



THE OPERATING REGULATIONS OF THE BOARD OF SUPERVISORS

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022, and Law No. 76/2025/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025 and its guiding documents;*

- *Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024, and its guiding documents;*

- *Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government providing detailed regulations on the implementation of certain articles of the Law on Securities, as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025, and other amending, supplementing, and guiding documents.*

- *Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government providing detailed regulations on the implementation of certain articles of the Law on Securities.- Charter of Hanoi - Thanh Hoa Beer Joint Stock Company;*

- *Resolution of the General Meeting of Shareholders No. 81/NQ-ĐHĐCĐ-THB dated September 11, 2026*

The Board of Supervisors issues the operating regulations of the Board of Supervisors of Hanoi - Thanh Hoa Beer Joint Stock Company.

The operating regulations of the Board of Supervisors of Hanoi - Thanh Hoa Beer Joint Stock Company include the following contents:

Chapter I

GENERAL REGULATIONS

Article 1. Scope of Regulation and Scope of Application

1. Scope of application: The regulations governing the operation of the Board of Supervisors stipulate the organizational structure, personnel, standards, conditions, rights and obligations of the Board of Supervisors and its members as prescribed in the Law on Enterprises, the company's charter, and other relevant regulations.

2. Scope of Application: The Regulations on the Operation of the Board of Supervisors apply to the Board of Supervisors and its members.

Article 2. Principles of operation of the Board of Supervisors

The Board of Supervisors operates on the principle of collective decision-making. Members of the Board of Supervisors are individually responsible for their assigned tasks and are jointly accountable to the General Meeting of Shareholders and to the law for the work and decisions of the Board of Supervisors.

Chapter II

BOARD OF SUPERVISORS (SUPERVISORS)

Article 3. Rights and obligations of the supervisors

1. The Board of Supervisors has the rights stipulated in the Law on Enterprises, relevant laws, and the company's charter, including the right to access information and documents related to the company's operations. Members of the Board of Directors, the Director, and other executives managers are responsible for providing timely and complete information as requested by the Board of Supervisors.
2. The Board of Supervisors is responsible for complying with the provisions of the law, the company's charter, and professional ethics in exercising its assigned rights and obligations. The company may provide guidance on the regulations regarding the operation and performance of the Board of Supervisors' duties in accordance with the law and the company's charter.

Article 4. Term of office and number of members of the Board of Supervisors

1. The minimum number of Board of Supervisors members is three (03) members and the maximum is five (05) members. Supervisors are appointed by the General Meeting of Shareholders, the term of a Board of Supervisors member is not more than five (05) years; Supervisors may be re-elected for an unlimited number of terms.
2. A member of the Board of Supervisors may not be a shareholder of the Company and must satisfy the conditions and qualifications prescribed in Clause 2, Article 38 of the Company Charter.
3. The Head of the Board of Supervisors must have a university degree or higher in economics, finance, banking, accounting, auditing, law, business administration, or a field related to the business operations of the enterprise.

Article 5. Standards and conditions for membership of the Board of Supervisors

1. Members of the Board of Supervisors must meet the following standards and conditions:
 - a) Being at least twenty-one (21) years old, having full legal capacity, and not being among the persons prohibited under Clause 2, Article 17 of the Law on Enterprises;

- b) Having received training in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major relevant to the business activities of the enterprise;
 - c) Not a family member of a member of the Board of Directors, Director, or other manager;
 - d) Not a company manager; not necessarily a shareholder or employee of the company, unless otherwise stipulated in the company's charter;
 - (d) Not working in the accounting or finance department of the Company;
 - e) Not a member or employee of the independent auditing firm that audited the company's financial statements for the three consecutive years prior to the audit. Must be in good health, possess good moral character, be honest, upright, knowledgeable and compliant with the law, and have the competence and professional qualifications in finance, accounting, and business management.
2. In addition to the standards and conditions stipulated in Clause 1 of this Article, members of the Board of Supervisors of a public company, as stipulated in Point b, Clause 1, Article 88 of the Law on Enterprises, shall not be family members of the company's business managers and parent company; representatives of the company's capital, or representatives of state capital in the parent company and in the Company.

