

**DRAFT**

# MEETING AGENDA

## ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

### CTP GROUP CORPORATION

Time: Expected opening at **09:00 AM, Tuesday, June 30, 2026**

Venue: 4th Floor Hall, Simco Song Da Building, Van Phuc New Urban Area, Ha Dong Ward/District, Hanoi City.

Time	Agenda Items / Contents
8:30 - 9:00	Welcoming delegates.
	Registration of shareholders attending the Meeting.
9:00 - 9:30	Statement of reasons and introduction of delegates.
	Report on the eligibility check of shareholders attending the Meeting.
	Approval of the Presidium, Vote Counting Committee, and Meeting Secretary.
	Approval of the Regulation on organizing the Meeting.
9:30 - 10:45	Approval of the Meeting Agenda.
	Meeting Contents:
	1. Report on the activities of the Board of Directors in 2025 and the plan for 2026;
	2. Summary report on business operations in 2025 and the plan for 2026 by the Board of Management;
	3. Report on the activities of the Supervisory Board in 2025 and the plan for 2026;
	4. Submission on the audited Financial Statements of 2025;
	5. Submission on selecting an independent auditing firm for 2026;
	6. Submission on the payment of remuneration for the Board of Directors and Supervisory Board in 2025 and the payment plan for 2026; Profit distribution plan for 2025 and expectation for 2026;
	7. Submission on the policy of executing contracts and transactions between the Company and related parties;
	8. Submission on canceling and replacing the plan to issue shares to increase share capital from owners' equity;
	9. Submission on the appointment of an additional Legal Representative of the Company;
	10. Submission on the amendment of and supplement to the Company's business lines;
	11. Submission on amending the Company's Charter;
	12. Submission on the dismissal and election of replacement members of the Board of Directors for the 2023 - 2028 term;
13. Proposal on introducing personnel to elect replacement members of the Board of Directors for the 2023 - 2028 term; Election regulations;	
14. Other matters under the authority of the General Meeting of Shareholders (if any).	
10:45 - 11:00	The Meeting conducts discussions and answers shareholders' questions.
11:00 - 11:20	Voting to approve matters submitted to the Meeting and casting election ballots.
11:20 - 11:30	Break
11:30 - 11:40	Announcement of voting results on matters submitted to the Meeting and election results.
11:40 - 11:55	Approval of the Minutes and Resolution of the General Meeting of Shareholders.
11:55 - 12:00	Closing of the Meeting.

Hanoi, [Day] [Month] 2026

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**REGULATION  
ON ORGANIZING THE 2026 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS OF CTP GROUP CORPORATION**

**CHAPTER I  
GENERAL PROVISIONS**

**Article 1. Scope of application**

This Regulation on organizing the General Meeting of Shareholders is applied to the organization of the 2026 Annual General Meeting of Shareholders (*the "Meeting"*) of CTP Group Corporation (*the "Company"*).

**Article 2.** This Regulation specifies the rights and obligations of the parties participating in the Meeting, as well as the conditions and procedures for conducting the Meeting.

**Article 3.** Shareholders and participating parties are responsible for complying with the provisions of this Regulation.

**CHAPTER II  
RIGHTS AND OBLIGATIONS OF PARTICIPATING PARTIES**

**Article 4. Rights and obligations of shareholders attending the General Meeting of Shareholders**

4.1. Conditions for attending the Meeting:

All shareholders owning the Company's shares according to the list of shareholders finalized by CTP Group Corporation on June 3rd, 2026, or their valid authorized representatives.

4.2. Rights and obligations of eligible shareholders attending the Meeting:

- a. Shareholders or authorized representatives attending the Meeting must bring the following documents:
- Invitation letter.
  - ID card/Citizen ID card/Passport, or other legal personal identification / Presentation of personal legal documents from VNeID (for individuals).
  - Copy/Electronic copy of the Enterprise Registration Certificate (for organizations).

- Original Power of Attorney (in case of authorization to attend the Meeting).

*(If the shareholder is an individual, the Power of Attorney must be signed by that shareholder. If the shareholder is an organization, it must be signed by the legal representative and stamped by the organization, or accompanied by an authorization decision from the Board of Directors/Member's Council of the organization).*

After presenting the above documents to the Shareholder Eligibility Checking Committee, the shareholder or authorized representative attending the Meeting will receive a Voting Card, a Voting Ballot, and an Election Ballot (indicating the shareholder's name and the number of voting shares of that shareholder). The value of the Voting Card, Voting Ballot, and Election Ballot of the shareholder or proxy corresponds to the ratio of voting shares owned or represented by that shareholder according to the meeting registration over the total number of voting shares of all shareholders attending the Meeting.

- b. To authorize in writing for a proxy to attend and vote at the General Meeting of Shareholders on their behalf. The authorized person attending the Meeting cannot sub-authorize another person to attend.
- c. Shareholders attending the Meeting who wish to speak must obtain the approval of the Chairperson, speak concisely, and focus strictly on the key issues to be discussed in accordance with the approved Meeting agenda. Issues already addressed by previous speakers should not be repeated to avoid duplication. Shareholders may also write their questions on the Question Form and hand them to the Secretariat.
- d. To vote on all matters under the authority of the General Meeting of Shareholders as prescribed in the Company's Charter of Organization and Operation.
- e. Shareholders and shareholder representatives attending the Meeting, after hearing the reports on the contents to be approved, will discuss and approve them by voting.
- f. During the Meeting, shareholders must follow the instructions of the Presidium, behave civilly and politely, and not cause disorder.
- g. Shareholders or authorized representatives arriving after the Meeting has opened, upon completing the registration procedures, are allowed to attend and vote on the remaining matters according to the approved Meeting agenda. In this case, the validity of the votes already conducted shall not be affected. Các cổ đông, đại diện cổ đông khi tới dự họp Đại hội đồng cổ đông sau khi nghe báo cáo về các nội dung cần thông qua sẽ cùng thảo luận và thông qua bằng biểu quyết.

## **Article 5. Rights and obligations of the Chairperson and the Presidium**

5.1. The Chairman of the Board of Directors acts as the Chairperson or authorizes another member of the Board of Directors to chair the General Meeting of Shareholders, subject to approval by the General Meeting of Shareholders at the meeting.

5.2. Duties of the Presidium:

- a. Direct the activities of the Meeting according to the approved agenda. Conduct necessary tasks so that the Meeting takes place in an orderly manner and reflects the wishes of the majority of attending shareholders and representatives.
- b. Guide delegates and the Meeting in discussions.
- c. Present drafts and necessary contents for the Meeting to vote on.
- d. Answer questions requested by the Meeting.

#### **Article 6. Rights and obligations of the Shareholder Eligibility Checking Committee**

The Shareholder Eligibility Checking Committee is appointed by the Meeting Organizing Committee. The Committee receives documents from shareholders or proxies arriving at the meeting to check their validity and cross-reference them with the list of eligible shareholders finalized on June 3rd, 2026; distributes documents, Voting Cards, Voting Ballots, and Election Ballots; and reports to the Meeting on the results of the eligibility check before the Meeting officially begins.

#### **Article 7. Rights and obligations of the Meeting Secretary**

7.1. The Chairperson appoints the Secretary at the Meeting.

7.2. The Secretary performs supporting tasks as assigned by the Chairperson, including:

- a. Recording fully and truthfully the contents of the Meeting.
- b. Assisting the Presidium in announcing the draft Minutes and Resolutions of the Meeting and notices from the Presidium to the shareholders when requested.
- c. Receiving question forms from shareholders.

#### **Article 8. Rights and obligations of the Vote Counting Committee**

8.1. The Chairperson introduces the Vote Counting Committee and seeks approval from the Meeting.

8.2. The Vote Counting Committee's duties are:

- a. Supervising the voting of shareholders or representatives attending the Meeting.
- b. Aggregating the number of voting shares for each item and announcing the results to the Chairperson and the Meeting Secretariat.
- c. Receiving question forms from shareholders. Giám sát việc biểu quyết của các cổ đông hoặc người đại diện tham dự Đại hội.

### **CHAPTER III**

### **CONDUCTING THE MEETING**

## **Article 9. Conditions for conducting the Meeting**

The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents over 50% of the total voting shares according to the list of shareholders of CTP Group Corporation finalized on June 3rd, 2026.

## **Article 10. Meeting Decorum**

- 10.1. All shareholders attending the Meeting must dress appropriately.
- 10.2. Upon entering the meeting room, shareholders must sit in the correct designated seats or areas specified by the Organizing Committee. Strict compliance with the Organizing Committee's seating arrangement is required.
- 10.3. No smoking in the meeting room.
- 10.4. No private conversations and no use of mobile phones during the Meeting. Mobile phones must be turned off or set to silent.

## **Article 11. Voting method to approve matters at the Meeting**

All contents in the Meeting agenda must be approved by taking public votes from all shareholders attending the Meeting using a VOTING CARD and VOTING BALLOT based on the number of owned/represented and authorized shares. Each shareholder is issued 01 VOTING CARD, 01 VOTING BALLOT, and 01 ELECTION BALLOT containing: Shareholder's Name; Number of voting shares (owned/represented and/or authorized); Shareholder's number of votes/election votes, stamped with the Company's hanging seal.

**11.1. VOTING CARD:** Printed on **white paper**, used to vote on the following contents:

- a. Approval of the members of the Meeting Presidium;
- b. Approval of the Regulation on organizing the Meeting;
- c. Approval of the Meeting Agenda;
- d. Approval of the members of the Vote Counting Committee;
- e. Approval of the Minutes and Resolution of the General Meeting of Shareholders.

**11.2. VOTING BALLOT:** Printed on **blue paper**, used to vote on contents according to reports and proposals.

- a. Valid voting ballot:
  - A Voting Ballot issued by the Meeting Organizing Committee, stamped with the Company's hanging seal;
  - The Voting Ballot is not torn, erased, or altered;
  - Has the confirming signature of the shareholder/authorized representative participating in the vote;
  - Marked with an (X) only once for a single voting item.
- b. Invalid voting ballot:
  - Not issued by the Meeting Organizing Committee;

- Erased or altered contents;
  - Lacks the confirming signature of the attending shareholder/authorized representative;
  - Unmarked or marked with an (X) more than once for a single voting item.
- c. Invalid voting ballots will be null and void during vote counting.

**11.3. ELECTION BALLOT FOR BOARD OF DIRECTORS MEMBERS:** Printed on **yellow paper**, used to elect members of the Board of Directors.

**Article 12. Approval of the Resolution of the General Meeting of Shareholders**

The Resolution of the General Meeting of Shareholders on matters in the Meeting agenda is passed when approved by shareholders representing over 50% of the total voting shares of all shareholders attending and voting at the meeting.

**CHAPTER IV**

**CLOSING OF THE MEETING**

**Article 13. Minutes and Resolution of the General Meeting of Shareholders**

- 13.1. The Minutes and Resolution of the General Meeting of Shareholders must be completed and approved before the closing of the Meeting.
- 13.2. The Minutes and Resolution of the General Meeting of Shareholders must be kept at CTP Group Corporation.

**Article 14. Effectiveness**

This Regulation consists of 14 (fourteen) Articles, is read publicly before the General Meeting of Shareholders, and takes effect immediately after being voted and approved by the 2026 Annual General Meeting of Shareholders.

**Recipients:**

- As above;
- Archived: Administration.

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

**(Signed)**

**TRAN CONG THANH**

**DRAFT**

**REPORT OF THE BOARD OF DIRECTORS  
AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**To: The General Meeting of Shareholders of the Company**

On behalf of the Board of Directors ("**BOD**") of CTP Group Corporation (*the "Company"*), I would like to report to the 2026 Annual General Meeting of Shareholders on the performance of the Board of Directors' duties in 2025.

**I. RESULTS OF TASK IMPLEMENTATION IN VARIOUS FIELDS**

**Evaluation of production and business operations results in 2025:**

Based on the 2025 production and business plan approved by the 2025 Annual General Meeting of Shareholders, the Board of Directors assigned the plan to the Board of Management and specialized departments, and directed the implementation.

2025 continued to be a difficult and challenging year for the economy in general and businesses in particular. Although the Company's business results did not reach the set plan, they still recorded good growth compared to the previous year, specifically as follows:

*Unit: VND*

No.	Indicators	2025 Plan	Actual 2025	Ratio compared to the Plan (%)
1	Total revenue	100,000,000,000	53,265,561,561	53.27
2	Charter capital	120,999,920,000	120,999,920,000	100.00
3	Profit after tax	650,000,000	71,272,650	10.97
4	Dividend	0%	0%	-

*(Source: 2025 Audited Financial Statements)*

**II. ACTIVITIES OF THE BOARD OF DIRECTORS IN 2025**

The Board of Directors operates in strict accordance with the Charter, the Law on Enterprises, the Law on Securities, and relevant legal documents. BOD meetings are maintained regularly and in accordance with the Charter. The BOD has closely followed the orientation of the General Meeting of Shareholders' Resolution and the actual situation

of the Company, and directed, managed, and supervised the Company's activities to be implemented according to the agreed Resolution contents.

## 1. Personnel:

In 2025, there was no change in the personnel of the BOD members. On January 31, 2026, the 2026 Extraordinary General Meeting of Shareholders of the Company approved the dismissal and election of 03 replacement members of the Board of Directors.

The current number of BOD members is 05. The personnel changes are as follows:

No.	Full name	Position	Notes
1	Mr. Tran Cong Thanh	Chairman of the BOD	
2	Mr. Duong Van Tinh	Executive BOD member	
3	Ms. Nguyen Thi Minh Loan	Non-executive BOD member	Dismissed on January 31, 2026
4	Mr. Dao Van Minh	Non-executive BOD member	Dismissed on January 31, 2026
5	Mr. Nguyen Hai Quan	Independent BOD member	Dismissed on January 31, 2026
6	Mr. Nguyen The Quyet	Non-executive BOD member	Appointed on January 31, 2026
7	Mr. Nguyen Viet Thinh	Non-executive BOD member	Appointed on January 31, 2026
8	Mr. Tran Van Tuan	Independent BOD member	Appointed on January 31, 2026

## 2. Management and supervision activities of the Board of Directors in 2025:

The BOD successfully organized the 2025 Annual General Meeting of Shareholders (on June 28, 2025) and collected shareholders' written opinions (on March 8, 2025) in accordance with regulations. In 2025, the BOD held 13 regular and extraordinary meetings to perform the role of orienting and directing the company's activities, specifically as follows:

- Approved the finalization of the list of shareholders to exercise the right to collect written opinions of Hoa Binh Takara Joint Stock Company's shareholders;
- Approved the contents of documents for collecting shareholders' written opinions;
- Established the Vote Counting Committee for collecting written opinions of Hoa Binh Takara Joint Stock Company's shareholders;
- Approved the capital contribution to establish Phu Khanh Investment and Real Estate Joint

Stock Company;

- Approved the dismissal and appointment of the Company's Chief Accountant;
  - Approved the extension of time to hold the 2025 Annual General Meeting of Shareholders;
  - Approved the dismissal and appointment of the Company's General Director;
  - Approved the change of the head office location of Hoa Binh Takara Joint Stock Company;
  - Approved the record date to finalize the list of shareholders attending the 2025 Annual General Meeting of Shareholders;
  - Approved the Meeting Agenda for the 2025 Annual General Meeting of Shareholders of the Company;
  - Approved the selection of AFC Vietnam Auditing Company Limited - Northern Branch as the auditing firm to review the 2025 semi-annual Financial Statements of Hoa Binh Takara Joint Stock Company;
  - Approved the capital contribution to establish CTP Holding Investment Joint Stock Company;
  - Approved the record date to finalize the list of shareholders attending the 2026 Extraordinary General Meeting of Shareholders.
- ❖ Contents approved in previous General Meeting of Shareholders' Resolutions but not yet implemented:
- Proposal No. 01/2026/TTr-HĐQT-BT dated January 31, 2026, on the plan to issue shares to increase share capital from owners' equity (approved by the 2026 Extraordinary General Meeting of Shareholders under Resolution No. 01/2026/NQ-ĐHĐCĐ-BT dated January 31, 2026).

The Board of Directors would like to report the current status of these tasks to the Meeting, specifically:

- Based on market developments and to allow sufficient time to prepare for the Company's stock issuance/offering plans, the Board of Directors has not immediately executed the stock issuance to increase share capital from equity over the past period. Therefore, at the 2026 Annual General Meeting of Shareholders, the Board of Directors will submit a proposal to the General Meeting for approval to cancel the previous stock issuance plan and to approve the implementation of a new stock issuance plan, based on the 2025 Audited Financial Statements.

