

*Hanoi, January 12, 2026*

## **REGULATIONS ON THE OPERATIONS OF THE BOARD OF DIRECTORS**

*Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amending and supplementing documents;*

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amending and supplementing documents;*

*Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities;*

*Pursuant to Decree No. 245/2025/NĐ-CP dated September 11, 2025, amending Decree No. 155/2020/NĐ-CP guiding the Law on Securities;*

*Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance guiding several articles on corporate governance applicable to public companies in Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government;*

*Pursuant to the Charter of Vietnam Electronics and Informatics Joint Stock Corporation;*

*Pursuant to Resolution of the General Meeting of Shareholders No. 01-2026NQ/ĐT-ĐHĐCĐ dated January 08, 2026;*

*The Board of Directors hereby promulgates the Regulations on the Operations of the Board of Directors of Vietnam Electronics and Informatics Joint Stock Corporation;*

The Regulations on the Operations of the Board of Directors of Vietnam Electronics and Informatics Joint Stock Corporation include the following contents:

### **CHAPTER I GENERAL PROVISIONS**

#### **Article 1. Scope of regulation and subjects of application**

1. Scope of regulation: The Regulations on the Operations of the Board of Directors stipulate the organizational structure, personnel, operating principles, powers, and duties of the Board of Directors and its members to ensure operations comply with the Law on Enterprises, the Charter of the Corporation, and other relevant legal provisions.

2. Subjects of application: These Regulations apply to the Board of Directors and the members of the Board of Directors.

#### **Article 2. Operating principles of the Board of Directors**

1. The Board of Directors works on a collective principle. Members of the Board of Directors shall take individual responsibility for their own assigned tasks and are jointly responsible to the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors regarding the development of the Corporation.

2. The Board of Directors shall assign the General Director to organize and manage the implementation of the resolutions and decisions of the Board of Directors.

### **CHAPTER II MEMBERS OF THE BOARD OF DIRECTORS**

#### **Article 3. Rights and duties of members of the Board of Directors**

1. Members of the Board of Directors have full rights as prescribed by law and the Charter of the Corporation, including the right to be provided with information and documents regarding the financial situation and business operations of the Corporation and units within the Corporation.



2. Members of the Board of Directors have the duty to comply with the law, the Charter of the Corporation, and the following duties:

- a. To perform their duties honestly and prudently for the highest benefit of shareholders and the Corporation;
- b. To fully attend meetings of the Board of Directors and provide opinions on discussed issues;
- c. To report in a timely and full manner to the Board of Directors the remunerations received from subsidiaries, affiliated companies, and other organizations;
- d. To report to the Board of Directors at the nearest meeting on transactions between the Corporation, subsidiaries, or other companies in which the Corporation holds control of over 50% of the charter capital with that member of the Board of Directors and their related persons; transactions between the Corporation and companies in which a member of the Board of Directors is a founding member or a business manager within the most recent 03 years prior to the time of transaction;
- e. To perform information disclosure when conducting transactions of the Corporation's shares in accordance with the law.

#### **Article 4. Right to be provided with information of members of the Board of Directors**

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, and other managers in the Corporation to provide information and documents regarding the financial situation and business operations of the Corporation.

2. The order and procedures for requesting and providing information as stipulated in Clause 1 of this Article shall be implemented in accordance with the Law on Enterprises, the Law on Securities, other relevant current legal provisions, and the internal governance regulations of the Corporation regarding the provision of information (if any).

#### **Article 5. Term and number of members of the Board of Directors**

1. The number of members of the Board of Directors shall be at least three (03) and at most eleven (11) persons.

2. The term 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. In the event that all members of the Board of Directors terminate their terms at the same time, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over the work.

3. The title of Vice Chairman of the Board of Directors shall be elected by the Board of Directors based on the personnel nomination of the Chairman of the Board of Directors from among the current members of the Board of Directors. The duties of the Vice Chairman of the Board of Directors shall be assigned by the Board of Directors.

#### **Article 6. Standards and conditions for members of the Board of Directors**

1. Members of the Board of Directors must meet the following standards and conditions:

- a. Not being among the subjects prescribed in Clause 2, Article 17 of the Law on Enterprises;
- b. Having professional qualifications and experience in business management or in the fields, sectors, and business lines of the Corporation and not necessarily being a shareholder of the Corporation;
- c. A member of the Board of Directors of the Corporation may concurrently be a member of the Board of Directors of a maximum of 05 other public companies.