Article 6. Head of the Board of Supervisors

1. The Head of the Board of Supervisors is elected by the Board of Supervisors from among its members; the election, dismissal, and removal are based on a majority vote. More than half (1/2) of the members of the Board of Supervisors must be residents of Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the business operations of the enterprise.
2. The head of the Board of Supervisors has the following rights and responsibilities:
 - a) Convene meetings of the Board of Supervisors and act as the Head of the Board of Supervisors;
 - b) Request the Board of Directors, the Director, and other executives to provide relevant information for reporting to the Board of Supervisors;
 - c) Prepare and sign the Board of Supervisors' report after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

Article 7. Nomination and candidacy of members of the Board of Supervisors

1. The nomination and election of members of the Board of Supervisors shall be conducted in accordance with the provisions of the company's charter.
2. If the number of candidates for the Board of Supervisors nominated through election and candidacy is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the

company's charter, internal regulations on corporate governance, and the Board of Supervisors's operating regulations. The incumbent Board of Supervisors's nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect the Board of Supervisors members in accordance with the law.

Article 8. Procedures for electing, dismissing, and removing members of the Board of Supervisors

1. The election, dismissal, and removal of members of the Board of Supervisors are within the authority of the General Meeting of Shareholders.
2. Voting for the election of members of the Board of Supervisors may be conducted by one of the methods specified in Clause 5, Article 21 of the Company Charter and Article 5 of Appendix IV issued together with the Internal Regulations on Corporate Governance.
3. If the number of candidates for the Board of Supervisors nominated through election and candidacy is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the company's charter, internal regulations on corporate governance, and the Board of Supervisors' operating regulations. The incumbent Board of Supervisors's nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect the Board of Supervisors members in accordance with the law.
4. Members of the Board of Supervisors shall be dismissed in the following cases:
 - a) No longer meets the qualifications and conditions for membership in the Board of Supervisors as stipulated in Article 5;
 - b) That member resigns by sending a written notice to the Company's head office and receiving its acceptance;
 - c) That member suffers from a mental disorder and other members of the Board of Supervisors have professional evidence demonstrating that the person is no longer capable of acting;
5. Members of the Board of Supervisors shall be dismissed in the following cases:
 - a) Failure to complete assigned tasks or duties;
 - b) That member has been absent from the Board of Supervisors meetings for six consecutive months, and during this time the Board of Supervisors has not permitted that member to be absent and has ruled that the position of that person is vacant;
 - c) Repeated and serious violations of the obligations of a member of the Board of Supervisors as stipulated in the Law on Enterprises and the company's charter;
 - d) That member was removed from the Board of Supervisors by a decision of the General Meeting of Shareholders.

Article 9. Cases of dismissal or removal of members of the Board of Supervisors

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

- a) No longer meets the qualifications and conditions to be a member of the Board of Supervisors as stipulated in the Law on Enterprises;
- b) A resignation letter has been submitted and accepted;
- c) Other cases as stipulated in the company's charter.

2. The General Meeting of Shareholders may dismiss a member of the Board of Supervisors in the following cases:

- a) Failure to complete assigned tasks or duties;
- b) Failing to exercise one's rights and fulfill one's obligations for six consecutive months, except in cases of force majeure;
- c) Repeated and serious violations of the obligations of a member of the Board of Supervisors as stipulated in the Law on Enterprises and the company's charter;
- d) Other cases as decided by the General Meeting of Shareholders.

Article 10. Notification of election, dismissal, and removal of members of the Board of Supervisors

1. If candidates for the Board of Supervisors have been identified, the Company must publish information related to these candidates at least 10 days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Supervisors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Supervisors. Information related to candidates for the Board of Supervisors that is published includes:

- a) Full name, date of birth (day, month, year);
- b) Professional qualifications;
- c) Work experience;
- d) Other managerial positions;
- d) Interests related to the Company and its related parties;
- e) Other information (if any) as stipulated in the company's charter;
- g) The company is responsible for disclosing information about the companies in which the candidate holds management positions and any related interests of the candidate's Board of Supervisors members (if any).

2. The announcement of the results of the election, dismissal, and removal of members of the Board of Supervisors shall be carried out in accordance with the regulations and guidelines on information disclosure.

