject to disciplinary action and will be held accountable in accordance with the law and the Corporation's regulations.

2. In cases where members of the Board of Directors, the General Director, members of the Supervisory Board, and management personnel, while performing their duties and powers, commit acts that violate the law and cause damage to the Corporation, they will be subject to compensation for damages to the Corporation in accordance with the law and the Corporation's Charter.

**CHAPTER IX  
EFFECTIVENESS AND IMPLEMENTATION**

**Article 35. Effectiveness and Scope of Application**

1. This Internal Regulation on Corporate Governance takes effect from the date

of signing, replacing the Internal Regulation on Corporate Governance of Vietnam Forestry Corporation - Joint Stock Company issued with Decision No. 155/QĐ-HDQT-DTTC dated April 28, 2021.

2. In case of other issues not addressed in this Regulation, they will be adjusted according to the Corporation's Charter, other regulations and rules of the Corporation, and relevant laws governing the Corporation's operations.

In case the provisions of this Regulation are not in accordance with new legal provisions or the Corporation's Charter, those new provisions shall automatically apply and amend the content of this Regulation.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director and other management staff; heads of departments and units of the Corporation and relevant individuals are responsible for implementing this regulation.

### **Article 36. Amendment of internal regulations on corporate governance**

This regulation may be amended or supplemented to conform with new regulations, actual circumstances and approved by the General Meeting of Shareholders at....

**ON BE HALF OF  
THE BOARD OF DIRECTOR  
CHAIRMAN**

**Phi Manh Cuong**

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