2. Independent members of the Board of Directors as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises must meet the following standards and conditions:

- a. Not being a person currently working for the Corporation, the parent company, or subsidiaries of the Corporation; not being a person who used to work for the Corporation, the parent company, or subsidiaries of the Corporation within at least the 03 preceding consecutive years;



b. Not being a person currently receiving salaries or remuneration from the Corporation, except for the allowances that members of the Board of Directors are entitled to as prescribed;

c. Not being a person whose spouse, biological parents, adoptive parents, biological children, adopted children, siblings are major shareholders of the Corporation; being a business manager of the Corporation or subsidiaries of the Corporation;

d. Not being a person directly or indirectly owning at least 01% of the total number of shares with voting rights of the Corporation;

e. Not being a person who used to be a member of the Board of Directors or the Board of Controllers of the Corporation within at least the 05 preceding years, except for cases of being appointed for 02 consecutive terms.

3. Independent members of the Board of Directors must notify the Board of Directors of no longer meeting all the standards and conditions prescribed in Clause 2 of this Article and shall naturally no longer be an independent member of the Board of Directors from the date of failure to meet such standards and conditions. The Board of Directors shall notify the case of an independent member of the Board of Directors no longer meeting all standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within 06 months from the date of receipt of the notice from the relevant independent member of the Board of Directors.

#### **Article 7. 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 the members of the Board of Directors.

2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director of the Corporation.

3. The Chairman of the Board of Directors has the following rights and duties:

a. To establish programs and operating plans of the Board of Directors;

b. To prepare programs, agendas, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;

c. To organize the approval of resolutions and decisions of the Board of Directors;

d. To supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;

e. To chair the General Meeting of Shareholders;

f. Other rights and duties as prescribed by the Law on Enterprises and the Charter of the Corporation.

4. In the event that the Chairman of the Board of Directors submits a resignation letter or is removed or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation letter or the date of removal or dismissal. In the event that the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to perform the rights and duties of the Chairman of the Board of Directors in accordance with the principles prescribed in the Charter of the Corporation. In the event that no one is authorized or the Chairman of the Board of Directors is dead, missing, detained, serving an imprisonment sentence, serving administrative handling measures at a compulsory detoxification center or compulsory education institution, absconding from their residence, has limited or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by the Court from holding certain positions or practicing certain occupations, the remaining members shall elect one person among the members to hold the position of Chairman of the Board of Directors according to the principle of a majority of the remaining members' approval until there is a new decision from the Board of Directors.

#### **Article 8. Dismissal, removal, replacement, and addition of members of the Board of Directors**



1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

a. Not meeting the standards and conditions as prescribed in Article 6 of these Regulations;

b. Having a resignation letter which is approved;

2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the event of not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors in cases other than those prescribed in Clause 1 and Clause 2 of this Article.

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a. The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Charter of the Corporation. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b. Except for the cases prescribed in Point a of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed at the nearest meeting.

#### **Article 9. Methods of electing members of the Board of Directors**

1. Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares have the right to nominate candidates for the Board of Directors as prescribed in Clause 2 of this Article.

2. Shareholders holding ordinary shares have the right to aggregate the number of voting shares of each person to nominate candidates for the Board of Directors. A shareholder or a group of shareholders holding from 10% to less than 20% of the total voting shares is entitled to nominate at most one (01) candidate; from 20% to less than 30% at most two (02) candidates; from 30% to less than 40% at most three (03) candidates; from 40% to less than 50% at most four (04) candidates; from 50% to less than 60% at most five (05) candidates; from 60% to less than 70% at most six (06) candidates; from 70% to less than 80% at most seven (07) candidates; and from 80% to less than 90% at most eight (08) candidates.

3. Ordinary shareholders who form a group to nominate candidates for the Board of Directors must notify attending shareholders of the group meeting before the opening of the General Meeting of Shareholders.

4. In the event that the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as required in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may nominate additional candidates or organize the nomination according to a mechanism prescribed in the Charter of the Corporation, the Internal Regulations on Corporate Governance, and the Regulations on the Operations of the Board of Directors. The mechanism for the incumbent Board of Directors to nominate additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

5. The voting to elect members of the Board of Directors must be conducted by the method of cumulative voting, 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 for the Board of Directors, and shareholders have the right to aggregate all or part of their total votes for one or more candidates. Elected members of the Board of Directors shall be determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members as prescribed in the Charter of the Corporation is reached. In the event that there are 02 or more candidates for the last member of the Board of Directors who reach the same number of votes, a re-election shall be conducted among the candidates with an equal number of votes or a selection shall be made according to the criteria in the election regulations.