Chapter III BOARD OF SUPERVISORS

Article 11. Rights, obligations and responsibilities of the Board of Supervisors

The Board of Supervisors shall have the rights and obligations prescribed by the Law on Enterprises and Article 40 of the Company Charter. In addition, the Board of Supervisors shall have the following rights and obligations:

1. The Board of Supervisors supervises the Board of Directors and the General Director in the management and operation of the company.
2. Examine the reasonableness, legality, honesty, and level of prudence in the management and operation of business activities; the systematic, consistent, and appropriate nature of accounting, statistics, and financial reporting.
3. Assess the completeness, legality and truthfulness of the company's annual and six-month (06) business situation reports, financial reports, and management performance evaluation reports of the Board of Directors, and present the assessment report at the annual General Meeting of Shareholders. Review contracts and transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions requiring approval from the Board of Directors or the General Meeting of Shareholders.
4. Review, examine, and evaluate the effectiveness and efficiency of the company's internal control system, internal audit, risk management, and early warning system.
5. To review the company's accounting books, records, and other documents, as well as the company's management and operational activities, when deemed necessary or as per the resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as stipulated in the Law on Enterprises.
6. Upon request from a shareholder or group of shareholders as stipulated in the Law on Enterprises, the Board of Supervisors shall conduct an inspection within seven (07) working days from the date of receiving the request. Within 15 days from the date of completion of the inspection, the Board of Supervisors must report on the issues requested for inspection to the Board of Directors and the shareholder or group of shareholders who made the request. The inspection by the Board of Supervisors as stipulated in this clause shall not hinder the normal operation of the Board of Directors, nor disrupt the company's business operations.
7. Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for managing, supervising, and operating the company's business activities.
8. Upon discovering that a member of the Board of Directors, Director, or General Director has violated regulations under the Law on Enterprises, the Board of Directors must be immediately notified in writing, and the offending party must be required to cease the violation and take measures to remedy the consequences.
9. Attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors, and other company meetings.
10. Utilize independent consultants and the company's internal audit department to perform assigned tasks.

11. The Board of Supervisors may consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.

Article 12. Right of the Board of Supervisors to receive information

1. Documents and information must be sent to members of the Board of Supervisors at the same time and in the same manner as to members of the Board of Directors, including:

- a) Notice of meeting, ballot for soliciting opinions from Board members, and accompanying documents;
- b) Resolutions, decisions, and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;
- c) Reports from the Director or General Director to the Board of Directors or other documents issued by the Company.

2. Members of the Board of Supervisors have the right to access the Company's records and documents kept at the head office, branches, and other locations; and have the right to visit the workplaces of the Company's managers and employees during working hours.

3. The Board of Directors, members of the Board of Directors, the Director or General Director, and other managers must provide complete, accurate, and timely information and documents on the management, operation, and business activities of the Company as requested by members of the Board of Supervisors or the Board of Supervisors.

Article 13. Responsibilities of the Board of Supervisors in convening extraordinary general meetings of shareholders.

1. The Board of Supervisors is responsible for replacing the Board of Directors in convening a General Meeting of Shareholders within 30 days if the Board of Directors fails to convene a General Meeting of Shareholders in the following cases:

- a) The number of remaining members of the Board of Directors and the Board of Supervisors is less than the number of members stipulated by law;
- b) At the request of a shareholder or group of shareholders as stipulated in the Law on Enterprises ;
- c) When the Board of Supervisors requests the convening of an extraordinary General Meeting of Shareholders, but the Board of Directors fails to comply.

2. If the Board of Supervisors fails to convene a General Meeting of Shareholders as required, the Board of Supervisors shall compensate the Company for any resulting damages.

3. The costs of convening and conducting the General Meeting of Shareholders as stipulated in Clause 1 of this Article will be reimbursed by the Company.

Chapter IV

BOARD OF SUPERVISORS MEETING

Article 14. Meetings of the Board of Supervisors

1. The Board of Supervisors must meet at least two (02) times a year, with at least two-thirds (2/3) of the Board of Supervisors members attending. Minutes of the Board of Supervisors meetings must be detailed and clear. The person recording the minutes and the Board of Supervisors members attending the meeting must sign the minutes. Minutes of the Board of Supervisors meetings must be kept to determine the responsibilities of each Board of Supervisors member.
2. The Board of Supervisors has the right to request members of the Board of Directors, the Director, and representatives of approved auditing firms to attend and answer questions requiring clarification.