### **3. Supervisory activities over the Board of Management and Managers:**

With its role, responsibilities, and authorities, the Company's BOD has carried out the supervision, direction, and management of the Company in accordance with the law, the

Company's Charter, and the AGM resolutions, specifically as follows:

- The Board of Directors always closely monitors the activities of the Board of Management and Managers in the Company and promptly resolves emerging issues within the BOD's authority. Creates favorable conditions for the executive activities of the Board of Management and Managers in the Company.
- Requires the General Director and Managers to strengthen their directive tasks and regularly report to the BOD on monthly and quarterly business results to improve the efficiency of production and business operations.
- Supervises the direction and management of business operations according to the AGM Resolutions.
- All business activities are inspected and supervised by the Company's Supervisory Board and specialized departments to best mitigate risks.
- Directs strict compliance with reporting and information disclosure regimes as prescribed.
- Generally in 2024, the Board of Management clearly recognized the Company's advantages and difficulties and was flexible in managing business activities. Based on the provisions of the Company's Charter and the BOD's Operational Regulation, the coordination between the BOD and the Executive Board was very close and effective in orienting development as well as resolving difficulties and obstacles during the Company's operations.

**4. General assessment of the BOD's activities:**

- The BOD directed the amendment and supplement of Management Regulations to conform with legal provisions and the Company's reality.
- The BOD coordinated closely, promptly, and regularly with the Board of Management and the Supervisory Board in directing the implementation of the AGM's and the BOD's Resolutions for the Company.
- All decision-making matters of the BOD were discussed and fully, promptly, and properly communicated to the Supervisory Board and the Board of Management.
- The proposals of the Board of Management to the BOD were thoroughly studied, discussed, and given timely directing opinions.
- The Company fully and promptly complied with the Resolutions of the AGM, the BOD, and State regulations.

**5. Report on remuneration and income of the Board of Directors:**

- The Company's Board of Directors received no remuneration in 2025.
- Operating expenses, transaction costs, travel expenses, etc., of the Board of Directors during the year strictly complied with the Company's regulations and rules.

**6. Report on transactions between the Company, its subsidiaries, companies in which**

**the Company holds a controlling stake of 50% or more of the Charter capital and members of the Board of Directors and their related persons; transactions between the Company and companies where a member of the Board of Directors is a founding member or a business manager within the last 03 years prior to the transaction:**

None.

**7. Activities of the independent Board of Directors member and the independent member's evaluation results of the Board of Directors' activities:**

- Activities of the independent BOD member: CTP Group Corporation has 01 independent BOD member, Mr. Nguyen Hai Quan (dismissed on January 31, 2026). In 2025, the activities of the independent BOD member were carried out strictly in accordance with the provisions in the Company's Charter and relevant legal documents, actively contributing to building the strategic vision, making strategic decisions, and planning the Company's production and business.
- Evaluation of the independent BOD member on the BOD's activities: In 2025, the Company's BOD conducted full BOD meetings in accordance with current laws and issued Minutes and Resolutions serving as the basis for the Board of Management to deploy production and business activities.

**III. OBJECTIVES AND TASKS IN 2026**

Inheriting and promoting achieved accomplishments, overcoming remaining difficulties in 2025, the Company's BOD is determined to strive to build a stable and sustainably developing Company, overcoming the common difficulties of the Vietnamese economy in 2026 through the following main measures:

- Regularly inspect and supervise the execution of signed contracts and effectively use capital, ensuring the completion of the 2026 plan tasks.
- Maintain weekly situation exchanges between the BOD Chairman and non-executive BOD members to create consensus and promote members' initiatives and ideas for the activities of the BOD and the Company.
- Maintain monthly Board of Directors meetings to propose flexible and timely guidelines and policies, resolving issues arising during the management of production and business operations.
- Draft the Company's development strategy.
- The BOD continues to direct and supervise the Company's Executive Board to complete and exceed the targets set for 2026 as follows:

*Unit: VND*

<b>No.</b>	<b>Indicators</b>	<b>Actual 2025</b>	<b>2026 Plan</b>
1	Total revenue	53,265,561,561	300,000,000,000

2	Charter capital	120,999,920,000	345,199,900,000
3	Profit after tax	71,272,650	20,000,000,000
4	Dividend	0%	10%

The above is the report of the Board of Directors of CTP Group Corporation summarizing the operating results in 2025 and the operational direction in 2026.

We hope that Shareholders will provide practical comments to help the Company's Board of Directors operate better and achieve the best strategy for the stable and sustainable development of the Company.

After the Annual General Meeting of Shareholders approves the report contents, the Board of Directors will build a specific roadmap and program in the spirit of innovation accompanied by drastic and thorough directing measures to lead CTP Group Corporation to sustainable development.

On behalf of the Board of Directors, I would like to express my gratitude for the support and trust of all Shareholders during the past time.

***Respectfully reported to the General Meeting of Shareholders./.***

**Recipients:**

- AGM;
- BOD, Supervisory Board, Board of Management;
- Archived: Administration.

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

**(Signed)**

**TRAN CONG THANH**

No.: .../2026/BC-BTGD-CTP

Hanoi, [Day] [Month] 2026

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## **SUMMARY REPORT**

### **ON BUSINESS OPERATIONS IN 2025 AND PLAN FOR 2026**

#### **I. BUSINESS OPERATIONS IN 2025**

##### **1. General Assessment**

2025 is considered a highly difficult year for both the overall economy and businesses in particular, as they had to face major challenges such as inflation, natural disasters, and epidemics. In addition, military conflicts continued to escalate, strategic competition among major powers became increasingly fierce, many countries strengthened trade protectionism policies, public debt and budget deficits increased, the decline of some major economies, and local disruptions in the global supply chain have impacted world peace, stability, and economic growth.

With correct development orientations, the direction of the Board of Management, and the efforts of the staff in 2025, the Company continued to maintain its production and business activities in its key commodities, which are building materials. Along with that, the Company regularly seeks potential investment opportunities to improve investment efficiency, contributing to the growth of revenue and profit for the Company.

However, due to difficulties and objective factors, the Company did not complete the proposed business plan.

##### **2. Personnel, remuneration, and operating expenses of the Board of Management**

In 2025, the personnel structure of the Board of Management was as follows:

<b>Personnel</b>	<b>Position</b>	<b>Date of appointment</b>	<b>Date of dismissal</b>
Mr. DUONG VAN TINH	General Director	29/04/2025	
	Deputy General Director	30/08/2024	29/04/2025
Mr. LE MINH TUAN	General Director	30/06/2023	29/04/2025

The income of the Board of Management in 2025 was 64,000,000 VND. The Board of Management's operating expenses, transaction costs, travel expenses, etc., during the year strictly complied with the Company's regulations and rules.

### 3. Business results in 2025

The Company's business results in 2025 are as follows:

No.	Indicators	2025 Plan (VND)	Actual 2025 (VND)	Ratio compared to the Plan (%)
1	Total revenue	100,000,000,000	53,265,561,561	53.27%
2	Profit after tax	650,000,000	71,272,650	10.97%
3	Charter capital	120,999,920,000	120,999,920,000	100%
4	Dividend	0%	0%	-

*(Source: 2025 Audited Financial Statements)*

### 4. Finance, accounting, and information disclosure

- The Company strictly complied with the preparation of financial statements in accordance with accounting standards.
- The Company performed information disclosure in accordance with the law.

### 5. Labor policies, organizational structure, policies, and management

- The Company implemented the policy of strengthening labor discipline and improving labor productivity. At the same time, always ensuring that employees receive fair wages commensurate with their efforts and contributions. In addition, the Company ensures that employees strictly comply with labor protection and occupational health and safety regulations. Organizing on-site training or sending for training to improve professional qualifications, increase wages, and raise grades for employees.
- Fully and promptly resolving regimes for sickness, maternity, holidays, Tet, annual leave, hardship allowances, and organizing comprehensive and periodic health check-ups for the Company's employees.
- In 2025, the Company formulated and perfected consistent working procedures and regulations. Especially, the Company scientifically built and systematized books and accounting regimes, thereby promptly and accurately reflecting the Company's financial situation, helping the leadership make timely and accurate decisions.

## II. PRODUCTION AND BUSINESS PLAN FOR 2026

### 1. Objectives

Based on the production and business results achieved in 2025, the Company strives to build and implement the planned targets for 2026 as follows:

No.	Indicators	Actual 2025 (VND)	2026 Plan (VND)
1	Total revenue	53,265,561,561	300,000,000,000
2	Charter capital	120,999,920,000	345,199,900,000
3	Profit after tax	71,272,650	20,000,000,000
4	Dividend	0%	10%

## 2. Implementation solutions

Below are some general orientational solutions to implement the Company's 2026 plan. Depending on conditions and actual situations, the Company's Board of Management will have appropriate plans and solutions:

- Closely follow and fully implement the contents of the 2026 AGM Resolution and BOD Resolutions.
- Continue to focus on the Company's core business lines and seek new suppliers as well as new customers in the context that the economy in 2026 is showing many positive signs again.
- Implement investment cooperation and business cooperation with potential partners with the goal of bringing economic efficiency to create a premise for the Company's expansion.
- Improve the executive capacity of managers, train and foster middle-level managers.
- Be proactive in shareholder relations, responsible for information disclosure activities, and expand Investor relations.

The above is the report of the Board of Management on the production and business results in 2025 and the production and business plan and investment orientation of the Company in 2026.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Sincerely./.

**Recipients:**

- As above;
- Board of Directors;
- Supervisory Board;
- Archived: Administration.

**GENERAL  
DIRECTOR**

**(signed)**

**DUONG VAN TINH**

**DRAFT**

## **REPORT ON THE ACTIVITIES OF THE SUPERVISORY BOARD IN 2025 AND THE PLAN FOR 2026**

- Pursuant to the Law on Enterprises No. 59/20/QH14 dated June 17, 2020, and its amending, supplementing documents, and guiding implementation documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amending, supplementing documents, and guiding implementation documents;
- Pursuant to the functions, duties, and powers of the Supervisory Board specified in the Charter of CTP Group Corporation;
- Based on the results of the inspection and supervision activities of the Supervisory Board in 2025,

On behalf of the Supervisory Board ("**SB**") of CTP Group Corporation (*the "Company"*), I would like to report to the 2026 Annual General Meeting of Shareholders the following contents:

### **I. RESULTS OF THE SUPERVISORY BOARD'S ACTIVITIES IN 2026**

#### **1. Organizational structure of the Supervisory Board:**

In 2025, the Company's Supervisory Board consists of 03 members: 01 Head of the Supervisory Board and 02 members of the Supervisory Board. In 2025, there was no personnel change in the Company's Supervisory Board. The incumbent members of the Supervisory Board at the date of this report are as follows:

- |                         |                                   |
|-------------------------|-----------------------------------|
| + Mr. Tran Manh Linh    | - Head of the Supervisory Board   |
| + Ms. Ho Thi Bao Ngoc   | - Member of the Supervisory Board |
| + Ms. Nguyen Thuy Trang | - Member of the Supervisory Board |

#### **2. Main activities of the Supervisory Board in 2025**

In 2025, the Supervisory Board held meetings to assign tasks to each member of the Supervisory Board to perform the board's functions and duties, and met to develop and supplement the 2025 operation plan. Periodically, the Supervisory Board organizes meetings twice a year to summarize the activities during the period and set out the inspection and supervision plan for the next period.

The Supervisory Board has carried out inspection and supervision activities regarding compliance with the provisions of the Law on Enterprises, the Law on Securities, and the Company's Charter of Organization and Operation in the management and administration of the Company's production and business activities, including:

- + Attending meetings of the Board of Directors ("BOD"). Supervising and inspecting the implementation and execution by the BOD and the Board of Management ("BOM") according to the Resolution of the 2025 Annual General Meeting of Shareholders ("GMS"), the Corporate Governance Regulation, and the Company's Charter.
- + Reviewing the Company's Charter, thereby proposing appropriate amendments in accordance with current State laws and to improve the Company's efficiency.
- + Giving opinions on selecting the annual financial statement auditing firm in accordance with the Law on Enterprises and the Company's Charter;
- + Supervising and inspecting the implementation process of the production and business plan by the BOD and BOM according to the 2025 GMS Resolution;
- + Checking the honesty, reasonableness, and prudence in accounting work and the preparation of the Company's Financial Statements;
- + Participating in periodic inventory to appraise the Company's capital and capital sources situation, as well as the increase or decrease in personnel and the working efficiency of the BOD, BOM members, and departments to ensure compliance with the Charter and current laws.

### **3. Remuneration, operating expenses, and other benefits of the SB in 2025**

The SB's remuneration and related regimes are paid according to the GMS's approval. The operating expenses of the SB are part of the Company's operating expenses.

The Company's Supervisory Board received no remuneration in 2025.

### **4. Operation plan of the Supervisory Board in 2026:**

- Monitor the implementation of the SB's recommendations in 2026;
- Supervise the activities of the Board of Directors and the General Director in managing and running the Company and executing the tasks assigned by the 2026 GMS;
- Check compliance with the Charter, regulations, rules, and procedures in financial management, investment, and production and business;
- Continue to review and inspect the implementation of regulations on accounting, financial management, basic construction investment management, capital usage, costs, and purchasing at the Company's enterprises, branches, and offices;
- Inspect and perform other tasks according to the Operational Regulation of the Supervisory Board, the Company's Charter, and current regulations.

## **II. RESULTS OF INSPECTION AND SUPERVISION ACTIVITIES**

### **1. Results of supervising the governance and administration of the BOD, BOM, and the implementation of the 2025 GMS Resolution:**

- The BOD has fulfilled its management responsibilities, complying with the provisions of the Law on Enterprises, the Company's Charter, the General Meeting of Shareholders' Resolutions, and other legal regulations.
- The resolutions and contents of the resolutions issued by the BOD complied with the BOD's authority and the GMS's resolutions, the Law on Enterprises, the Law on Securities, and the Company's Charter.
- The decisions of the BOM in 2025 were made promptly, accurately, and in accordance with the spirit of the 2025 Annual GMS Resolution.
- The members of the Board of Directors and the BOM are capable members with a sense of responsibility in their work. The Supervisory Board notes that in 2026, the BOD and the BOM made great efforts in maintaining domestic and foreign sales channels, while expanding and dominating the domestic market share.

## **2. Results of supervising the Company's operational and financial situation:**

The Supervisory Board agrees with the Company's audited 2025 Financial Statements and concurs with the results as follows:

- The financial statements have been prepared in the correct format according to current legal regulations;
- The data on the financial statements honestly, objectively, and appropriately reflect the Company's financial situation as of December 31, 2025. The financial statements received an unqualified opinion.

For detailed contents of the Financial Statements, Shareholders are invited to refer to the Report of the BOM and the Report of the BOD included in the GMS documents.

## **3. Evaluation report on transactions between the company, its subsidiaries, companies in which CTP Group Corporation holds a controlling stake of 50% or more of the charter capital and members of the Board of Directors, the General Director, other managers of the enterprise and their related persons; transactions between the company and companies where a member of the Board of Directors, the General Director, or other managers of the enterprise is a founding member or a business manager within the last 03 years prior to the transaction.**

Transactions between the Company and related parties all received BOD approval following authority and/or had their information disclosed according to regulations.

## **III. COORDINATION OF ACTIVITIES BETWEEN THE SB, BOD, BOM, AND SHAREHOLDERS**

- The coordination between the SB, the BOD, the BOM, and the Company's managers always ensures the principle of complying with legal regulations, the Company's regulations, and for the common interests of the Company.

- The BOD and BOM always create favorable conditions for the SB to perform its functions and duties according to the set plan.
- Regular and extraordinary meetings of the BOD always have the participation and opinions of the Supervisory Board in accordance with its functions and duties.
- After each control activity in 2025, the SB issued reports and recommendations to the BOD and the BOM. These recommendations were all acknowledged and implemented.
- During the year, the Supervisory Board did not receive any proposals or recommendations from the shareholders.

#### **IV. RECOMMENDATIONS OF THE SUPERVISORY BOARD**

To successfully complete the proposed business tasks, the Company's Supervisory Board recommends the Board of Directors and the Board of Management of the Company effectively implement a number of the following issues:

1. Build a consistent control and risk management environment to ensure sustainable development and safe production, thereby improving business efficiency; Maintain and enhance the effectiveness of the current control mechanisms as well as information connectivity between departments, boards, and units to ensure safe production.
2. Improve cost management capacity and respond to difficult business environment conditions caused by the impacts of the pandemic and the global macroeconomy.
3. Continue to improve the capacity for financial management, human resources, production, and sales based on the application of information technology and information security control mechanisms.
4. Continue to create favorable conditions for the SB's activities in accordance with regulations.

The above are the contents of the report from the Supervisory Board respectfully submitted to the 2026 Annual General Meeting of Shareholders. We respectfully request the General Meeting of Shareholders to approve and confirm the report of the Supervisory Board.

Respectfully reported to the Meeting./.

***Recipients:***

- As above;
- BOD;
- SB;
- Archived: Administration.