## **Article 10. Disclosure of information on election, dismissal, and removal of members of the Board of Directors**

1. In the event that candidates for the Board of Directors have been identified, the Corporation must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Corporation's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, prudently, and for the highest benefit of the Corporation if elected as a member of the Board of Directors. Disclosed information related to candidates for the Board of Directors includes:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Working experience;
- d. Other management positions (including positions in the Board of Directors of other companies);
- e. Interests related to the Corporation and other related parties of the Corporation;
- f. The Corporation is responsible for disclosing information regarding the companies in which the candidate is holding the position of member of the Board of Directors, other management positions, and interests related to the Corporation of the candidate for the Board of Directors (if any).

2. The notification of results regarding the election, dismissal, and removal of members of the Board of Directors shall be implemented in accordance with the guiding regulations on information disclosure.

## **CHAPTER III THE BOARD OF DIRECTORS**

### **Article 11. Rights and duties of the Board of Directors**

1. The Board of Directors is the management body of the Corporation, having full authority to act in the name of the Corporation to decide and exercise the rights and duties of the Corporation, except for those within the authority of the General Meeting of Shareholders.

2. The rights and duties of the Board of Directors are prescribed by law, the Charter of the Corporation, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:

- a. To decide on strategies, medium-term development plans, and annual business production plans and budgets;
- b. To recommend the classes of shares and total number of shares of each class authorized for offering;
- c. To determine operational objectives based on the strategic objectives approved by the General Meeting of Shareholders;
- d. To decide on the sale of unsold shares within the number of shares of each class authorized for offering; to decide on raising additional capital in other forms;
- e. To decide on the offering prices of shares and bonds of the Corporation;
- f. To decide on the redemption of shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- g. To decide on market development, marketing, and technology solutions;
- h. To decide on investment or sale of assets with a value from 35% to less than 50% of the total asset value recorded in the most recent financial statements of the Corporation;
- i. To decide on the organizational structure of the Corporation; to promulgate internal governance regulations of the Corporation, including regulations on the management of the



Corporation's capital contributions in other enterprises; to decide on the establishment of subsidiaries; to establish branches, representative offices, and capital contributions or share purchases of other enterprises;

j. To approve the programs, agendas, and documents for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;

k. To submit audited annual financial statements to the General Meeting of Shareholders;

l. To resolve complaints of the Corporation against managers appointed by the Board of Directors, as well as to decide on the selection of representatives of the Corporation to resolve issues related to the legal procedures against such managers;

m. To propose the classes of shares that can be issued and the total number of shares to be issued for each class;

n. To propose the issuance of convertible bonds and warrants allowing holders to purchase shares at a pre-determined price;

o. To decide on the offering prices of bonds, shares, and convertible securities in cases authorized by the General Meeting of Shareholders;

p. To elect, dismiss, and remove the Chairman and Vice Chairman of the Board of Directors; to appoint, dismiss, sign contracts, and terminate contracts with the General Director, Deputy General Directors, Chief Accountant, Consultants to the Board of Directors, Assistants to the Chairman of the Board of Directors, and Secretary to the Corporation; to decide on salaries, remuneration, bonuses, and other benefits for those persons; to appoint authorized representatives to participate in the Board of Directors or the General Meeting of Shareholders of other companies, and to decide on the level of remuneration and other benefits for such persons;

q. Supervise and direct the General Director, Deputy General Directors, and Chief Accountant in the day-to-day business operations of the Corporation;

r. To recommend the dividend rates to be paid; to decide on the timeline and procedures for dividend payment or handling losses incurred during the business process;

s. To recommend the reorganization or dissolution of the Corporation; to request the bankruptcy of the Corporation;

t. To approve contracts for purchase, sale, borrowing, lending, and other contracts with a value equal to or greater than 50% of the total asset value recorded in the most recent financial statements of the Corporation. This regulation does not apply to contracts and transactions prescribed in Point d, Clause 2, Article 138, Clause 1, and Clause 3, Article 167 of the Law on Enterprises;

u. To decide on the promulgation of the Regulations on the Operations of the Board of Directors, and the Internal Regulations on Corporate Governance of the Corporation after being approved by the General Meeting of Shareholders; the Regulations on Information Disclosure of the Corporation;

v. Other rights and duties as prescribed by the Law on Enterprises, the Law on Securities, and other legal provisions.