Article 15. Minutes of the Board of Supervisors Meeting

The minutes of the Board of Supervisors meeting must be detailed and clear. The person recording the minutes and the Board of Supervisors members attending the meeting must sign the minutes. The minutes of the Board of Supervisors meetings must be kept on file to determine the responsibilities of each Board of Supervisors member.

Chapter V

REPORTING AND DISCLOSING BENEFITS

Article 16. Submission of Annual Reports

The Board of Supervisors' activity report, submitted to the Annual General Meeting of Shareholders as stipulated in points d and e, Clause 3, Article 139 of the Law on Enterprises, must include the following contents:

1. Remuneration, operating expenses, and other benefits of the Board of Supervisors and each member of the Board of Supervisors shall be in accordance with Article 172 of the Law on Enterprises and the company's charter;
2. Summarize the meetings of the Board of Supervisors and the conclusions and recommendations of the Board of Supervisors;
3. Results of monitoring the company's operational and financial performance;
4. Assessment report on transactions between a company, subsidiary, or company in which a public company holds control of more than fifty percent (50%) of the charter capital with a member of the Board of Directors, Director and related persons of that member; transactions between a company in which a member of the Board of Directors is a founding member or a business manager in the three (03) years immediately preceding the transaction.
5. Results of monitoring the Board of Directors, the CEO, and other business executives;
6. Results of the assessment of the coordination of activities between the Board of Supervisors, the Board of Directors, the General Director, and the shareholders.

Article 17. Wages and other benefits

Salaries, remuneration, bonuses, and other benefits for members of the Board of Supervisors shall be implemented in accordance with the following regulations:

1. Members of the Board of Supervisors are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total amount of these remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.
3. The salaries and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws, and must be presented as a separate item in the Company's annual financial statements.

Article 18. Disclosure of related interests

1. Members of the Company's Board of Supervisors must declare to the Company their related interests, including:
 - a) Name, business registration number, head office address, business sector and activities of the enterprise in which they own or have a stake or shareholding; percentage and time of ownership of that stake or shareholding;
 - b) The name, business registration number, head office address, and business lines of the enterprise in which their related parties own, co-own, or individually own more than 10% of the charter capital.
2. The declaration as stipulated in Clause 1 of this Article must be made within 7 working days from the date the relevant benefit arises; any amendments or additions must be notified to the Company within 7 working days from the date of the corresponding amendments or additions.
3. Members of the Board of Supervisors and their related parties may only use information obtained through their positions to serve the interests of the Company.
4. Members of the Board of Supervisors are obligated to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, and other companies in which the Company holds control of more than fifty percent (50%) of the charter capital with members of the Board of Supervisors or with related parties of members of the Board of Supervisors as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on these resolutions in accordance with the securities law on information disclosure.

5. Members of the Board of Supervisors and their related parties are prohibited from using or disclosing internal information to others for the purpose of conducting related transactions.

Chapter VI

RELATIONSHIP OF THE AUDIT COMMITTEE

Article 19. Relationship between members of the Board of Supervisors

The members of the Board of Supervisors have an independent and non-dependent relationship with each other, but they coordinate and cooperate in common work to ensure the effective fulfillment of the responsibilities, rights, and duties of the Board of Supervisors as stipulated by law and the company's charter. The Head of the Board of Supervisors coordinates the overall work of the Board of Supervisors but does not have the right to control the members of the Board of Supervisors.

Article 20. Relationship with the Board of Management

The Board of Supervisors has an independent relationship with the Company's executive board and is responsible for overseeing the Board of Management's activities.

Article 21. Relationship with the Board of Directors

The Board of Supervisors has an independent relationship with the Company's Board of Directors and is responsible for overseeing the Board's activities.

Chapter VII

IMPLEMENTATION PROVISIONS

Article 22. Effective Date

The operating regulations of the Board of Supervisors of Hanoi - Thanh Hoa Beer Joint Stock Company consist of 7 chapters and 22 articles and are effective from September 11, 2026

O/B. BOARD OF SUPERVISORS
CHAIRMAN



Nguyen Duy Ha