**ON BEHALF OF THE SUPERVISORY BOARD  
HEAD OF THE BOARD**

*(Signed)*

**TRAN MANH LINH**

**DRAFT**

**PROPOSAL**

*(On: Approval of the audited Financial Statements of 2025)*

**To: The General Meeting of Shareholders of the Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amending, supplementing documents, and guiding implementation documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amending, supplementing documents, and guiding implementation documents;
- Pursuant to the 2025 Financial Statements audited by AFC Vietnam Auditing Company Limited;
- Pursuant to the Charter of CTP Group Corporation (*the "Company"*);

In implementation of the Resolution of the 2025 Annual General Meeting of Shareholders, the Board of Directors of the Company selected AFC Vietnam Auditing Company Limited to audit the 2025 Financial Statements. The Board of Directors respectfully submits to the General Meeting of Shareholders to approve the contents of the audited 2025 Financial Statements. The Company has disclosed information in accordance with regulations and published the full text of the audited 2025 Financial Statements on the Company's website, including:

- Balance Sheet as of December 31, 2025;
- Income Statement for 2025;
- Cash Flow Statement for 2025;
- Notes to the Financial Statements.
- Audit opinion on the Financial Statements: Unqualified opinion.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval./.

**Recipients:**

- As above;
- Board of Directors;
- Supervisory Board;
- Archived: Administration.

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

**(Signed)**

**TRAN CONG THANH**

**DRAFT**

**PROPOSAL**

*(On: Selection of an auditing firm for 2026)*

**To: The General Meeting of Shareholders of the Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amending, supplementing documents, and guiding implementation documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amending, supplementing documents, and guiding implementation documents;
- Pursuant to the Charter of CTP Group Corporation (*the "Company"*).

The Supervisory Board of the Company respectfully submits to the General Meeting of Shareholders ("**GMS**") for approval the plan to select an independent auditing firm to review the 2026 semi-annual Financial Statements and audit the 2026 Financial Statements of CTP Group Corporation as follows:

Criteria for selecting the auditing firm:

- Being a legally operating company in Vietnam and approved by the State Securities Commission to audit public interest entities in 2026 (see details in the attached list of approved entities);
- Having a good reputation for audit quality;
- Having reasonable and competitive audit fees;
- Meeting the Company's audit schedule and scale requirements.

We respectfully request the GMS to approve the authorization for the Board of Directors to select a specific auditing firm based on the above criteria.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval./.

**Recipients:**

- As above;
- Board of Directors;
- Supervisory Board;
- Archived: Administration.

**ON BEHALF OF THE SUPERVISORY BOARD  
HEAD OF THE SUPERVISORY BOARD**

**(Signed)**

**TRAN MANH LINH**

**LIST OF AUDITING FIRMS APPROVED TO AUDIT PUBLIC INTEREST  
ENTITIES IN THE SECURITIES SECTOR IN 2026**

No.	COMPANY NAME
1	KPMG Limited (KPMG)
2	AASC Auditing Firm Company Limited (AASC)
3	A&C Auditing and Consulting Company Limited (A&C)
4	Moore AISC Auditing and Informatics Services Company Limited (Moore AISC)
5	PwC (Vietnam) Limited (PwC)
6	Grant Thornton (Vietnam) Limited (GT)
7	AAC Auditing and Accounting Company Limited (AAC)
8	Southern Auditing and Accounting Financial Consulting Services Company Limited (AASCS)
9	PKF-TTG Auditing and Consulting Company Limited (PKF-TTG)
10	RSM Vietnam Auditing & Consulting Company Limited (RSM)
11	Vietnam Auditing and Valuation Company Limited (VAE)
12	BDO Audit Company Limited (BDO)
13	Deloitte Vietnam Audit Company Limited (Deloitte)
14	VIETVALUES Auditing and Consulting Company Limited (VIETVALUES)
15	International Auditing Company Limited (ICPA)
16	Ernst & Young Vietnam Limited (E&Y)
17	UHY Auditing and Consulting Company Limited (UHY)
18	Nhan Tam Viet Auditing Company Limited (NTV)
19	AFC Vietnam Auditing Company Limited (AFC)
20	VACO Auditing Company Limited (VACO)
21	ECOVIS AFA VIETNAM Auditing - Valuation and Consulting Company Limited (ECOVIS AFA)
22	ASCO Auditing and Valuation Firm Company Limited (ASCO)
23	NVA Auditing Company Limited (NVA)
24	An Viet Auditing Company Limited (An Viet)
25	International Auditing and Valuation Company Limited (IAV)
26	Vietnam Auditing and Valuation Company Limited (AVA)
27	CPA VIETNAM Auditing Company Limited (CPA VN)
28	FAC Auditing Company Limited (FAC)

No.: .../2026/TTr-HĐQT-CTP

Hanoi, [Day] [Month] 2026

**DRAFT**

## **PROPOSAL**

*(On: Payment of remuneration for the Board of Directors and Supervisory Board in 2025 and payment plan for 2026; Profit distribution plan for 2025 and expectation for 2026)*

### **To: The General Meeting of Shareholders of the Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amending, supplementing documents, and guiding implementation documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amending, supplementing documents, and guiding implementation documents;
- Pursuant to the Charter of CTP Group Corporation (*the "Company"*).

The Board of Directors of the Company respectfully submits to the General Meeting of Shareholders for approval:

- The payment plan of remuneration for the Board of Directors ("**BOD**") and Supervisory Board ("**SB**") in 2025 and the remuneration payment plan for the Board of Directors and Supervisory Board in 2026;
- The Company's profit distribution plan for 2025 and expectation for 2026 as follows:

#### **1. Remuneration of the Board of Directors and Supervisory Board in 2025:**

In 2025, the Board of Directors and the Supervisory Board will not receive remuneration.

#### **2. Remuneration payment plan for the Board of Directors and Supervisory Board in 2026:**

Based on the Company's business operation plan for 2026, the BOD submits to the General Meeting of Shareholders to approve the remuneration payment for the Company's BOD and SB in 2026 as follows:

- For full-time members of the BOD and SB, remuneration is paid according to the Company's salary regulation;
- For part-time members of the BOD and SB, remuneration will be paid when the Company completes the 2026 business plan;
- The specific remuneration level will be submitted to the General Meeting of Shareholders for approval after the 2026 business results are available.

#### **3. Profit distribution plan for 2025:**

<b>No.</b>	<b>Indicators</b>	<b>Amount (VND)</b>
1.	Profit after tax in 2025	71,272,650
2.	Appropriation to funds	0
3.	Profit after tax after appropriation to funds in 2025 (=1-2)	71,272,650
4.	Undistributed profit from previous years	23,088,514,314
5.	Undistributed after-tax profit (=3+4)	23,159,786,964
6.	Dividends for 2025	0
7.	Retained profit (=5-6)	23,159,786,964

#### **4. Profit distribution plan for 2026:**

The Company's profit distribution plan for 2026: The General Meeting of Shareholders assigns the Board of Directors to propose and submit to the General Meeting of Shareholders the dividend rate, the form of dividend payment, and fund appropriations based on the 2026 business results.

Respectfully submitted to the General Meeting of Shareholders for consideration and decision.

Sincerely./.

**Recipients:**

- *As above;*
- *Board of Directors;*
- *Supervisory Board;*
- *Archived: Administration.*

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

**(Signed)**

**TRAN CONG THANH**

No.: .../2026/TTr-HĐQT-CTP

Hanoi, [Day] [Month] 2026

## **PROPOSAL**

*(On: Policy of executing contracts and transactions between the Company and related parties)*

**DRAFT**

### **To: The General Meeting of Shareholders of the Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amending, supplementing documents, and guiding implementation documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amending, supplementing documents, and guiding implementation documents;
- Pursuant to the Charter of CTP Group Corporation (*the "Company"*).

In order to be proactive in business operations and ensure the completion of the proposed plan, the Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders ("*GMS*") for approval the policy of executing contracts and transactions in the 2026-2027 period as follows:

- 1. Approve the signing and execution of contracts and transactions between the Company and related parties with a value of 10% or more, or transactions resulting in a total transaction value arising within 12 months (from the date of the first transaction) of 35% or more of the total asset value recorded in the Company's most recent financial statements.**
  - Transaction contents include but are not limited to:
    - a. Transactions of buying and selling goods, materials, and contributing capital for business cooperation.
    - b. Borrowing, lending, pledging, and mortgaging asset transactions based on optimizing cash flow and financial activities of the parties;
  - Related parties participating in the transactions include:
    - a. Shareholders, authorized representatives of organizational shareholders owning more than 10% of the total ordinary shares of the company and their related persons;
    - b. Members of the Board of Directors, the General Director, other managers and their related persons;
    - c. Enterprises that members of the Board of Directors, the General Director and other managers of the Company must declare under Clause 2, Article 164 of the 2020 Law on Enterprises.
- 2. Execution time:** From the effective date of the Resolution of the 2026 Annual GMS until the issuance of the Resolution of the 2027 Annual GMS.
- 3. Authorize the Company's Board of Directors to:**

- Decide on the specific terms and conditions of the above contracts and transactions, decide on agreements and documents related to these contracts and transactions, including agreements amending, supplementing, terminating, or replacing such contracts and transactions.
- Sign and execute the contracts, transactions, and related documents, including agreements amending, supplementing, terminating, or replacing such contracts and transactions (if any).
- Disclose information on the transactions in accordance with the law.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval!

**Recipients:**

- *As above;*
- *Board of Directors;*
- *Supervisory Board;*
- *Archived: Administration.*

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

**(Signed)**

**TRAN CONG THANH**

No.: /2026/TTr-HĐQT-CTP

Hanoi, [Day] [Month] 2026

**DRAFT**

## **PROPOSAL**

*(On: Canceling and replacing the plan to issue shares to increase  
share capital from owners' equity)*

### **To: The General Meeting of Shareholders of the Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amending, supplementing documents, and guiding implementation documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its amending, supplementing documents, and guiding implementation documents;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025, of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Resolution of the 2026 Extraordinary General Meeting of Shareholders No. 01/2026/NQ-ĐHĐCĐ-BT dated January 31, 2026, of Hoa Binh Takara Joint Stock Company (now CTP Group Corporation) and the attached Proposal No. 01/2026/TTr-HĐQT-BT of the Board of Directors dated January 31, 2026;
- Pursuant to the Charter of CTP Group Corporation (the "**Company**");
- Pursuant to the audited 2025 Financial Statements of the Company audited by AFC Vietnam Auditing Company Limited;
- Pursuant to the actual needs of the Company.

To align with the actual situation regarding the implementation of the plan to issue shares to increase share capital from owners' equity, the Board of Directors ("**BOD**") of the Company respectfully submits to the 2026 Annual General Meeting of Shareholders ("**GMS**") to consider and approve the following contents:

- (i) Cancel the plan to issue shares to increase capital from owners' equity which was approved by the 2026 Extraordinary General Meeting of Shareholders of the Company in Resolution No. 01/2026/NQ-ĐHĐCĐ-BT dated January 31, 2026, and Proposal No. 01/2026/TTr-

HĐQT-BT dated January 31, 2026, of the Company's BOD and the Proposal No. 01/2026/TTr-HĐQT-BT of the Board of Directors dated January 31, 2026;

- (ii) Approve the Plan to issue shares to increase share capital from owners' equity - This plan replaces the plan to issue shares to increase share capital from owners' equity mentioned in Item (i) of this Proposal, with the following specific details:

#### **I. ISSUANCE PLAN**

1. Issuing organization : CTP Group Corporation
2. Share name : Share of Hoa Binh Takara Joint Stock Company
3. Securities code : CTP
4. Type of share to be issued : Ordinary share
5. Par value : VND 10,000
6. Number of outstanding shares : 12,099,992 shares
7. Expected number of shares to be issued : 2,419,998 shares
8. Expected total issuance value at par value : VND 24,199,980,000
9. Issuance ratio : 20% (on the record date for allocating rights, each shareholder owning 01 (one) share will receive 01 (one) right, every 05 rights will entitle the shareholder to receive 01 new share).
10. Source of issuance : From the Investment and Development Fund and the Undistributed after-tax profit of the Company according to the audited 2025 Financial Statements, the details and order of use are as follows:
  - From the Investment and Development Fund with the amount of VND 4,428,632,177; followed by
  - From the Undistributed after-tax profit with an expected maximum amount of VND 19,771,347,823.
11. Form of issuance : Issuing shares to increase share capital from owners' equity.
12. Subject of issuance : Existing shareholders named in the list of shareholders on the record date for allocating rights.
13. Plan for handling fractional shares : The number of shares issued to increase share capital from owners' equity will be rounded down to the nearest integer. The number of fractional shares arising (if any) due to rounding

down will be canceled.

14. Conditions on transfer : The issued shares are not restricted from transfer. Shareholders are not allowed to transfer their rights to third parties.
15. Issuance time : Expected in 2026, after receiving written notification of receiving complete issuance reporting documents from the State Securities Commission (SSC).

The issuance of shares to increase share capital from owners' equity will be carried out before implementing a private placement of shares (if any).

## **II. SUPPLEMENTARY REGISTRATION, DEPOSITORY, AND LISTING**

The GMS authorizes and assigns the BOD to implement all necessary procedures to register additional securities at the Vietnam Securities Depository and Clearing Corporation and register for additional listing at the Hanoi Stock Exchange for all shares issued to increase share capital from owners' equity in accordance with the provisions of the Company's Charter and current laws.

## **III. AUTHORIZATION BY THE GMS TO THE BOARD OF DIRECTORS**

The GMS authorizes the Company's BOD to decide on all matters related to the issuance of shares to increase share capital from owners' equity, specifically as follows:

- Select the appropriate time to implement the Issuance Plan to ensure strict compliance with the provisions of the law, ensuring the best interests of the shareholders and the Company.
- Develop a reasonable capital use plan.
- Execute the procedures to apply for the SSC's permission to issue shares to increase share capital from owners' equity and report the issuance results to the SSC.
- Amend and supplement the Company's Charter regarding changes in the number of shares and the Company's charter capital after completing the issuance of shares to increase share capital from owners' equity based on the actual results of the issuance, and report to the General Meeting of Shareholders at the nearest meeting.
- Implement the necessary procedures for securities registration and additional listing of the Company's shares at the Vietnam Securities Depository and Clearing Corporation and the Hanoi Stock Exchange in accordance with the law.
- Execute the procedures to amend the Company's Enterprise Registration Certificate regarding changes in the number of shares and charter capital based on the actual results of the issuance with the competent state authority after completing the issuance.

The above is the content of the Plan to issue shares to increase capital from owners' equity of CTP Group Corporation.

Respectfully submitted to the GMS for consideration and approval.

Sincerely./.

**Recipients:**

- *As above;*
- *BOD, Supervisory Board, Board of Management;*
- *Archived: Administration.*

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

**(Signed)**

**TRAN CONG THANH**

No.: .../2026/TTr-HĐQT-CTP

Hanoi, [Day] [Month] 2026

## **PROPOSAL**

*(Re: Addition of Legal Representative of the Company)*

**DỰ THẢO**

**To: The General Meeting of Shareholders of the Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amending, supplementing documents, and guiding implementation documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amending, supplementing documents, and guiding implementation documents;
- Pursuant to the Charter of CTP Group Corporation (*the "Company"*)

The Board of Directors of the Company would like to report and respectfully submit to the General Meeting of Shareholders for consideration and approval the addition of the Company's Legal Representative as follows:

1. Addition of the Company's Legal Representative:

a) Current Legal Representative of the Company:

The Company currently has 01 (one) Legal Representative, who is the General Director of the Company.

b) Proposal to add 01 (one) additional Legal Representative. After the change, the Company shall have 02 (two) Legal Representatives, specifically:

- The Chairman of the Board of Directors shall be the First Legal Representative of the Company.
- The General Director shall be the Second Legal Representative of the Company.

c) Scope of authority and obligations of each Legal Representative:

The authority and obligations of each Legal Representative are specified in Article 3 of the amended and supplemented Charter in 2026 (*details are in accordance with the Draft Charter attached to the meeting documents*), in which the scope of representation for each Legal Representative is prescribed as follows:

- The Chairman of the Board of Directors shall be the Legal Representative of the Company for matters regarding business strategy, development orientation, and other matters that do not fall within the scope of authority of the Second Legal Representative as specified below.
- The General Director shall be the Legal Representative of the Company within the scope of risk management, legal compliance assurance, and the organization and execution of the Company's day-to-day business operations.

2. The General Meeting of Shareholders hereby assigns/authorizes the General Director of the Company to organize the implementation and carry out the relevant procedures at the competent authorities to complete the addition of the Company's Legal Representative.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval!