3. The Board of Directors shall pass resolutions and decisions by voting at meetings or collecting written opinions. Each member of the Board of Directors shall have one vote.

4. In the event that a resolution or decision passed by the Board of Directors is contrary to the law, resolutions of the General Meeting of Shareholders, or the Charter of the Corporation, causing damage to the Corporation, the members who approved the passage of such resolution or decision shall be jointly and individually liable for such resolution or decision and must compensate the Corporation for the damage; members who opposed the passage of the aforementioned resolution or decision shall be exempt from liability. In this case, shareholders of the Corporation have the right to request the Court to suspend the



implementation of or cancel the aforementioned resolution or decision.

**Article 12. Duties and powers of the Board of Directors in approving and signing transaction contracts**

1. The Board of Directors shall approve contracts and transactions with a value of less than 35% or transactions resulting in a total value of transactions arising within 12 months from the date of the first transaction of less than 35% of the total asset value recorded in the most recent financial statements between the Corporation and one of the following subjects:

- Members of the Board of Directors, Controllers, the General Director, other managers, and their related persons;
- Shareholders, authorized representatives of shareholders owning more than 10% of the total ordinary shares of the Corporation and their related persons;
- Enterprises related to the subjects prescribed in Clause 2, Article 164 of the Law on Enterprises.

2. The representative of the Corporation signing the contract or transaction must notify the members of the Board of Directors and Controllers of the subjects related to such contract or transaction and attach the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notice; members of the Board of Directors with interests related to the parties in the contract or transaction shall not have the right to vote.

**Article 13. Responsibilities of the Board of Directors in convening Extraordinary General Meetings of Shareholders**

1. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:

- a. The Board of Directors deems it necessary for the interests of the Corporation;
- b. The remaining number of members of the Board of Directors or the Board of Controllers is less than the minimum number of members as prescribed by law;
- c. At the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, and must be signed by the relevant shareholders, or the written request may be made in multiple copies and collected with the signatures of the relevant shareholders;
- d. At the request of the Board of Controllers;
- e. Other cases as prescribed by law.

2. Convening an Extraordinary General Meeting of Shareholders:

The Board of Directors must convene the General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Board of Controllers is less than the minimum number of members as prescribed by law, or from the date of receipt of the request prescribed in Point c and Point d, Clause 1 of this Article;

3. The person convening the General Meeting of Shareholders must perform the following tasks:

- a. To establish the list of shareholders entitled to attend the meeting;
- b. To provide information and resolve complaints related to the list of shareholders;
- c. To establish the program and agenda of the meeting;
- d. To prepare documents for the meeting;
- e. To draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting; the list and detailed information of candidates in the case of electing members of the Board of Directors and the Board of Controllers;
- f. To determine the time and location of the meeting;
- g. To send meeting invitations to each shareholder entitled to attend the meeting in



accordance with the Law on Enterprises;

h. Other tasks to serve the meeting.

#### **Article 14. Assisting apparatus of the Board of Directors**

##### **1. Secretary to the Corporation**

a. When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons to serve as the Secretary to the Corporation with a term and terms and conditions as decided by the Board of Directors. The Secretary to the Corporation has the duty to assist the work of the Board of Directors; the Board of Directors may also appoint one or more Assistants to the Secretary to the Corporation depending on each period.

b. The Secretary to the Corporation has the following rights and duties:

- To assist in organizing the convening of the General Meeting of Shareholders and meetings of the Board of Directors; to record meeting minutes;

- To assist members of the Board of Directors in performing their assigned rights and duties;

- To assist the Board of Directors in applying and implementing the corporate governance principles of the Corporation;

- To assist the Corporation in building shareholder relations and protecting the legitimate rights and interests of shareholders;

- To assist the Corporation in complying with the duties to provide information, disclose information, and administrative procedures;

- To provide financial information, copies of minutes of the Board of Directors, and other information to members of the Board of Directors and the Board of Controllers;

- To be responsible for information confidentiality in accordance with legal provisions and the internal governance regulations of the Corporation regarding information confidentiality (if any).

##### **2. Committees assisting the Board of Directors**

a. The Board of Directors may establish committees directly under it to be in charge of development policies, personnel, salaries and bonuses, internal audit, and risk management. The number of members of a committee shall be decided by the Board of Directors with a minimum of 03 persons, including members of the Board of Directors and external members. Independent members of the Board of Directors should account for the majority in the committee, and one of these members shall be appointed as the Head of the committee according to the decision of the Board of Directors. The operations of the committee must comply with the regulations of the Board of Directors. A resolution of a committee shall only take effect when a majority of the members attend and vote to pass it at the committee meeting.

b. The implementation of decisions of the Board of Directors, or of committees directly under the Board of Directors, must comply with current legal provisions and the provisions in the Charter of the Corporation and the Internal Regulations on Corporate Governance of the Corporation.

## **CHAPTER IV**

### **MEETINGS OF THE BOARD OF DIRECTORS**

#### **Article 15. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member who reaches the highest number of votes or the highest percentage of votes. In the event that there is more than one member reaching the same highest number of votes or the same highest percentage of votes, the members shall vote according to the principle of majority to select one (01) person among them to convene the meeting of the Board of Directors.



2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.

3. Regular meetings: The Chairman of the Board of Directors must convene regular meetings of the Board of Directors, establishing the program, agenda, time, and location of the meeting at least 05 (five) days prior to the expected date of the meeting.

4. Extraordinary meetings: The Chairman of the Board of Directors must convene extraordinary meetings of the Board of Directors when deemed necessary for the interests of the Corporation. Besides, the Chairman of the Board of Directors must convene a meeting of the Board of Directors without delay unless there is a justifiable reason, when one of the following subjects requests in writing clearly stating the purpose of the meeting and issues within the authority of the Board of Directors to be discussed and decided:

- a. The Board of Controllers;
- b. Independent members of the Board of Directors;
- c. The General Director or at least five (05) other managers;
- d. At least two (02) members of the Board of Directors;

Meetings of the Board of Directors mentioned in Clause 4 of this Article must be conducted within seven (07) working days from the date of receipt of the request. In the event that the Chairman of the Board of Directors does not convene the meeting of the Board of Directors within 07 working days from the date of receipt of the request as prescribed in Clause 3 of this Article, the Chairman of the Board of Directors must be responsible for damages arising to the Corporation; those who requested the meeting have the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

5. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send meeting invitations at least 05 days before the meeting date. The meeting invitation must clearly specify the time and location of the meeting, the program, the issues to be discussed, and decisions to be made. Meeting invitations must be accompanied by documents to be used at the meeting.

The invitation to the meeting of the Board of Directors can be sent by invitation letter, telephone, fax, electronic means, or other methods and must be guaranteed to reach the contact address of each member of the Board of Directors registered at the Corporation.

6. The Chairman of the Board of Directors or the person convening the meeting must send meeting invitations and accompanying documents to the Controllers as for the members of the Board of Directors.

The Controllers have the right to attend meetings of the Board of Directors; they have the right to participate in discussions but do not have the right to vote.

7. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members attend in person or through an authorized representative (proxy). In the event that the meeting convened in accordance with this Clause does not have a sufficient number of members attending as prescribed, a second meeting shall be convened within 07 days from the expected date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend the meeting.

8. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend the meeting and vote as prescribed in Clause 9 of this Article;
- c. Attending and voting through an online meeting, electronic voting, or other electronic forms;
- d. Sending votes to the meeting via mail, fax, or email.

9. Voting.

- a. Except for the case prescribed in Point b of this Clause, each member of the Board of



Directors or an authorized person directly attending the meeting in person shall have one (01) vote;

b. Members of the Board of Directors are not allowed to vote on contracts, transactions, or proposals in which such members or their related persons have interests and such interests conflict or may conflict with the interests of the Corporation. A member of the Board of Directors shall not be counted in the minimum number of attendees required to be present to hold a meeting of the Board of Directors regarding resolutions on which such member does not have the right to vote;

c. According to the provisions of Point d of this Clause, when an issue arises in a meeting of the Board of Directors related to the interests of a member of the Board of Directors or related to the voting rights of a member, and such issues are not resolved by the voluntary waiver of the voting rights of the relevant member of the Board of Directors, such issues shall be referred to the Chairman of the meeting for decision. The decision of the Chairman related to these issues is final, except where the nature or scope of the interests of the relevant member of the Board of Directors has not been fully disclosed;

d. Members of the Board of Directors who benefit from a contract as prescribed in Point a and Point b, Clause 6, Article 42 of the Charter of the Corporation shall be considered to have a significant interest in that contract.

10. In the event that votes are sent to the meeting via mail, the votes must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than 01 hour before the opening of the meeting. Votes shall only be opened in the presence of all attendees.