**Recipients:**

- *As above;*

- *BOD, SB, BOM;*

*Archived: Administration.*

**ON BEHALF OF THE BOARD OF  
DIRECTORS**

**(Signed)**

**TRAN CONG THANH**

**DRAFT**

**PROPOSAL**

*On: Amending the Company's Charter*

**To: The General Meeting of Shareholders of the Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amending, supplementing documents, and guiding implementation documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amending, supplementing documents, and guiding implementation documents;
- Pursuant to the Charter of CTP Group Corporation (*the "Company"*),

Based on the actual business operations of the Company and changes in the law, the Board of Directors has organized a review and considered amending and supplementing certain articles in the Company's Charter (*Details are in the attached Appendix*).

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the new Company's Charter. The new Charter will take effect from the date the Resolution of the 2026 Annual General Meeting of Shareholders is approved and will replace the current Charter.

Respectfully submitted to the General Meeting for consideration and approval./.

**Recipients:**

- As above;
- BOD, SB, BOM;
- Archived: Administration.

**ON BEHALF OF THE  
BOARD OF DIRECTORS**

**(Signed)**

**TRAN CONG THANH**

## APPENDIX: AMENDMENTS AND SUPPLEMENTS TO THE CHARTER OF CTP GROUP CORPORATION

*(Attached to Proposal No. .../2026/TTr-HDQT-CTP dated [Day]/[Month]/2026 on amending the Company's Charter)*

No.	Amended Article	Current Charter Content	Proposed Amendment Content	Basis for amendment and supplement
1	PREAMBLE	<p>This Charter of Hoa Binh Takara Joint Stock Company (Hereinafter referred to as the "Company" or "CTP"), is the legal basis for all operations of CTP.</p> <p>This Charter was approved at the Annual General Meeting of Shareholders held on June 28, 2025 according to the Resolution of the General Meeting of Shareholders No. 02/2025/NQ-ĐHĐCĐ dated June 28, 2025.</p>	<p>This Charter of CTP Group Corporation (Hereinafter referred to as the "Company" or "CTP"), is the legal basis for all operations of CTP.</p> <p>This Charter was approved at the Annual General Meeting of Shareholders held on June 30, 2026 according to the Resolution of the General Meeting of Shareholders No. .... /2026/NQ-ĐHĐCĐ dated June 30, 2026.</p>	<p>Amended in accordance with the Company's actual operations</p>
2	Article 2. Name, form, head office, branches, representative offices and operating term of the Company (Clause 1)	<p>a) Vietnamese name of the Company: CÔNG TY CỔ PHẦN HÒA BÌNH TAKARA</p> <p>b) Foreign name of the Company: HOA BINH TAKARA JOINT STOCK COMPANY</p> <p>c) Abbreviated name of the Company:</p>	<p>a) Vietnamese name of the Company: CÔNG TY CỔ PHẦN TẬP ĐOÀN CTP GROUP</p> <p>b) Foreign name of the Company: CTP GROUP CORPORATION</p> <p>c) Abbreviated name of the Company:</p>	
3	Article 2. Name, form, head office, branches, representative offices and operating term of the Company (Clause 2)	<p>b) Head office address: No. 705 Nguyen Duy Trinh Street, Binh Trung Dong Ward, District 2, Ho Chi Minh City.</p> <p>c) Telephone: 0888542020</p> <p>e) Website: <a href="https://takaractp.com/">https://takaractp.com/</a>.</p>	<p>b) Head office address: 8th Floor, Simco Song Da Building, Van Phuc New Urban Area, Ha Dong Ward, Hanoi City</p> <p>c) Telephone: 0973 760 515</p> <p>e) Website: <a href="https://ctpgroupvietnam.com/">https://ctpgroupvietnam.com/</a>.</p>	

4	Article 3. Legal Representative of the Company (Clause 1)	The Company has 01 (one) Legal Representative, who is the General Director.	The Company has 02 (two) Legal Representatives, including: a. The Chairman of the Board of Directors shall be the First Legal Representative of the Company. b. The General Director shall be the Second Legal Representative of the Company.	
5	Article 3. Legal Representative of the Company (Clause 2)	None.	c. Scope of representation of each Legal Representative: i. The Chairman of the Board of Directors shall be the Legal Representative of the Company for matters regarding business strategy, development orientation, and other matters that do not fall within the scope of authority of the Second Legal Representative as prescribed in Item ii, Point c, Clause 2 of this Article. ii. The General Director shall be the Legal Representative of the Company within the scope of risk management, legal compliance assurance, and the organization and execution of the Company's day-to-day business operations.	
6	Article 26. Composition and term of Board of Directors members (Clause 3)	The structure of the company's Board of Directors must ensure that at least 1/3 of the total members of the Board of Directors are non-executive members and must ensure that there is at least one (01) member of the Board of Directors who is an independent member.	The structure of the company's Board of Directors must ensure that at least one (01) member of the Board of Directors is a non-executive member and has at least one (01) member of the Board of Directors who is an independent member.	Amended in accordance with the provisions in Decree No. 245/2025/ND-CP

7	Article 27. Rights and obligations of the Board of Directors (Clause 2)	q. Other rights and obligations prescribed by the Law on Enterprises, the Law on Securities, other provisions of the law, and the company's Charter.	q. Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, the General Director, the Person in charge of corporate governance, and other managers of the Company; r. Execute dividend payments to shareholders in accordance with the law after approval by the Annual General Meeting of Shareholders; s. Other rights and obligations prescribed by the Law on Enterprises, the Law on Securities, other provisions of the law, and the company's Charter.	Supplemented in accordance with the provisions in Decree No. 245/2025/ND-CP
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**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

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**CHARTER**  
**CTP GROUP CORPORATION**



Ho Chi Minh City, June 2026

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## PREAMBLE

This Charter of CTP Group Corporation (Hereinafter referred to as the "Company" or "CTP"), is the legal basis for all operations of CTP.

This Charter was approved at the Annual General Meeting of Shareholders held on June 30, 2026 according to the Resolution of the General Meeting of Shareholders No. /2026/NQ-ĐHĐCĐ dated June 30, 2026.

## CHAPTER I.

### DEFINITION OF TERMS IN THE CHARTER

#### Article 1. Interpretation of terms

1. In this Charter, the following terms are understood as follows:
  - a. *Charter capital* is the total par value of shares sold or registered to be purchased upon the establishment of the joint stock company and as specified in Article 6 of this Charter;
  - b. *Voting capital* is the share capital, according to which the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders.
  - c. *Law on Enterprises* is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020.
  - a. *Law on Securities* is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019.
  - b. *Vietnam* is the Socialist Republic of Vietnam.
  - c. *Date of establishment* is the date the Company is granted the first Enterprise Registration Certificate.
  - d. *Enterprise executive* is the General Director, Deputy General Director, Chief Accountant and other executives as prescribed in this Charter.
  - e. *Enterprise manager* is the company manager, including the Chairman of the Board of Directors, members of the Board of Directors, General Director and individuals holding other managerial positions as prescribed in this Charter.
  - f. *Related person* is an individual or organization prescribed in Clause 46, Article 4 of the Law on Securities.
  - g. *Shareholder* is an individual or organization owning at least one share of a joint stock company.
  - h. *Major shareholders* are shareholders prescribed in Clause 18, Article 4 of the Law on Securities.
  - i. *Operation term* is the operation time of the Company specified in Article 2 of this Charter.
  - j. *The Stock Exchange* is the Vietnam Stock Exchange and its subsidiaries.
2. In this Charter, references to one or many other regulations or documents include amendments, supplements, or replacement documents.
3. The headings (Chapters, Articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.

## CHAPTER II

### NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, BUSINESS LOCATION, OPERATION TERM AND LEGAL REPRESENTATIVE OF THE COMPANY

#### Article 2. Name, form, head office, branch, representative office, business location and operation term of the Company

1. Company Name
  - a) Company name written in Vietnamese: CÔNG TY CỔ PHẦN TẬP ĐOÀN CTP GROUP
  - b) Company name written in a foreign language: CTP GROUP CORPORATION
  - c) Company abbreviated name:
2. The Company is a joint stock company having legal entity status in accordance with the current laws of Vietnam.
  - a) Registered head office of the Company:
  - b) Head office address: 8th Floor, Simco Song Da Building, Van Phuc New Urban Area, Ha Dong Ward, Hanoi City
  - c) Telephone: 0973 760 515
  - d) Fax:
  - e) Website: <https://ctpgroupvietnam.com/>.

The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the decision of the Board of Directors and to the extent permitted by law.

3. Unless terminating operation before the term specified in Clause 2, Article 59 or extending operation according to the provisions of Article 60 of this Charter, the operation term of the Company is indefinite from the date of establishment.

#### Article 3. Legal representative of the Company

1. The Company has 02 legal representatives, including:
  - a. The Chairman of the Board of Directors is the first legal representative of the Company.
  - b. The General Director is the second legal representative of the Company.
2. Rights and obligations of the Legal Representative:
  - a. Rights of the Legal Representative:
    - i. Is the individual representing the company to exercise the rights and obligations arising from the company's transactions;
    - ii. Representing the enterprise in the capacity of a requester for civil matter resolution, civil plaintiff, civil defendant, person with related rights and obligations before Arbitration, Court and rights and obligations as prescribed by law;

- iii. Rights according to the provisions of law, this Charter and the Labor Contract (if any)
- b. Obligations of the Legal Representative:
  - i. Exercise the assigned rights and obligations honestly, carefully, and best to ensure the legitimate interests of the company;
  - ii. Be loyal to the interests of the enterprise; not use information, know-how, business opportunities of the company, not abuse position, position and use assets of the company for personal gain or to serve the interests of other organizations and individuals;
  - iii. Notify the company promptly, fully and accurately of the enterprise that he/she and/or his/her related person owns or has controlling shares/capital contributions according to the provisions of the Law on Enterprises.
  - iv. Take personal responsibility for damages to the enterprise due to violation of the obligations specified in Items (i), (ii), and (iii) Point (b) Clause 2 of this Article;
  - v. Other obligations prescribed by law, this Charter and the Labor Contract (if any).
- c. Scope of representation of each Legal Representative:
  - i. The Chairman of the Board of Directors is the Legal Representative of the Company for matters related to business strategy, development orientation and other matters not within the authority of the second Legal Representative as prescribed in item ii point c Clause 3 of this Article.
  - ii. The General Director is the Legal Representative of the Company within the scope of risk management, ensuring compliance with the law and organizing and managing the regular business activities of the Company.

### **CHAPTER III**

#### **OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY**

##### **Article 4. Operational objectives of the Company**

1. The Company's business lines have been published on the National Business Registration Portal, in accordance with current legal regulations and the Company's Charter.
2. Operational objectives of the Company:
  - a. Build and maintain the brand, while expanding and synchronously developing other areas of operation in which the Company has an advantage, creating a foundation for stable, long-term and solid development;
  - b. Mobilize and effectively use capital in production and business;
  - c. Ensure harmonious interests of the State, the Company, shareholders and employees;
  - d. Maximize the Company's operations, create jobs and income for employees, ensure the legitimate rights and interests of shareholders, fulfill obligations to the State

## **Article 5. Business scope and operations of the Company**

The Company is permitted to conduct business activities in registered lines as stipulated in this Charter, notify changes in registration content to the business registration authority, and have published them on the National Business Registration Portal.

### **CHAPTER IV**

#### **CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

## **Article 6. Charter capital, shares, and founding shareholders**

1. The charter capital of the Company is **120,999,920,000 VND (One hundred twenty billion, nine hundred ninety-nine million, nine hundred twenty thousand VND./.)**
2. The total charter capital of the Company is divided into **12,099,992 shares** with a par value of 10,000 VND/share.
3. The Company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.
4. The shares of the Company on the date of adoption of this Charter include ordinary shares. The rights and obligations of shareholders holding each type of share are specified in Articles 12 and 13 of this Charter.
5. The Company may issue other types of preference shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of law.
6. Ordinary shares must be offered with priority to existing shareholders in proportion to their ownership ratio of ordinary shares in the Company, unless the General Meeting of Shareholders decides otherwise, the number of shares not fully registered to buy by shareholders will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons under conditions not more favorable than the conditions offered to existing shareholders unless the General Meeting of Shareholders has other approvals.
7. The Company may repurchase shares issued by the Company itself in the manner prescribed in this Charter and current laws.
8. The Company may issue other types of securities as prescribed by law.

## **Article 7. Share certificates**

1. Shareholders of the Company are issued share certificates corresponding to the number of shares and types of shares owned.
2. A share certificate is a type of security certifying the lawful rights and interests of the owner to a portion of the company's share capital. A share certificate must contain all contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within thirty (30) days from the date of submitting a complete dossier requesting the transfer of share ownership according to the Company's regulations or paying in full the share purchase price according to the Company's share issuance plan, the share owner shall be issued a share certificate. The share owner does not have to pay the Company the cost of printing the share certificate.

4. In case a share certificate is lost, damaged or destroyed in another form, the shareholder shall be re-issued a share certificate by the Company at the request of that shareholder. The shareholder's request must include the following contents:
  - a) Information about the share certificate that has been lost, damaged or destroyed in another form;
  - b) Commitment to take responsibility for disputes arising from the re-issuance of the new share certificate.
5. In case a shareholder changes his/her contact address, he/she must promptly notify the company to update the shareholder register. The Company is not responsible for the inability to contact the shareholder due to not being notified of the shareholder's change of contact address. At the same time, the inability to contact or send letters or documents to the shareholder due to not being notified of the shareholder's change of contact address will not affect the procedures for convening a meeting of the General Meeting of Shareholders, collecting shareholders' opinions in writing, sending documents to shareholders and the validity of the adopted resolutions of the General Meeting of Shareholders.

#### **Article 8. Other security certificates**

Bond certificates or other security certificates of the Company issued shall bear the signature of the legal representative and the seal of the Company.

#### **Article 9. Transfer of shares**

1. All shares are freely transferable unless otherwise provided by this Charter and the law; listed shares registered for trading on the Stock Exchange are transferred according to the provisions of the law on securities and the securities market.
2. Shares not fully paid shall not be transferred and enjoy related benefits such as the right to receive dividends, the right to receive issued shares to increase share capital from equity, the right to buy newly offered shares and other benefits as prescribed by law.
3. In case a Shareholder being an individual dies, his/her heir under a will or by law of that Shareholder is a Shareholder of the company. In case a Shareholder dies, the heirs of the deceased Shareholder must have a written agreement to designate a person or a number of persons representing the shares of the deceased Shareholder, the agreement must clearly state how many shares each person will represent. In case the shares of the deceased Shareholder have no heir or are deprived of the right to inherit, such shares shall be resolved in accordance with the provisions of civil law. At that time, the exercise of rights related to the shares of the deceased Shareholder shall be temporarily suspended until a competent State agency issues a ruling determining the person or persons entitled to represent the shares of the deceased Shareholder or the heirs reach an agreement.
4. A shareholder has the right to donate part or all of his/her shares in the company to others; use shares to pay debts. In this case, the person receiving the donation or receiving debt payment by shares will be a Shareholder of the company.

## **Article 10. Revocation of shares**

1. In case a shareholder fails to fully and timely pay the amount payable to purchase shares, the Board of Directors shall notify and have the right to request such shareholder to pay the remaining amount and bear responsibility corresponding to the total par value of shares registered to purchase for the Company's financial obligations arising from the failure to pay in full.
2. The above-mentioned payment notice must clearly state the new payment deadline (minimum is 07 days from the date of sending the notice), place of payment and the notice must clearly state that if the payment is not made according to the request, the unpaid shares will be revoked.
3. The Board of Directors has the right to revoke shares not fully and timely paid in case the requests in the above-mentioned notice are not fulfilled.
4. The revoked shares are considered shares authorized to be offered for sale specified in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or redistribute, or authorize the sale or redistribution under conditions and in manners deemed appropriate by the Board of Directors.
5. A shareholder holding revoked shares must renounce his/her shareholder status with respect to those shares, but must still bear responsibility corresponding to the total par value of shares registered to purchase for the Company's financial obligations arising at the time of revocation under the decision of the Board of Directors from the date of revocation until the date of payment. The Board of Directors has full discretion to decide the compelling of payment of the entire value of the shares at the time of revocation.
6. The revocation notice shall be sent to the holder of the revoked shares before the time of revocation. The revocation shall remain effective even in the event of error or negligence in sending the notice

## **CHAPTER V**

### **ORGANIZATION, GOVERNANCE AND CONTROL STRUCTURE**

#### **Article 11. Organization, governance and control structure**

The organizational, governance, and control structure of the Company includes:

1. General Meeting of Shareholders;
2. Board of Directors, Supervisory Board;
3. Executive General Director.

## **CHAPTER VI**

### **SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

#### **Article 12. Rights of shareholders**

1. Ordinary shareholders have the following rights:

- a) Attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or other forms prescribed by the Company's Charter and the law. Each ordinary share has one vote;
  - b) Receive dividends at the rate decided by the General Meeting of Shareholders;
  - c) Priority to purchase new shares corresponding to the proportion of ordinary shares owned by each shareholder in the Company;
  - d) Freely transfer their shares to others, except in the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal regulations;
  - e) Review, search and extract information on names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information;
  - f) Review, search, extract or copy the Company's Charter, minutes of the General Meeting of Shareholders and Resolutions of the General Meeting of Shareholders;
  - g) When the Company is dissolved or goes bankrupt, receive a portion of the remaining assets corresponding to the proportion of shares owned in the Company;
  - h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
  - i) Be treated equally. Each share of the same class entitles the owning shareholder to equal rights, obligations and interests. In case the Company has preference shares, the rights and obligations associated with the preference shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
  - j) Have full access to periodic and extraordinary information published by the Company in accordance with the law;
  - k) Have their legitimate rights and interests protected; propose to suspend or cancel resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
  - l) Other rights as prescribed by law and this Charter
2. A shareholder or a group of shareholders owning 05% or more of the total ordinary shares has the following rights:
- m) Request the Board of Directors to convene a General Meeting of Shareholders according to the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
  - n) Review, search, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions subject to the approval of the Board of Directors and other documents, except for documents related to the Company's trade secrets and business secrets;
  - o) Request the Supervisory Board to inspect specific issues related to the management and administration of the Company's operations when deemed necessary. The request must be in writing and include the following contents: full name, contact address, nationality, number of personal legal documents for individual shareholders; name, enterprise code or

- number of organizational legal documents, head office address for organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the whole group of shareholders and ownership percentage in the total shares of the Company; issues to be inspected, purpose of inspection;
- p) Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days prior to the opening date. The proposal must clearly state the shareholder's name, the number of each class of shares held by the shareholder, and the proposed issue to be included in the agenda;
  - q) Other rights as prescribed by law and this Charter
3. A shareholder or group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates to the Board of Directors and the Supervisory Board. The nomination of candidates to the Board of Directors and the Supervisory Board is carried out as follows:
- r) Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the shareholders attending the meeting of the group meeting before the opening of the General Meeting of Shareholders;
  - s) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this Clause has the right to nominate one or a number of candidates to the Board of Directors and the Supervisory Board according to the decision of the General Meeting of Shareholders. If the number of candidates nominated by the shareholder or group of shareholders is less than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders

### **Article 13. Obligations of shareholders**

Ordinary shareholders have the following obligations:

1. Pay in full and on time for the shares committed to purchase.
2. Not to withdraw the capital contributed by ordinary shares from the Company in any form, except when the Company or another person repurchases the shares. In case a shareholder withdraws a part or all of the contributed share capital contrary to the provisions of this clause, that shareholder and the related interest persons in the Company must be jointly liable for the debts and other property obligations of the Company to the extent of the value of the withdrawn shares and the damages incurred.
3. Comply with the Company's Charter and Internal Management Regulations.
4. Abide by the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Keep confidential the information provided by the Company as prescribed in the Company's Charter and the law; only use the provided information to exercise and protect their

- legitimate rights and interests; strictly prohibit the dissemination or copying, sending of information provided by the Company to other organizations and individuals.
6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:
    - a. Attend and vote directly at the meeting;
    - b. Authorize other individuals or organizations to attend and vote at the meeting;
    - c. Attend and vote through online conferences, electronic voting or other electronic forms;
    - d. Send voting ballots to the meeting via mail, fax, email.
  7. Take personal responsibility when acting in the name of the Company in any form to commit one of the following acts:
    - a. Violate the law;
    - b. Conduct business and other transactions for personal gain or to serve the interests of other organizations and individuals;
    - c. Pay unmatured debts in the face of financial risks to the Company.
  8. Fulfill other obligations in accordance with current laws

#### **Article 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders includes all shareholders with voting rights and is the highest decision-making body of the Company.

The General Meeting of Shareholders meets once a year and within four (04) months from the end of the financial year. The Board of Directors decides to extend the annual General Meeting of Shareholders when necessary, but not more than 06 months from the end of the financial year. Besides the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors convenes the annual General Meeting of Shareholders and selects an appropriate venue. The annual General Meeting of Shareholders decides on issues in accordance with the law and the Company's Charter, especially approving the audited annual financial statements. In case the Audit Report of the Company's annual financial statements contains material exceptions, adverse audit opinions or disclaimers, the Company must invite a representative of the approved audit organization performing the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and the representative of the above-mentioned approved audit organization is responsible for attending the annual General Meeting of Shareholders of the Company.
3. 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 Company;
  - b. The number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number of members prescribed by law;
  - c. At the request of a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must

- be in writing, stating the reasons and purposes of the meeting, with enough signatures of the related shareholders, or the written request is made in multiple copies and gathers enough signatures of the related shareholders;
- d. At the request of the Supervisory Board;
  - e. Other cases as prescribed by law and this Charter
4. Convening an extraordinary General Meeting of Shareholders
- a. The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of members of the Board of Directors, independent members of the Board of Directors or remaining members of the Supervisory Board is as specified in point b of this Clause, or from receiving the request specified in point c and point d of this Clause;
  - b. If the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in point a of this Clause, within the next 30 days, the Supervisory Board shall replace the Board of Directors in convening a General Meeting of Shareholders according to the provisions of Clause 3, Article 140 of the Law on Enterprises;
  - c. If the Supervisory Board fails to convene a General Meeting of Shareholders as prescribed in point b of this Clause, the shareholder or group of shareholders specified in point c of this Clause has the right to request the Company's representative to convene a General Meeting of Shareholders according to the Law on Enterprises;
  - d. In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may propose the Business Registration Authority to supervise the procedures for convening, conducting the meeting and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not include costs incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.
  - e. The procedures for organizing a General Meeting of Shareholders are subject to the provisions of Clause 5, Article 140 of the Law on Enterprises

#### **Article 15. Rights and obligations of the General Meeting of Shareholders**

- 1. The General Meeting of Shareholders has the following rights and obligations:
  - a. Approve the development orientation of the Company;
  - b. To decide on the types of shares and the total number of shares of each type authorized to be offered; decide on the annual dividend level of each type of shares;
  - c. Elect, dismiss and remove the members of the Board of Directors and members of the Supervisory Board;
  - d. Decision to invest or sell assets valued at 35% or more of the total value of assets recorded in the Company's latest financial statements;
  - e. Decision on amendments and supplements to the company's charter;
  - f. Approve the audited annual financial statements;
  - g. Decide to repurchase more than 10% of the total sold shares of each type;

- h. Consider and handle violations committed by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
  - i. Decision on reorganization or dissolution of the Company;
  - j. To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
  - k. Approving the Internal Governance Regulation; Regulations on the operation of the Board of Directors and the Supervisory Board;
  - l. Approving the list of approved auditing firms; deciding on the approved auditing firm to inspect the Company's operations, removing approved auditors when deemed necessary;
  - m. Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve:
- a. The Company's annual business plan;
  - b. Audited annual financial statements;
  - c. The report of the Board of Directors on the governance and operation results of the Board of Directors and each member of the Board of Directors;
  - d. Report of the Supervisory Board on the Company's business results, operation results of the Board of Directors, General Director;
  - e. Report on self-assessment of performance of the Supervisory Board and members of the Supervisory Board;
  - f. Dividend level for each share of each type;
  - g. Number of members of the Board of Directors and the Supervisory Board;
  - h. Election, dismissal and removal of members of the Board of Directors and members of the Supervisory Board;
  - i. Decision on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
  - j. Approval of the list of approved auditing firms; decision on the approved auditing firm to inspect the company's activities when deeming it necessary;
  - k. Supplement and amendment of the company's charter;
  - l. The type of shares and the number of new shares issued for each type of shares;
  - m. Division, separation, consolidation, merger or transformation of the Company;
  - n. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
  - o. Decision to invest or sell assets valued at 35% or more of the total value of assets recorded in the Company's latest financial statements;

- p. Decision to repurchase more than 10% of the total sold shares of each type;
  - q. The Company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the latest financial statements;
  - r. Approving the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
  - s. Approving the Internal Regulation on corporate governance, the Regulation on the operation of the Board of Directors, the Regulation on the operation of the Supervisory Board;
  - t. Other matters as prescribed by law and this Charter.
3. All resolutions and issues that have been included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Article 16. Authorization to attend the General Meeting of Shareholders**

1. Shareholders and authorized representatives of shareholders being organizations may directly attend meetings or authorize one or several other individuals and organizations to attend meetings or attend meetings through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.
2. The authorization of representative individuals and organizations to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document is made in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual, the authorized organization, the number of authorized shares, the authorization contents, the scope of authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, the attendees of the meeting must additionally present the initial authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).

3. The voting slip of the authorized person attending the meeting within the scope of authorization is still valid in one of the following cases, except for the following cases:
  - a. The authorizer has died, has limited civil act capacity or has lost his/her civil act capacity;
  - b. The authorizer has canceled the authorization designation;
  - c/ The authorizer has cancelled the authority of the person performing the authorization.

This clause does not apply in the event that the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

## **Article 17. Alteration of rights**

1. The change or cancellation of special rights attached to a type of preference share takes effect when it is approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting. The Resolution of the General Meeting of Shareholders on the contents of adversely changing the rights and obligations of shareholders owning preference shares shall only be approved if they are approved by the number of preference shareholders of the same type who own 75% or more of the total preference shares of that type or are approved by the preference shareholders of the same type owning 75% or more of the total number of shares the preferential portion of that type or higher shall be approved in case of passing the resolution in the form of collecting written opinions.
2. The organization of a meeting of shareholders holding a type of preference shares to approve the change of the above-mentioned rights is only valid when there are at least 02 shareholders (or their authorized representatives) and hold at least 1/3 of the par value of the issued shares of that type. In case there is not enough number of delegates as mentioned above, the meeting shall be reconvened within the next 30 days and the holders of shares of that type (regardless of the number of persons and shares) who are present in person or through authorized representatives are considered to have sufficient number of delegates requested. At the above-mentioned meetings of shareholders holding preference shares, holders of shares of that type who are present in person or through their representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.
3. The procedure for conducting such separate meetings is similar to the provisions of Articles 19, 20 and 21 of this Charter.
4. Unless otherwise provided by the terms of the issuance of shares, the special rights attached to the types of shares with preferential rights over some or all matters relating to the distribution of the Company's profits or assets are not altered when the Company issues additional shares of the same type.

## **Article 18. Convening meetings, meeting agendas and notice of invitation to the General Meeting of Shareholders**

1. The Board of Directors convenes an annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.
2. The convener of the General Meeting of Shareholders must perform the following tasks:
  - a. Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information on the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;
  - b. Prepare the program and content of the Meeting;
  - c. Preparing documents for the Meeting;

- d. Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting; list and details of candidates on the list of candidates for election of members of the Board of Directors, members of the Supervisory Board (if any);
  - e. Determining the time and place of the Meeting;
  - f. Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
  - g. Other tasks for the Meeting.
3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by means to ensure that the contact address of the shareholders is reached, and at the same time announced on the website of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders in the List of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (counting from the date on which the notice is duly sent or sent). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the General Meeting shall be sent to shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:
  - a. Meeting agendas, documents used in the meeting;
  - b. List and details of candidates in case of election of members of the Board of Directors, members of the Supervisory Board;
  - c. Voting slips;
  - d. Draft resolutions for each issue on the meeting agenda.
4. Shareholders or groups of shareholders specified in Clause 2, Article 12 of this Charter may propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 03 working days before the opening date of the meeting. The petition must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issue proposed to be included in the meeting agenda.
5. The convener of the General Meeting of Shareholders may reject the proposal specified in Clause 4 of this Article in one of the following cases:
  - a. The petition is sent in contravention of the provisions of Clause 4 of this Article;
  - b. At the time of petition, the shareholder or group of shareholders does not hold 5% or more of ordinary shares as prescribed in Clause 2, Article 12 of this Charter;
  - c. Proposals are not within the scope of the decision-making authority of the General Meeting of Shareholders;
  - d. Other cases as prescribed by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the case specified in Clause 5 of this Article; the proposal shall be officially added to the program and content of the meeting if approved by the General Meeting of Shareholders.

#### **Article 19. Conditions for conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents more than 50% of the total votes.
2. In case the first meeting is not eligible to be held as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the intended first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents 33% or more of the total votes.
3. In case the second meeting is not eligible to be held as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the intended second meeting. The third General Meeting of Shareholders is conducted regardless of the total number of votes cast by shareholders attending the meeting.

#### **Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

1. Before the opening of the meeting, the Company must carry out the procedures for registering shareholders and must carry out the registration until all shareholders who have the right to attend the meeting are present to register in the following order:
  - a. When registering shareholders, the Company grants each shareholder or authorized representative with voting rights a voting card, on which the registration number, full name of the shareholder, the full name of the authorized representative and the number of votes of such shareholder are inscribed. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. The voting is conducted by voting in favor, disapproval and no opinion. At the Meeting, the number of cards approving the resolution is collected first, the number of cards disapproving the resolution is collected later, and finally counting the total number of votes in favor or disapproval to decide. The results of the vote counting were announced by the Chairman just before the closing of the meeting. The Meeting shall elect persons responsible for counting votes or supervising the counting of votes at the request of the chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders at the request of the Chairman of the meeting;
  - b. Shareholders, authorized representatives of shareholders who are organizations or authorized persons who come after the meeting has opened have the right to register immediately and then have the right to participate and vote at the general meeting immediately after registration. The Chairman is not responsible for stopping the meeting to allow late-arriving shareholders to register and the validity of the previously voted contents remains unchanged.

2. The election of chairpersons, secretaries and vote counting committees is prescribed as follows:
  - a. The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the meeting of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting on the principle of majority. In case of failure to elect the chairperson, the Head of the Supervisory Board shall allow the General Meeting of Shareholders to elect the chairperson of the meeting from among the participants and the person with the highest vote to chair the meeting;
  - b. Except for the case specified at Point a of this Clause, the person who signed the notice convening the meeting shall preside over the meeting so that the General Meeting of Shareholders elects the chairperson of the meeting, and the person with the highest number of votes shall chair the meeting;
  - c. The chairman shall appoint one or several persons to act as the secretary of the meeting;
  - d. The General Meeting of Shareholders shall elect one or several persons to the vote-counting committee at the request of the chairman of the meeting.
3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The program must clearly and in detail determine the time for each issue in the content of the meeting agenda.
4. The Chairman of the General Meeting has the right to take necessary and reasonable measures to administer the General Meeting of Shareholders in an orderly manner, in accordance with the approved program and reflecting the wishes of the majority of the participants.
  - a. Arrangement of seats at the meeting place of the General Meeting of Shareholders;
  - b. Ensure the safety of everyone present at the meeting places;
  - c. Creating conditions for shareholders to attend (or continue to attend) the general meeting. The convener of the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. Applicable measures may be to issue an entry permit or use other alternative forms.
5. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. The voting is conducted by voting in favor, disapproval and no opinion. The results of the vote counting were announced by the chairman just before the end of the meeting.
6. Shareholders or authorized persons attending the meeting after the meeting has opened are still registered and have the right to participate in voting immediately after registration; In this case, the validity of the previously voted contents does not change.
7. The convener or chairman of the General Meeting of Shareholders has the following rights:
  - a. Require all attendees to submit to inspections or other lawful and reasonable security measures;

- b. Request the competent authority to maintain the order of the meeting; expel persons who do not comply with the executive authority of the chairman, deliberately disrupt order, prevent the normal progress of the meeting, or fail to comply with the requirements for security checks from the General Meeting of Shareholders.
8. The Chairman has the right to postpone the meeting of the General Meeting of Shareholders that has a sufficient number of people registered to attend the meeting not more than 03 working days from the date the meeting is scheduled to open and may only postpone the meeting or change the meeting venue in the following cases:
  - a. The meeting venue does not have enough convenient seating for all attendees;
  - b. The means of communication at the meeting venue do not ensure the participation, discussion and voting of shareholders attending the meeting;
  - c. There are people attending the meeting to obstruct or disrupt the order, risking making the meeting not conducted fairly and legally.
9. In case the chairperson postpones or suspends the meeting of the General Meeting of Shareholders in contravention of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson to administer the meeting until the end; All resolutions passed at that meeting are enforceable.
10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

**Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be approved**

1. A resolution on the following contents shall be adopted if it is approved by the number of shareholders representing 65% or more of the total number of votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:
  - a. Type of shares and total number of shares of each type;
  - b. Change of business lines, professions and fields;
  - c. Changes in the organizational structure of the Company's management;
  - d. Projects on investment or sale of assets valued at 35% or more of the total value of assets recorded in the company's latest financial statements, unless the company's charter stipulates other ratios or values;
  - e. Reorganization and dissolution of the Company.