11. Meetings of the Board of Directors may be organized in the form of a conference between members of the Board of Directors when all or some members are at different locations, provided that each attending member is able to:

a. Hear each other member of the Board of Directors participating in and speaking at the meeting;

b. Speak to all other attending members simultaneously.

c. Communication between members may be conducted directly via telephone or other communication means (including the use of such means at the time of the meeting or thereafter) or a combination of all such methods. A member of the Board of Directors participating in such a meeting is considered "present" at that meeting. The location of the meeting held in accordance with this provision shall be the location where the largest group of members of the Board of Directors gathers, or if there is no such group, the location where the Chairman of the meeting is present.

12. Members must fully attend all meetings of the Board of Directors. A member may authorize another person to attend the meeting and vote if approved by a majority of the members of the Board of Directors.

13. Resolutions and decisions of the Board of Directors shall be passed if approved by a majority of the attending members; in the event of an equal number of votes, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

#### **Article 16. Minutes of meetings of the Board of Directors**

1. Meetings of the Board of Directors must be recorded in the minutes and may be sound recorded, recorded, and stored in other electronic forms. Minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, including the following main contents:

a. Name and address of the head office, enterprise code;

b. Time and location of the meeting;

c. Purpose, program, and agenda of the meeting;

d. Full name of each attending member or person authorized to attend the meeting and method of attendance; full name of members not attending the meeting and reasons;

e. Issues discussed and voted on at the meeting;



f. Summary of speeches of each attending member according to the chronological order of the meeting;

g. Voting results, clearly stating members who voted in favor, voted against, and abstained;

h. Passed issues and the corresponding percentage of passed votes;

i. Full names and signatures of the Chairman and the person recording the minutes, except for the case prescribed in Clause 2 of this Article.

2. In the event that the Chairman or the person recording the minutes refuses to sign the meeting minutes, but if signed by all other members of the Board of Directors attending the meeting and having all the contents as prescribed in Points a, b, c, d, e, f, g, and h, Clause 1 of this Article, these minutes shall take effect. The meeting minutes must clearly state the refusal of the Chairman or the person recording the minutes to sign the meeting minutes. The person signing the meeting minutes shall be jointly and individually liable for the accuracy and truthfulness of the contents of the minutes of the meeting of the Board of Directors. The Chairman and the person recording the minutes shall be personally liable for damages arising to the Corporation due to the refusal to sign the meeting minutes in accordance with relevant legal provisions.

3. The Chairman, the person recording the minutes, and the persons signing the minutes must be responsible for the truthfulness and accuracy of the contents of the minutes of the meeting of the Board of Directors.

4. Minutes of meetings of the Board of Directors and documents used in the meeting must be stored at the head office of the Corporation.

5. Minutes prepared in Vietnamese and a foreign language shall have equal legal validity. In the event of any discrepancy in the content between the Vietnamese version and the foreign language version, the content in the Vietnamese version shall be applied.

#### **Article 17. Collecting written opinions from members of the Board of Directors**

1. In the event that consensus within the Board of Directors is required to ensure the general management of the Corporation, but a meeting of the Board of Directors cannot be convened immediately, the collection of written voting opinions from members of the Board of Directors shall be organized and conducted according to the following procedure:

a. The functional units and departments of the Corporation, based on their assigned functions and duties, shall directly draft Proposals from the General Director of the Corporation (the General Director directly signs or authorizes the Deputy General Directors to sign Proposals according to their assigned fields), passing through the Secretary to the Corporation to report to the Chairman for opinions before requesting opinions from members of the Board of Directors.

b. After the Chairman gives opinions on the necessity of sending out requests for opinions to members of the Board of Directors, the Secretary to the Corporation shall directly prepare "Written Opinion Forms" (according to the template attached to this regulation), accompanied by the Proposals and related documents to be sent to members of the Board of Directors (via official dispatch or email) at least 01 working day before the expected deadline for collecting the "Written Opinion Forms." In urgent cases or to promptly resolve production and business management solutions where the content of the documents is not extensive, the "Written Opinion Forms" may be collected within a shorter period.

c. After the members of the Board of Directors send their written opinion forms to the Secretary to the Corporation, the Secretary to the Corporation is responsible for preparing a Vote Counting Minutes under the supervision and witness of at least one manager of the Corporation (as prescribed in the Charter). The Vote Counting Minutes shall be prepared according to the template in the Appendix attached to this Regulation. Based on the Vote Counting Minutes, the Chairman of the Board of Directors shall give directions for the Secretary to the Corporation to draft Resolutions and Decisions, which are then submitted to the Chairman of the Board of Directors to sign for promulgation in accordance with authority and legal provisions..

The "Written Opinion Forms," the summary of opinions, and the original copies of



Resolutions and Decisions signed by the Chairman of the Board of Directors on behalf of the Board of Directors for promulgation shall be stored by the Secretary to the Corporation.

2. A decision passed by collecting written opinions from members shall have the same validity as a decision passed at a meeting of the Board of Directors. A decision is effective if it gains the written consensus of a majority of the members of the Board of Directors from whom opinions were collected regarding the issue being consulted. In the event that the number of voting opinions (agree/disagree) is equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

## **CHAPTER V REPORTING AND DISCLOSURE OF INTERESTS**

### **Article 18. Annual reports**

1. At the end of the fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:

- a. Report on the business performance of the Corporation;
- b. Audited financial statements;
- c. Report evaluating the management and administration of the Corporation;
- d. Appraisal report of the Board of Controllers.

2 The reports prescribed in Points a, b, and c, Clause 1 of this Article must be sent to the Board of Controllers for appraisal no later than 30 days before the opening date of the Annual General Meeting of Shareholders, unless otherwise prescribed by the Charter of the Corporation.

3. The reports prescribed in Clauses 1 and 2 of this Article, the appraisal report of the Board of Controllers, and audit reports must be stored at the head office of the Corporation at least 10 days before the opening date of the Annual General Meeting of Shareholders, unless the Charter of the Corporation prescribes a longer period. Shareholders owning shares of the Corporation continuously for at least 01 year have the right to personally, or together with a lawyer, accountant, or auditor with a practicing certificate, directly review the reports prescribed in this Article.

### **Article 19. Remuneration, bonuses, and other benefits of members of the Board of Directors**

1. The Corporation has the right to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.

2. Members of the Board of Directors are entitled to job remuneration and bonuses. Job remuneration is calculated based on the number of working days necessary to fulfill the duties of a member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration level for each member based on the principle of consensus. The total remuneration and bonus level of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is included in the business expenses of the Corporation in accordance with the provisions of the law on corporate income tax, presented as a separate item in the annual financial statements of the Corporation, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in committees of the Board of Directors or performing other tasks outside the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum amount for each occasion, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, and other reasonable expenses they have incurred while performing their responsibilities as a member of the Board of Directors, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or





committees of the Board of Directors.

6. Members of the Board of Directors may have liability insurance purchased for them by the Corporation after receiving approval from the General Meeting of Shareholders. This insurance does not cover insurance for the responsibilities of members of the Board of Directors related to violations of the law and the Charter of the Corporation.

#### **Article 20. Disclosure of related interests**

The disclosure of interests and related persons of the Corporation shall be conducted in accordance with the following provisions:

1. Members of the Board of Directors of the Corporation must disclose their related interests to the Corporation, including:

a. Name, enterprise code, address of the head office, and business lines of the enterprises in which they own contributed capital or shares; the ratio and the time of owning such contributed capital or shares;

b. Name, enterprise code, address of the head office, and business lines of the enterprises in which their related persons together own or separately own contributed capital or shares of more than 10% of the charter capital.

2. The disclosure prescribed in Clause 1 of this Article must be performed within 07 working days from the date the related interest arises; any modification or supplementation must be notified to the Corporation within 07 working days from the date of the corresponding modification or supplementation.

3. Members of the Board of Directors who, on their own behalf or on behalf of others, perform work in any form within the scope of the business operations of the Corporation must explain the nature and content of that work before the Board of Directors and may only perform it when approved by a majority of the remaining members of the Board of Directors; if performed without disclosure or without the approval of the Board of Directors, all income derived from that activity shall belong to the Corporation.

### **CHAPTER VI RELATIONSHIPS OF THE BOARD OF DIRECTORS**

#### **Article 21. Relationships between members of the Board of Directors**

1. The relationship between members of the Board of Directors is a coordinating relationship; members of the Board of Directors are responsible for informing each other about related issues during the process of handling assigned tasks.

2. During the process of handling tasks, the member of the Board of Directors assigned with primary responsibility must proactively coordinate the handling; if there is an issue related to the field overseen by another member of the Board of Directors, that member shall be responsible for coordination. In the event that there are differing opinions among the members of the Board of Directors, the member with primary responsibility shall report to the Chairman of the Board of Directors for consideration and decision in accordance with authority, or organize a meeting, or collect opinions from members of the Board of Directors in accordance with legal provisions, the Charter of the Corporation, and this Regulation.