2. Resolutions shall be passed when they are approved by the number of shareholders owning more than 50% of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.
3. The election of members of the Board of Directors must be carried out by the method of cumulative voting, whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and the shareholders have the right to pool all or part of their total votes to one or several candidates. The winners of the election of members of the Board of Directors shall be determined according to the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members of the Board of Directors is sufficient as prescribed in this Charter. In case there are two (02) or more candidates with the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria specified in the company's election regulations.
4. The Resolution of the General Meeting of Shareholders on the contents of adversely changing the rights and obligations of shareholders owning preference shares shall be adopted only if it is voted in favor by the number of preference shareholders of the same type owning seventy-five percent (75%) of the total number of preference shares of that type or more at the General Meeting of Shareholders or in the form of collecting written opinions.
5. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for convening meetings and approving such resolutions violate the provisions of the Law on Enterprises and the company's Charter.

**Article 22. Competence and mode of collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders**

The competence and mode of collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders when deeming it necessary for the benefit of the Company, except for the case specified in Clause 2, Article 147 of the Law on Enterprises.
2. The Board of Directors must prepare the opinion poll, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send it to all shareholders entitled to vote at least 10 days before the deadline for returning the opinion poll. Requirements and methods for sending opinion polls and enclosed documents shall comply with the provisions of Clause 3, Article 18 of this Charter.
3. The opinion poll must contain the following principal contents:
  - a. Name, address of the head office, enterprise code;

- b. Purpose of collecting opinions;
  - c. Full name, contact address, nationality, number of legal papers of the individual for individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office for shareholders being organizations or full name, contact address, nationality, number of legal papers of the individual, for representatives of shareholders being organizations; the number of shares of each type and the number of votes of shareholders;
  - d. Issues that need to be consulted to approve decisions;
  - e. The voting plan includes approving, disapproving and not having opinions on each issue for consultation;
  - f. The deadline for sending to the Company the answered opinion poll form;
  - g. Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may send the answered opinion poll to the Company by mail, fax or email according to the following provisions:
- a. In case of sending a letter, the replied opinion poll must be signed by the shareholder being an individual, the authorized representative or the legal representative of the shareholder being an organization. The opinion poll sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;
  - b. In case of sending fax or email, the opinion poll sent to the Company must be kept confidential until the time of counting votes;
  - c. Opinion polls sent to the Company after the time limit specified in the opinion poll or which have been opened in the case of sending letters and disclosed in case of sending faxes or emails are invalid. Opinion poll papers that are not sent back are considered votes not to participate in voting.
5. The Board of Directors counts votes and makes a record of vote counting under the witness of the Supervisory Board or shareholders who do not hold management positions of the Company. The vote counting record must contain the following principal contents:
- a. Name, address of the head office, enterprise code;
  - b. Purpose and issues to be consulted to pass the resolution;
  - c. The number of shareholders with the total number of votes that participated in voting, distinguishing the number of valid votes and the number of invalid votes and the method of sending votes, enclosed with an appendix to the list of shareholders participating in voting;
  - d. The total number of votes in favor, disapproval and no opinion on each issue;
  - e. The issue was passed and the vote rate passed accordingly;
  - f. Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.

Members of the Board of Directors, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting records; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.

6. The vote counting minutes and resolutions must be sent to shareholders within 15 days from the end of the vote counting. The submission of the vote counting minutes and resolutions can be replaced by posting on the Company's website within 24 hours from the time of the end of vote counting.
7. The opinion poll that has been answered, the vote counting record, the resolution that has been passed and the relevant documents enclosed with the opinion poll must be kept at the head office of the Company.
8. A resolution shall be adopted in the form of a written shareholder opinion if it is approved by the number of shareholders owning more than 50% of the total number of votes of all shareholders with voting rights and is as valid as the resolution passed at the General Meeting of Shareholders.

### **Article 23. Resolution and Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in other electronic forms. The record must be made in Vietnamese, may be made in a foreign language and contain the following principal contents:
  - a. Name, address of the head office, enterprise code;
  - b. Time and place of the General Meeting of Shareholders;
  - c. Agenda and contents of the meeting;
  - d. Full name of the chairman and secretary;
  - e. Summary of the meeting's developments and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
  - f. The number of shareholders and the total number of votes of shareholders attending the meeting, the appendix to the list of shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;
  - g. The total number of votes for each voting issue, clearly stating the voting method, the total number of valid and invalid, approving, disapproving and no opinions; the proportion of the total number of votes of shareholders attending the meeting;
  - h. The issues that were passed and the corresponding percentage of votes voted for approval;
  - i. Full name and signature of the chairman and secretary. In case the chairperson or secretary refuses to sign the minutes of the meeting, this record shall take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents specified in this Clause. The minutes of the meeting clearly state the refusal of the chairman or secretary to sign the minutes of the meeting.

2. The minutes of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and the secretary of the meeting or other persons who sign the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
3. Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in the content between the minutes in Vietnamese and in foreign languages, the contents of the minutes in Vietnamese shall apply.
4. The Resolution, the Minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting with the signatures of the shareholders, the written authorization to attend the meeting, all documents attached to the Minutes (if any) and relevant documents attached to the notice of invitation to the meeting must be disclosed in accordance with the law on information disclosure on the market securities and must be kept at the Company's head office.

#### **Article 24. Request for cancellation of the Resolution of the General Meeting of Shareholders**

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of vote counting results for consultation of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may request the Court or Arbitrator to consider, cancellation of the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the company's Charter, except for the case specified in Clause 3, Article 21 of this Charter.
2. The contents of the resolution violate law or this Charter.

### **CHAPTER VII**

#### **BOARD**

#### **Article 25. Candidacy and nomination of members of the Board of Directors**

1. In case a candidate for the Board of Directors has been identified, the Company must disclose information related to the candidates at least 10 days before the opening date 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 Directors must have a written commitment to the truthfulness and accuracy of personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the Board candidate announced includes:
  - a. Full name, date of birth;
  - b. Professional qualifications;
  - c. Work process;

- d. Other managerial titles (including the title of the Board of Directors of other companies);
  - e. Interests related to the Company and its related parties;
  - f. Other information (if any) as prescribed in the company's charter;
  - g. The public company must be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial positions and interests related to the company of the candidate of the Board of Directors (if any).
2. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate or stand as candidates for the Board of Directors. Shareholders or groups of shareholders holding between ten percent (10%) and less than twenty percent (20%) of the total number of ordinary shares are entitled to nominate one (01) candidate; from twenty percent (20%) to less than thirty percent (30%) are entitled to nominate a maximum of two (02) candidates; from thirty percent (30%) to less than forty percent (40%) may nominate a maximum three (03) candidates; from forty percent (40%) to less than fifty percent (50%) are entitled to nominate a maximum of four (04) candidates; fifty percent (50%) or more are entitled to nominate a sufficient number of candidates.

Shareholders holding ordinary shares have the right to combine voting rights to nominate candidates for the Board of Directors. Ordinary shareholders who form a group to nominate persons to the Board of Directors must notify the group meeting to the shareholders attending the meeting before the opening of the general meeting of shareholders.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce more candidates or organize the nomination as prescribed in the company's charter. Internal Regulations on corporate governance and Regulations on the operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.
4. Members of the Board of Directors must meet the criteria and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises and the company's charter.

#### **Article 26. Composition and term of office of members of the Board of Directors**

1. The number of members of the Board of Directors is 05 people.
2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their term of office, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work.
3. The structure of members of the Board of Directors is as follows:

The structure of the Board of Directors of the company must ensure that at least one (01) member of the Board of Directors is a non-executive member and at least one (01) member of the Board of Directors is an independent member.

4. A member of the Board of Directors shall no longer be a member of the Board of Directors in case of dismissal, resignation, or replacement by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises and this Charter.
  - a. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
    - i. Failing to meet the criteria and conditions for being a member of the Board of Directors as prescribed in Clause 4, Article 25 of the Charter and Article 155 of the Law on Enterprises;
    - ii. Have a letter of resignation and be approved;
    - iii. According to the decision of the General Meeting of Shareholders.
  - b. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
    - i. Do not participate in the activities of the Board of Directors for six (06) consecutive months, except in case of force majeure.
    - ii. Repeated violations, serious violations of obligations of members of the Board of Directors in accordance with the provisions of the Law on Enterprises and the Charter;
    - iii. Other cases according to the resolution of the General Meeting of Shareholders
  - c. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
    - i. The number of members of the Board of Directors is reduced by more than one-third compared to the number specified in the Charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within sixty (60) days from the date on which the number of members is reduced by more than one-third;
    - ii. The number of independent members of the Board of Directors is reduced, failing to meet the ratio specified in Clause 3, Article 26 of this Charter and Point b, Clause 1, Article 37 of the Law on Enterprises. In such a case, the provisions of Clause 4, Article 25 of the Charter shall apply;
    - iii. Except for the cases specified in Items (i) and (ii) Point (c), Clause 4 of this Article, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who has been dismissed or removed at the latest meeting.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure on the securities market.
6. Members of the Board of Directors are not necessarily shareholders of the Company.

## **Article 27. Powers and obligations of the Board of Directors**

1. The Board of Directors is the managing agency of the Company, which has the full right to decide and exercise the rights and obligations of the company in the name of the Company, except for the rights and obligations under the jurisdiction of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors shall be prescribed by law, the company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
  - a. Decide on the Company's strategy, medium-term development plan and annual business plan;
  - b. Proposals on the types of shares and the total number of shares entitled to be offered for sale of each type;
  - c. Decision on sale of unsold shares within the number of shares entitled to be offered for sale of each type; decide to mobilize additional capital in other forms;
  - d. Deciding on the selling price of the Company's shares and bonds;
  - e. Decision on share repurchase as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
  - f. To decide on investment plans and investment projects within their competence and limits as prescribed by law;
  - g. Deciding on solutions for market development, marketing and technology;
  - h. Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions valued at 35% or more of the total value of assets recorded in the Company's latest financial statements, except for contracts and transactions under the decision-making competence of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
  - i. Election, dismissal and removal of the Chairman of the Board of Directors; appointing, dismissing, signing and terminating contracts of the General Director and other important managers as prescribed by the company's charter; decide on the salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders in other companies, decide on the remuneration levels and other benefits of such persons;
  - j. Supervise and direct the General Director and other managers in running the Company's daily business;
  - k. To decide on the organizational structure, internal management regulations of the Company, to decide on the establishment of subsidiaries, branches, representative offices and the capital contribution and purchase of shares of other enterprises;

- l. Approving programs and contents of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve resolutions;
  - m. Submit the audited annual financial statements to the General Meeting of Shareholders;
  - n. Proposal for dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising in the course of business;
  - o. Proposing the reorganization and dissolution of the Company; request for bankruptcy of the Company;
  - p. Decision on promulgation of the Regulation on operation of the Board of Directors, internal regulation on corporate governance after being approved by the General Meeting of Shareholders; decide to promulgate the Regulation on operation of the Audit Committee under the Board of Directors, the Regulation on information disclosure of the company;
  - q. Organize training and training on corporate governance and necessary skills for members of the Board of Directors, General Directors, Persons in charge of corporate governance and other managers of the company;
  - r. Pay dividends to shareholders in accordance with the law after being approved by the Annual General Meeting of Shareholders;
  - s. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the company's charter.
3. The Board of Directors must report to the General Meeting of Shareholders the results of the Board of Directors' activities as prescribed in Article 280 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.

**Article 28. Remuneration, bonuses and other benefits of members of the Board of Directors**

1. The company has the right to pay remuneration and reward members of the Board of Directors according to business results and efficiency.
2. Members of the Board of Directors are entitled to work remuneration and bonuses. The work remuneration is calculated according to the number of working days required to complete the tasks of the members of the Board of Directors and the remuneration level per day. The Board of Directors estimates the remuneration for each member on the principle of unanimity. The total remuneration and bonus 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 shall be included in the Company's business expenses in accordance with the law on corporate income tax, expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.
4. A member of the Board of Directors who holds an executive position or a member of the Board of Directors who works in subcommittees of the Board of Directors or performs other

tasks outside the scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump sum of remuneration on a case-by-case basis, salaries, commissions, profit percentages or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be paid all travel, meals, accommodation and other reasonable expenses that they have incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders. Board of Directors or subcommittees of the Board of Directors.
6. Members of the Board of Directors may purchase liability insurance by the Company after the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of the Board of Directors members related to violations of the law and the company's Charter.

#### **Article 29. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, dismissed or dismissed from office by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors may not concurrently serve as the General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a. Formulate programs and plans for activities of the Board of Directors;
  - b. Prepare programs, contents and documents for the meeting; convening, presiding over and presiding over meetings of the Board of Directors;
  - c. Organize the adoption of resolutions and decisions of the Board of Directors;
  - d. Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
  - e. Chairman of the General Meeting of Shareholders;
  - f. Other rights and obligations as prescribed by the Law on Enterprises and the company's charter.
4. In case the Chairman of the Board of Directors submits a letter of resignation or is dismissed or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the letter of resignation or dismissal or dismissal.
5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Directors according to the principles specified in the company's charter. In case no authorized person or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving an administrative-handling measure at a compulsory detoxification establishment, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/her civil act capacity, have difficulties in cognition, control of behavior, are banned by the Court from holding certain positions, practicing certain professions or doing certain jobs, the remaining

members shall elect one of the members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

### **Article 30. Board Meetings**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the end of the election of such Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the same percentage of votes, the members shall vote on the principle of majority to elect 01 of them to convene a meeting of the Board of Directors.
2. The Board of Directors must meet at least once a quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a. At the request of the Supervisory Board or an independent member of the Board of Directors;
  - b. At the request of the General Director or at least 05 other managers;
  - c) At the request of at least 02 members of the Board of Directors;
4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decided under the competence of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the proposal specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors at the request of the Chairman of the Board of Directors, the Chairman of the Board of Directors shall be responsible for the damage caused to the Company; the proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least 03 working days before the date of the meeting. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the voting slips of the members.

The notice of invitation to the meeting of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other methods prescribed by the company's charter and ensure that it reaches the contact address of each member of the Board of Directors registered at the Company.

7. The Chairman of the Board of Directors or the convener shall send notices of invitation to meetings and enclosed documents to members of the Supervisory Board as for members of the Board of Directors.

Members of the Supervisory Board have the right to attend meetings of the Board of Directors; have the right to discuss but not vote.

8. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members attend the meeting. In case the meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, it may be convened for the second time within 07 days from the date of the intended first meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.
9. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:
  - a. Attending and voting directly at the meeting;
  - b. Authorize other persons to attend meetings and vote as prescribed in Clause 11 of this Article;
  - c. Attend and vote through online conferences, electronic voting or other electronic forms;
  - d. Send voting ballots to the meeting by mail, fax, email;
  - e. Sending the ballot by other means.
10. In case of sending voting papers to the meeting by mail, the voting papers must be contained in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. Voting ballots are only open in the presence of all attendees.
11. Members must attend all Board meetings. Members may authorize others to attend meetings and vote if approved by a majority of members of the Board of Directors.
12. Resolutions and decisions of the Board of Directors shall be adopted if they are approved by the majority of members attending the meeting; in case the number of votes is equal, the Chairman of the Board of Directors shall have the casting vote.

### **Article 31. Subcommittees of the Board of Directors**

1. The Board of Directors may establish subcommittees to be in charge of development policies, human resources, compensation, internal audit, and risk management. The number of members of the subcommittee decided by the Board of Directors shall be at least 03 people, including members of the Board of Directors and external members. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee is only effective when the majority of members attend and vote to approve it at the meeting of the subcommittee.
2. The implementation of decisions of the Board of Directors or subcommittees under the Board of Directors must comply with current legal provisions and the provisions of the company's charter and internal regulations on corporate governance.

### **Article 32. Person in charge of corporate governance**

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support the corporate governance at the enterprise. The person in charge of corporate governance may concurrently act as the company secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.
2. The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.
3. The person in charge of corporate governance has the following rights and obligations:
  - a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related affairs between the Company and shareholders;
  - b. Prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
  - c. Advising on the procedure of meetings;
  - d. Attend meetings;
  - e. Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;
  - f. Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Supervisory Board;
  - g. Supervise and report to the Board of Directors on the Company's information disclosure activities;
  - h. Acting as a point of contact with relevant stakeholders;
  - i. Confidentiality of information in accordance with the provisions of law and the company's Charter;
  - j. Other rights and obligations as prescribed by law and the company's charter.

## **CHAPTER VIII**

### **GENERAL DIRECTORS AND OTHER EXECUTIVES**

#### **Article 33. Organization of the management apparatus**

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business of the Company. The company has a General Director, Deputy General Director, Chief Accountant and other managerial positions appointed by the Board of Directors (if any). Resolutions and decisions of the Board of Directors must approve the appointment, dismissal and removal of the above-mentioned positions.