3. In the event that there is a reassignment of tasks among members of the Board of Directors, the members of the Board of Directors must hand over the work, dossiers, and related documents. This handover must be made in writing and reported to the Chairman of the Board of Directors regarding said handover.

#### **Article 22. Relationship with the Executive Board**

With its management role, the Board of Directors shall issue resolutions for the General Director (Director) and the executive apparatus to implement. Simultaneously, the Board of Directors shall inspect and supervise the implementation of those resolutions.

The Board of Directors shall issue specific Resolutions and Decisions on the decentralization between the Board of Directors and the Executive Board in the



administration of the Corporation's operations.

#### **Article 23. Relationship with the Board of Controllers**

1. The relationship between the Board of Directors and the Board of Controllers is a coordinating relationship. The working relationship between the Board of Directors and the Board of Controllers operates on the principles of equality and independence, while simultaneously coordinating closely and supporting each other during the performance of their duties.

2. Upon receiving inspection minutes or summary reports from the Board of Controllers, the Board of Directors is responsible for researching and directing relevant departments to develop plans and implement timely rectifications.

### **CHAPTER VII**

#### **IMPLEMENTATION PROVISIONS**

#### **Article 24. Effect for implementation**

1. The amendment and supplementation of the Regulations on the operations of the Board of Directors must be considered and decided by the General Meeting of Shareholders based on the proposals of the Board of Directors.

2. In the event that there are legal provisions related to the operations of the Board of Directors that have not been mentioned in these Regulations, or in the event that there are new legal provisions different from the articles in these Regulations, such new legal provisions shall naturally be applied and shall regulate the operations of the Board of Directors.

3. In the event that any provision of these Regulations is contrary to the provisions of the Charter and/or legal provisions, the provisions of the Charter and/or legal provisions shall naturally be applied.

4. The Regulations on the operations of the Board of Directors of Viet Nam Electronics and Informatics Joint Stock Corporation consist of 07 chapters, **24 articles**, and shall take effect from January 12, 2026. *Thủy*

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



**Nguyen Van Dong**



Appendix 01: Template for the Summary Minutes of Voting Ballots

**VIETNAM ELECTRONICS AND  
INFORMATICS JOINT STOCK  
CORPORATION**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

*Hanoi, [day]..... [month]....., [year].....*

No.: .....BBTH/ĐT-HĐQT

**SUMMARY MINUTES OF VOTING BALLOTS  
OF THE MEMBERS OF THE BOARD OF DIRECTORS OF THE CORPORATION**

Enterprise name: Vietnam Electronics and Informatics Joint Stock Corporation  
(Corporation, Viettronics)

Head office address: 15 Tran Hung Dao, Cua Nam Ward, Hanoi

Enterprise code: 0100103351, first registered on February 28, 2007, registered for the ...  
change on [day] ..... [month] ..... [year] ..... issued by .....

**I. Purpose**

Collecting written opinions from members of the Board of Directors (BOD) based on  
Proposal No. .... dated ..... of the General Director regarding ....., to vote on the following  
contents:

- .....
- .....
- .....

**II. Results of opinion collection**

The Chairman of the Board of Directors sent a request for opinions on [date] ..... to the  
members of the Board of Directors according to the method of collecting written opinions  
from members of the Board of Directors to approve the aforementioned contents.

By ..... hours ..... on [date] ....., the Secretary to the Corporation received the voting  
opinion ballots from the members of the Board of Directors. The Secretary to the Corporation  
conducted the summary of the ballots as follows:

1. Number of ballots sent to the members of the Board of Directors: ..... ballots.  
Number of ballots received: ..... ballots, of which the number of valid ballots is ..... ballots,  
the number of invalid ballots is ..... ballots.

2. Voting results:

- Number of "Agree" ballots: .... / ....
- Number of "Disagree" ballots: .... / ....
- Number of "Abstain" ballots: .... / ....
- Number of "Other opinions" ballots: .... / ....

This minutes is prepared in 01 original copy (accompanied by the request for voting  
opinions from the Chairman of the Board of Directors and the voting ballots of the members  
of the Board of Directors) to be stored by the Secretary to the Corporation.

**VOTE COUNTING SUPERVISOR**

**SECRETARY TO THE CORPORATION**

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