#### **Article 34. Company Executive**

1. The Company's executives include the General Director, Deputy General Director, Chief Accountant and other enterprise executives in accordance with the provisions of this Charter.
2. At the request of the General Director and the approval of the Board of Directors, the Company may recruit other executives with the number and standards in accordance with the Company's management structure and regulations prescribed by the Board of Directors. Business executives must be responsible for assisting the Company in achieving its objectives in its operations and organization.
3. The General Director is paid salary and bonuses. The salary and bonus of the General Director shall be decided by the Board of Directors.
4. The executive's salary shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

#### **Article 35. Appointment, dismissal, duties and powers of the General Director**

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to be the General Director.
2. The General Director is the person who runs the day-to-day business of the Company; subject to the supervision of the Board of Directors; take responsibility before the Board of Directors and law for the performance of their assigned rights and obligations.
3. The term of office of the General Director shall not exceed 05 years and may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the company's Charter.
4. The General Director has the following rights and obligations:
  - a. Deciding on matters related to the Company's day-to-day business that does not fall under the jurisdiction of the Board of Directors;
  - b. Organizing the implementation of resolutions and decisions of the Board of Directors;
  - c. Organizing the implementation of the Company's business plan and investment plan;
  - d. Proposing the organizational structure plan and internal management regulations of the Company;
  - e. Appointment, dismissal and removal of managerial positions in the Company, except for those under the competence of the Board of Directors;
  - f. Deciding on salaries and other benefits for employees in the Company, including managers under the appointing authority of the General Director;
  - g. Labor recruitment;
  - h. Proposing a plan to pay dividends or handle losses in business;
  - i. Other rights and obligations as prescribed by law.

5. The Board of Directors may dismiss the General Director when the majority of members of the Board of Directors have the right to vote in favor of approving and appointing a new General Director to replace him.

## **CHAPTER IX**

### **SUPERVISORY BOARD**

#### **Article 36. Candidacy and nomination of members of the Supervisory Board (Supervisors)**

1. In case the candidates of the Supervisory Board have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates of the Supervisory Board must have a written commitment to the truthfulness and accuracy of personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of the Company if elected as a member of the Supervisory Board. Information related to the candidates of the Supervisory Board to be announced includes:
  - a. Full name, date of birth;
  - b. Professional qualifications;
  - c. Work process;
  - d. Other managerial titles (including the title of the Supervisory Board of other companies);
  - e. Interests related to the Company and its related parties;
  - f. Other information (if any) as prescribed in this Charter;
  - g. The public company must be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Supervisory Board, other managerial positions and interests related to the company of the Supervisory Board candidate (if any).
2. Shareholders holding voting shares have the right to combine the number of voting rights to nominate and run for election to the Supervisory Board. A shareholder or group of shareholders owning between ten percent (10%) and less than thirty percent (30%) of the total number of voting shares may nominate one (01) candidate; from thirty percent (30%) to less than fifty percent (50%) of the total number of shares with voting rights or more may nominate a maximum of (03) candidates;
3. In case the number of candidates of the Supervisory Board approved for nomination and candidacy is not sufficient, the incumbent Supervisory Board may nominate additional candidates or organize nomination according to the provisions of the company's charter, the internal regulations on corporate governance and the Regulation on operation of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with law.

### **Article 37. Composition of the Supervisory Board**

1. The number of members of the Supervisory Board of the Company is 03 (three) persons. The term of office of a member of the Supervisory Board shall not exceed 05 years and may be re-elected with an unlimited number of terms.
2. Members of the Supervisory Board must meet the criteria and conditions specified in Article 169 of the Law on Enterprises and do not fall into the following cases:
  - a. Working in the accounting and finance department of the Company;
  - b. Being a member or employee of an independent auditing firm auditing the company's financial statements for the previous 03 consecutive years.
3. Members of the Supervisory Board shall be dismissed from office in the following cases:
  - a. No longer meet the criteria and conditions for being a member of the Supervisory Board as prescribed in Clause 2 of this Article;
  - b. Have a letter of resignation and be approved;
4. A member of the Supervisory Board shall be dismissed in the following cases:
  - a. Failing to complete assigned tasks and jobs;
  - b. Failing to exercise their rights and obligations for 06 consecutive months, except for force majeure cases;
  - c) Repeatedly violating or seriously violating the obligations of members of the Supervisory Board under the provisions of the Law on Enterprises and the company's charter;
  - d/ Other cases according to the resolution of the General Meeting of Shareholders.

### **Article 38. Head of the Supervisory Board**

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among the members of the Supervisory Board; the election, dismissal and removal shall be carried out on the principle of majority. The Supervisory Board must have more than half of the members permanently residing in Vietnam. The Head of the Supervisory Board must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or majors related to the business activities of the enterprise.
2. Rights and obligations of the Head of the Supervisory Board:
  - a. Convening a meeting of the Supervisory Board;
  - b. Request the Board of Directors, the General Director and other executives to provide relevant information to report to the Supervisory Board;
  - c. Prepare and sign the report of the Supervisory Board after consulting the Board of Directors for submission to the General Meeting of Shareholders.

### **Article 39. Rights and obligations of the Supervisory Board**

The Supervisory Board has the rights and obligations specified in Article 170 of the Law on Enterprises and the following rights and obligations:

1. Propose and propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; decide on the audit organization approved to inspect the Company's operations, and remove the approved auditor when deemed necessary.
2. To be responsible to shareholders for their supervisory activities.
3. Supervise the financial situation of the Company, the compliance with the law in the activities of members of the Board of Directors, General Director, and other managers.
4. Ensure coordination with the Board of Directors, the General Director and shareholders.
5. In case of detecting violations of law or violations of the company's charter by members of the Board of Directors, the General Director and other executives of the enterprise, the Supervisory Board must notify in writing the Board of Directors within 48 hours, requesting the violator to stop the violation and take remedial measures.
6. Formulate the Operation Regulation of the Supervisory Board and submit it to the General Meeting of Shareholders for approval.
7. Report at the General Meeting of Shareholders as prescribed in Article 290 of the Government's Decree No. 155/2020/ND-CP dated December 31, 12, 2020 detailing the implementation of a number of articles of the Securities Law.
8. Have the right to access the Company's records and documents kept at the head office, branches and other locations; have the right to go to the place of work of the Company's managers and employees during working hours.
9. Have the right to request the Board of Directors, members of the Supervisory Board, the General Director and other managers to provide complete, accurate and timely information and documents on the management, administration and business activities of the Company.
10. Other rights and obligations as prescribed by law and this Charter.

### **Article 40. Supervisory Board Meeting**

1. The Supervisory Board must meet at least 02 times in a year, and the number of members attending the meeting must be at least 2/3 of the members of the Supervisory Board. The minutes of the Supervisory Board meeting are detailed and clear. The recordkeeper and members of the Supervisory Board attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Supervisory Board must be kept in order to determine the responsibilities of each member of the Supervisory Board.
2. The Supervisory Board has the right to request members of the Board of Directors, the General Director and representatives of the approved audit organization to attend and answer matters that need to be clarified.

#### **Article 41. Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board**

Salaries, remunerations, bonuses and other benefits of members of the Supervisory Board shall comply with the following provisions:

1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses and other benefits under the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonuses, other benefits and annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board are paid for food, accommodation, travel, and the cost of using independent consultancy services at a reasonable rate. This total remuneration and expenses must not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Supervisory Board 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 made into separate items in the Company's annual financial statements.

### **CHAPTER X**

#### **RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, GENERAL DIRECTOR AND OTHER EXECUTIVES**

Members of the Board of Directors, members of the Supervisory Board, General Directors and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in an honest and prudent manner for the benefit of the Company.

#### **Article 42. Responsibility for honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Supervisory Board, General Director and other managers must disclose relevant interests in accordance with the provisions of the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, members of the Supervisory Board, General Directors, other managers and related persons of these members may only use the information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the Supervisory Board, General Director and other managers are obliged to notify in writing to the Board of Directors and the Supervisory Board of transactions between the Company, its subsidiaries and other companies in which the public company controls more than 50% or more of the charter capital with such entities or related persons of such subjects according to the provisions of law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.

4. Members of the Board of Directors are not allowed to vote on transactions that benefit such member or related persons of such members in accordance with the provisions of the Law on Enterprises and the company's charter.
5. Members of the Board of Directors, members of the Supervisory Board, General Director, other managers and related persons of these entities are not allowed to use or disclose to others internal information to carry out related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, General Director, other executives and individuals and organizations related to these subjects shall not be invalid in the following cases:
  - a. For transactions with a value of less than or equal to 35% of the total value of assets recorded in the latest financial statements, important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors and members of the Supervisory Board, The General Director and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority of votes of members of the Board of Directors who have no related interests;
  - b. For transactions with a value of more than 35% or transactions resulting in a transaction value incurred within 12 months from the date of the first transaction with a value of 35% or more, the total value of assets recorded in the latest financial statements, the important contents of this transaction as well as the relationship and interests of members The Board of Directors, members of the Supervisory Board, General Director, and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders who have no related interests.

#### **Article 43. Liability for Damage and Compensation**

1. Members of the Board of Directors, members of the Supervisory Board, General Directors and other executives who breach their duties of honesty and prudence, and fail to fulfill their obligations shall be responsible for the damages caused by their violations.
2. The Company shall indemnify persons who have been, are or may become a stakeholder in complaints, lawsuits, and prosecutions (including civil and administrative cases not initiated by the Company) if such persons have been or are members of the Board of Directors, members of the Supervisory Board, General Directors, other executives, employees or representatives authorized by the Company who have been or are performing duties as authorized by the Company, acting honestly and prudently in the interests of the Company based on compliance with the law and without evidence confirming that such person has breached his or her responsibilities.
3. Compensation costs include judgment costs, fines, and payables incurred in practice (including lawyer fees) when settling these cases within the framework of the law. The company may purchase insurance for these people to avoid the above liabilities.

## **CHAPTER XI**

### **RIGHT TO ACCESS COMPANY BOOKS AND RECORDS**

#### **Article 44. Right to access books and records**

1. Ordinary shareholders have the right to access books and records, specifically as follows:
  - a. Ordinary shareholders have the right to consider, look up, and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information; considering, looking, extracting or copying the company's charter, the minutes of the General Meeting of Shareholders and the resolution of the General Meeting of Shareholders;
  - b. Shareholders or groups of shareholders owning 05% or more of the total ordinary shares have the right to consider, look up and extract minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Supervisory Board, contracts, etc transactions must go through the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.
2. In case the authorized representative of the shareholder and the group of shareholders requests to look up the books and records, the power of attorney of the shareholder and the group of shareholders that such person represents or a notarized copy of this power of attorney must be enclosed.
3. Members of the Board of Directors, members of the Supervisory Board, General Directors, and other executives have the right to search the Company's register of shareholders, the list of shareholders, books, and other records of the Company for purposes related to their positions, provided that such information is kept confidential.
4. The company must keep this Charter and the amendments and supplements to the Charter, the Enterprise Registration Certificate, regulations, documents proving the ownership of assets, the resolutions of the General Meeting of Shareholders and the Board of Directors, the minutes of the General Meeting of Shareholders and the Board of Directors, the minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that the shareholders and the Business Registration Authority are notified of the place where these documents are stored.
5. The company's charter must be published on the Company's website.

## **CHAPTER XII**

### **EMPLOYEES AND TRADE UNIONS**

#### **Article 45. Workers and trade unions**

1. The General Director shall make a plan for the Board of Directors to approve matters related to the recruitment, termination of employees, salaries, social insurance, benefits, rewards and discipline of employees and business executives.

2. The General Director shall make a plan for the Board of Directors to approve matters related to the Company's relations with trade union organizations in accordance with the standards, best management practices and policies, practices and policies specified in this Charter. the Company's regulations and applicable laws.

## **CHAPTER XIII**

### **PROFIT DISTRIBUTION**

#### **Article 46. Profit distribution**

1. The General Meeting of Shareholders decides on the dividend payment level and the form of annual dividend payment from the Company's retained profits.
2. The Company does not pay interest on dividend payments or payments related to a type of stock.
3. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the Board of Directors is the agency that implements this decision.
4. In case dividends or other amounts related to a stock are paid in cash, the Company must pay in Vietnamese dong. Payments can be made directly or through banks on the basis of bank account details provided by shareholders. In case the Company has transferred the money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount of money the Company has transferred to this shareholder. The payment of dividends for stocks listed/registered for trading at the Stock Exchange may be conducted through the securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors approves resolutions and decisions to determine a specific date to finalize the list of shareholders. Pursuant to that date, those who register as shareholders or owners of other securities are entitled to receive cash or stock dividends, receive notices or other documents.
6. Other matters related to the distribution of profits shall be carried out in accordance with the provisions of law.

## **CHAPTER XIV**

### **BANK ACCOUNT, FISCAL YEAR AND ACCOUNTING REGIME**

#### **Article 47. Bank Account**

1. The company opens accounts at Vietnamese banks or at foreign bank branches licensed to operate in Vietnam.
2. Subject to the prior approval of the competent authority, in case of necessity, the Company may open an offshore bank account in accordance with the provisions of the law.
3. The Company conducts all payments and accounting transactions through Vietnamese currency or foreign currency accounts at the banks in which the Company opens accounts.

#### **Article 48. Fiscal Year**

The Company's fiscal year starts on January 1 of each year and ends on December 31 of each year. The first fiscal year starts from the date of issuance of the Enterprise Registration Certificate and ends on December 31, 2010.

#### **Article 49. Accounting regime**

1. The accounting regime used by the Company is the enterprise accounting regime or a specific accounting regime promulgated and approved by a competent authority.
2. The company prepares accounting books in Vietnamese and keeps accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic and must be sufficient to substantiate and explain the Company's transactions.
3. The company uses the accounting currency of Vietnam dong. In case the company has economic operations arising mainly in a foreign currency, it may choose that foreign currency as the currency unit in accounting, take responsibility for such a choice before law and notify it to the direct tax administration agency.

### **CHAPTER XV**

#### **FINANCIAL STATEMENTS, ANNUAL REPORTS AND DISCLOSURE RESPONSIBILITIES**

#### **Article 50. Annual, semi-annual and quarterly financial statements**

1. The company must prepare annual financial statements and annual financial statements must be audited in accordance with the provisions of law. The company announces the audited annual financial statements in accordance with the law on information disclosure on the securities market and submits them to the competent state agency.
2. Annual financial statements must include all reports, appendices and explanations in accordance with the law on corporate accounting. The annual financial statements must reflect honestly and objectively the Company's operations.
3. The company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit them to competent state agencies.

#### **Article 51. Annual Report**

The company must prepare and publish an annual report in accordance with the provisions of the law on securities and securities market.

### **CHAPTER XVI**

#### **CORPORATE AUDIT**

#### **Article 52. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or adopt a list of independent auditing firms and authorize the Board of Directors to select one of these

entities to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Board of Directors.

2. The audit report is attached to the Company's annual financial statements.
3. Independent auditors who audit the Company's financial statements are entitled to attend meetings of the General Meeting of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the General Meeting on matters related to the audit of the Company's financial statements.

## **CHAPTER XVII**

### **SEAL OF THE ENTERPRISE**

#### **Article 53. Seal of the business**

1. A seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form and content of seals of the Company, its branches and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with current law.

## **CHAPTER XVIII**

### **COMPANY DISSOLUTION**

#### **Article 54. Dissolution of the company**

1. The company may be dissolved in the following cases:
  - a. Termination of the operation term stated in the company's charter without a decision on extension;
  - b. According to the resolutions and decisions of the General Meeting of Shareholders;
  - c. The Enterprise Registration Certificate is revoked, unless otherwise provided for by the Law on Tax Administration;
  - d. Other cases as prescribed by law.
2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority as prescribed.

#### **Article 55. Extension of Operation**

1. The Board of Directors convenes a meeting of the General Meeting of Shareholders at least 07 months before the end of the operation term so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.
2. The operation duration shall be extended when the number of shareholders representing 65% or more of the total number of votes of all shareholders attending the General Meeting of Shareholders approves.

## **Article 56. Liquidation**

1. At least 06 months before the end of the Company's operation term or after the decision to dissolve the Company is issued, the Board of Directors must establish a Liquidation Board consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from 01 independent auditing firm. The liquidation board prepares its operating regulations. Members of the Liquidation Board may be selected from among the Company's employees or independent experts. All liquidation-related expenses are preferentially paid by the Company before the Company's other liabilities.
2. The liquidation board shall report to the business registration authority on the date of establishment and commencement of operation. Since that time, the Liquidation Board represents the Company in all matters related to the liquidation of the Company before the Courts and administrative authorities.
3. The proceeds from the liquidation shall be paid in the following order:
  - a. Liquidation expenses;
  - b. Salary arrears, severance allowances, social insurance and other benefits of employees under the signed collective labor agreement and labor contract;
  - c. Tax debts;
  - d. Other liabilities of the Company;
  - e. The remainder after all debts from (a) to (d) above have been paid shall be divided among the shareholders. Preferred shares are prioritized for payment.

## **CHAPTER XIX**

### **INTERNAL DISPUTE RESOLUTION**

## **Article 57. Internal Dispute Resolution**

1. In case of disputes and complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, the company's charter, other legal provisions, or an agreement between:
  - a. Shareholders with the Company;
  - b. Shareholders with the Board of Directors, Supervisory Board, General Director, or other executives;

The parties involved try to resolve that dispute through negotiation and mediation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within 30 working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may appoint an independent expert to mediate the dispute resolution process.

2. In case the mediation decision is not reached within 06 weeks from the start of the mediation process or if the decision of the mediator is not accepted by the parties, a party may take the dispute to Arbitration or the Court.
3. The parties bear their own costs related to the negotiation and mediation procedures. The payment of the Court's costs shall be made in accordance with the Court's judgment.

## **CHAPTER XX**

### **SUPPLEMENTS AND AMENDMENTS TO THE CHARTER**

#### **Article 58. Company Charter**

1. The amendment and supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case there are provisions related to the Company's operation that are not mentioned in this Charter or in case there are new legal provisions different from the provisions in this Charter, such provisions shall be applied to regulate the Company's operation.

## **CHAPTER XXI**

### **EFFECTIVE DATE**

#### **Article 59. Effective Date**

1. This Charter consists of 21 chapters and 59 articles, which were unanimously approved by the General Meeting of Shareholders of CTP Group Corporation on June 30, 2026 at the Annual General Meeting of Shareholders in 2026 and jointly approved the full validity of this Charter.
2. The Charter shall be made in 03 copies, of equal validity and must be kept at the Company's head office.
3. This Charter is unique and official of the Company.
4. Copies or extracts of the company's charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

**LEGAL REPRESENTATIVE  
GENERAL DIRECTOR**

**DUONG VAN TINH**



No.: .../2026/TTr-HDQT-CTP

Hanoi, [Day] [Month] 2026

**DRAFT**

## **PROPOSAL**

*(On: Dismissal and election of replacement members of the Board of Directors  
for the 2023 - 2028 term)*

**To: The General Meeting of Shareholders of the Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amending, supplementing documents, and guiding implementation documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amending, supplementing documents, and guiding implementation documents;
- Pursuant to the Charter of CTP Group Corporation;
- Pursuant to the resignation letters from the position of Member of the Board of Directors submitted by Mr. Duong Van Tinh and Mr. Nguyen Viet Thinh,

Based on the Resignation Letters of the members of the Board of Directors, and pursuant to the provisions of the Law on Enterprises and the Company's Charter, the Board of Directors of CTP Group Corporation respectfully submits to the General Meeting of Shareholders to vote and approve the dismissal and election of replacement Members of the Board of Directors for the 2023 - 2028 term, specifically as follows:

1. Approve the dismissal from the position of Member of the Board of Directors for the 2023 - 2028 term for the following Mr./Ms.:
  - Mr. Duong Van Tinh - Member of the Board of Directors;
  - Mr. Nguyen Viet Thinh - Member of the Board of Directors.
2. Approve the election of 02 replacement member of the Board of Directors for the 2023 - 2028 term at the 2026 Annual General Meeting of Shareholders.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval./.

**Recipients:**

- As above;
- Board of Directors;
- Supervisory Board;
- Archived: Administration.

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

**(Signed)**

**TRAN CONG THANH**

No.: .../2026/TTr-HDQT-CTP

Hanoi, [Day] [Month] 2026

**DRAFT**

## **PROPOSAL**

*(On: Introducing personnel to elect replacement members of the Board of Directors  
for the 2023 - 2028 term)*

### **To: The General Meeting of Shareholders of the Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amending, supplementing documents, and guiding implementation documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amending, supplementing documents, and guiding implementation documents;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, and its amending, supplementing documents, and guiding implementation documents;
- Pursuant to the Charter of CTP Group Corporation (*the "Company"*),

Pursuant to the provisions of the law and the Company's Charter, the Board of Directors has notified Shareholders of the standards, conditions, procedures, and timeframe for self-nominating/nominating candidates for election to replace members of the Board of Directors for the 2023 - 2028 term at the 2026 Annual General Meeting of Shareholders of CTP Group Corporation.

By the end of the prescribed period, the Organizing Committee of the General Meeting of Shareholders received the self-nomination/nomination documents for candidates to be elected as replacement members of the Board of Directors for the 2023 - 2028 term from the shareholder(s)/group(s) of shareholders. Therefore, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the list of candidates introduced for the election of replacement members of the Board of Directors for the 2023 - 2028 term, as follows:

<b>No.</b>	<b>Candidate's Name</b>	<b>ID / Citizen ID / Passport</b>	<b>Nominated Position</b>

*(Candidates' curriculum vitae attached).*

Respectfully submitted to the General Meeting of Shareholders for consideration and approval./.

**Recipients:**

- *As above;*
- *Board of Directors;*
- *Supervisory Board;*
- *Archived: Administration.*

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

**(Signed)**

**TRAN CONG THANH**

*Hanoi, [Day] [Month] 2026*

**DRAFT**

## **REGULATION**

### **ON THE ELECTION OF REPLACEMENT MEMBERS OF THE BOARD OF DIRECTORS FOR THE 2023 - 2028 TERM AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS CTP GROUP CORPORATION**

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amending, supplementing documents, and guiding implementation documents;*
- *Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amending, supplementing documents, and guiding implementation documents;*
- *Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, and its amending, supplementing documents, and guiding implementation documents;*
- *Pursuant to the Charter of CTP Group Corporation.*

The 2026 Annual General Meeting of Shareholders of CTP Group Corporation conducts the election to replace members of the Board of Directors according to the following contents:

#### **Article 1. Subjects of election**

Shareholders owning voting shares and authorized representatives of shareholders owning voting shares according to the list of shareholders of CTP Group Corporation finalized on June 3rd, 2026.

#### **Article 2. Standards and conditions to be a member of the Board of Directors**

- Not falling under the subjects specified in Clause 2, Article 17 of the Law on Enterprises.
- Having professional qualifications and experience in business administration or in the company's business fields and lines, and not necessarily a shareholder of the Company.
- A member of the Board of Directors of a public company can only simultaneously be a member of the Board of Directors or the Members' Council at a maximum of 05 other companies.

#### **Article 3. Self-nomination and nomination of Board of Directors candidates**

- 3.1. The number of replacement members to be elected to the Board of Directors of CTP Group Corporation for the 2023 - 2028 term is: **02 members**.
- 3.2. Self-nomination and nomination of Board of Directors candidates

According to the provisions in Clause 2 and Clause 3, Article 25 of the Charter of CTP Group Corporation, the conditions for self-nominating and nominating candidates for the Board of Directors are as follows:

- A shareholder or a group of shareholders owning 10% or more of the total ordinary shares has the right to nominate or self-nominate members of the Board of Directors. A shareholder or a group of shareholders holding from ten percent (10%) to under twenty percent (20%) of the total ordinary shares has the right to nominate one (01) candidate; from twenty percent (20%) to under thirty percent (30%) has the right to nominate a maximum of two (02) candidates; from thirty percent (30%) to under forty percent (40%) has the right to nominate a maximum of three (03) candidates; from forty percent (40%) to under fifty percent (50%) has the right to nominate a maximum of four (04) candidates; from fifty percent (50%) or more has the right to nominate the full number of candidates.
- Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Ordinary shareholders forming a group to nominate members to the Board of Directors must notify the attending shareholders about the group formation before the opening of the General Meeting of Shareholders.
- In case the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient according to the provisions in 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 Company's Charter, the Internal Regulation on Corporate Governance, and the Operational Regulation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

#### **Article 4. Election ballots and filling in the ballots**

##### 4.1. List of Board of Directors candidates

- Arranged in alphabetical (ABC) order by name, with full names written on the election ballot.

##### 4.2. Election ballots and filling in the ballots

- Election ballots are uniformly printed, containing the total number of votes according to the shareholder's code;
- Shareholders or authorized representatives are issued an election ballot for Board of Directors members according to their shareholder code (owned and/or authorized);
- In case of writing mistakes, the shareholder may ask the Vote Counting Committee to exchange it for a new ballot;
- Shareholders or authorized representatives must manually write the number of votes they cast for each candidate in the blank box of that candidate on the election ballot.

##### 4.3. Invalid election ballots

- Ballots that do not follow the Company's prescribed Form or do not have the Company's seal;

- Ballots that are erased, altered, or have additional names written that are not on the list of candidates uniformly approved by the General Meeting of Shareholders prior to voting;
- Ballots where the total number of votes cast for candidates exceeds the total number of votes held by the shareholder (including owned and/or authorized rights).

**Article 5. Election method and cumulative voting principles**

- Voting to elect members of the Board of Directors is carried out by secret ballot using the cumulative voting method.
- Each shareholder has a total number of votes corresponding to the total number of voting shares (including owned and authorized shares) multiplied by the number of replacement Board of Directors members to be elected.
- A shareholder may cast all their votes for one candidate, or distribute votes among candidates corresponding to their level of trust, or not vote (cast a blank ballot), provided that the total number of votes cast does not exceed the maximum total votes that the shareholder owns and/or is authorized to cast.

**Example:** Shareholder Nguyen Van A owns (including owned and/or authorized) 1,000 shares of the Company. The number of Board of Directors members to be elected is 02 member. On the Board of Directors election ballot of Shareholder Nguyen Van A, it is written:

- Total voting shares: 1,000 shares
- Total votes:  $1,000 \times 2 = 2,000$  votes
- Shareholder Nguyen Van A may cast all of his voting rights for one candidate, or distribute votes among candidates corresponding to his level of trust, or not vote, provided that the total number of votes cast does not exceed 2,000 votes.

**Article 6. Vote Counting Committee, principles of voting and counting**

6.1. Vote Counting Committee

- The Vote Counting Committee is nominated by the Chairperson and approved by the General Meeting of Shareholders;
- The Vote Counting Committee is responsible for:
  - o Introducing the contents, how to fill in the ballots, and distributing the ballots;
  - o Conducting the vote count;
  - o Announcing the election results to the Meeting.
- Members of the Vote Counting Committee must not be on the list of nominated and self-nominated candidates for the Board of Directors.

6.2. Principles of voting and counting

- The Vote Counting Committee inspects the ballot box in the presence of the shareholders;
- Voting begins when the distribution of election ballots is completed and ends when the last shareholder casts their ballot into the ballot box;
- The vote counting must be conducted immediately after the voting ends;

- The vote counting results are documented in writing and announced by the Head of the Vote Counting Committee before the Meeting.

**Article 7. Principles of winning the election to the Board of Directors**

The principle of winning the election as a member of the Board of Directors is determined based on the number of votes (including owned and/or authorized shares) from highest to lowest, starting from the candidate with the highest number of votes until the required number of members specified in this Regulation is reached. In case 02 or more candidates receive an equal number of votes for the final position on the Board of Directors, the Meeting will conduct a re-vote among those candidates with equal votes.

**Article 8. Preparation and announcement of the Vote Counting Minutes**

- After counting the votes, the Vote Counting Committee must prepare the Vote Counting Minutes. The contents of the Vote Counting Minutes include the following main details: The Vote Counting Committee; Total number of ballots issued, total number of ballots collected, total number of valid ballots, total number of invalid ballots corresponding to the number of voting shares (including owned and/or authorized shares); Election results.
- The Vote Counting Minutes must be announced before the Meeting.

**Article 9. Other provisions**

Any complaints regarding the election and vote counting will be resolved by the Chairperson of the Meeting and recorded in the minutes of the General Meeting of Shareholders.

**Article 10. Effectiveness**

This Regulation consists of 10 (ten) Articles, is read publicly at the General Meeting of Shareholders, and takes effect immediately after being voted and approved by the 2026 Annual General Meeting of Shareholders.

**Recipients:**

- *As above;*
- *Archived: Administration.*

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

**(Signed)**

**TRAN CONG THANH**

**2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**CTP GROUP CORPORATION**

**SAMPLE**

-----000-----

**VOTING CARD**



**00001**

**Shareholder  
code:**

**Name of Shareholder/Representative: Nguyen Van A**

**Number of owned shares: 1,000**

**Number of authorized shares: 0**

**Total number of voting shares: 1,000**

**Total number of votes: 1,000**

**2026 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS  
CTP GROUP CORPORATION  
VOTING BALLOT**

Shareholder code: 00001

Name of Shareholder/Representative: Nguyen Van A

Number of owned shares: 1,000

Number of authorized shares: 0

Total number of voting shares: 1,000 shares

Total number of votes: 1,000 votes

**Voting items:**

*(Shareholders vote by marking an "X" in the corresponding column for each item to be approved)*

**1. Report on the activities of the Board of Directors in 2025 and the plan for 2026**

Approve

Disapprove

Abstain



**2. Summary report on business operations in 2025 and the plan for 2026 by the Board of Management**

Approve

Disapprove

Abstain



**3. Report on the activities of the Supervisory Board in 2025 and the plan for 2026**

Approve

Disapprove

Abstain



**4. Proposal on the audited Financial Statements of 2025**

Approve

Disapprove

Abstain



**5. Proposal on selecting an auditing firm for 2026**

Approve

Disapprove

Abstain



**6. Proposal on the payment of remuneration for the Board of Directors and Supervisory Board in 2025 and the payment plan for 2026; Profit distribution plan for 2025 and expectation for 2026**

Approve

Disapprove

Abstain



**7. Proposal on the policy of executing contracts and transactions between the Company and related parties**

Approve

Disapprove

Abstain



**8. Proposal on canceling and replacing the plan to issue shares to increase share capital from owners' equity**

Approve

Disapprove

Abstain



**9. Proposal on the Addition of the Legal Representative of the Company**

Approve

Disapprove

Abstain



**10. Proposal on the Amendment and Supplement of the Company's Business Lines**

Approve

Disapprove

Abstain



**11. Proposal on amending the Company's Charter**

Approve

Disapprove

Abstain



**12. Proposal on the dismissal and election of replacement members of the Board of Directors for the 2023 - 2028 term**

Approve

Disapprove

Abstain



**13. Proposal on introducing personnel to elect replacement members of the Board of Directors for the 2023 - 2028 term**

Approve

Disapprove

Abstain



**14. Regulation on the election of replacement members of the Board of Directors for the 2023 - 2028 term**

Approve

Disapprove

Abstain



Hanoi, [Day] [Month] 2026

**SHAREHOLDER / REPRESENTATIVE**

*(Signature and full name)*

**2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
CTP GROUP CORPORATION**

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**ELECTION BALLOT FOR THE BOARD OF  
DIRECTORS**

Shareholder code: 0001

Name of Shareholder/Representative:  
Nguyen Van A



Number of owned shares: 1,000

Number of authorized shares: 0

Total number of voting shares: 1,000

Total number of votes: 2,000

No.	NAME OF BOARD OF DIRECTORS CANDIDATE	NUMBER OF VOTES
1.		
2.		
	<b>Total number of votes</b>	

**Note:** Shareholders have the right to cast all of their votes for one candidate, or distribute votes among candidates corresponding to their level of trust, or cast a blank ballot, provided that the number of votes cast for the candidate(s) does not exceed the total number of votes the shareholder holds.

**Example:** Shareholder Nguyen Van A holds (including owned and authorized) 1,000 voting shares. Therefore, the total number of votes of shareholder Nguyen Van A is:  $(1,000 \times 2) = 2,000$  votes. Shareholder Nguyen Van A can cast cumulative votes in the following ways

- Option 1: Distribute their 2,000 votes equally among all candidates.
- Option 2: Accumulate all of their 2,000 votes for 01 (one) candidate of the shareholder's choice.
- Option 3: Allocate their 2,000 votes to the candidates in different proportions, provided that the total number of votes cast for those candidates does not exceed 2,000 votes.
- Option 4: Cast a blank vote / Abstain from voting.

Hanoi, [Day] [Month] 2026

**SHAREHOLDER /  
REPRESENTATIVE**

(Signature and full name)

**2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
CTP GROUP CORPORATION**

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**QUESTION FORM**

**2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Full name of shareholder: .....

Or Authorized representative (if any): .....

Permanent address: .....

Email: .....

Phone number: .....

Shareholder code: .....

Number of owned/authorized shares: .....

Questions:

1).....  
.....  
.....

2).....  
.....  
.....

3).....  
.....

**PREPARER**  
*(Signature and full name)*

***Please note:*** In case the content of the question is outside the Meeting Agenda, or there is not enough time for the Chairperson to answer all shareholders' questions, the Board of Directors will reply to the shareholder via one of the following methods: Letter, email, or phone call.

No.: .../2026/NQ-ĐHĐCĐ-CTP

Hanoi, [Day] [Month] 2026

**DRAFT**

**RESOLUTION**  
**OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**CTP GROUP CORPORATION**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amending, supplementing documents, and guiding implementation documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amending, supplementing documents, and guiding implementation documents;
- Pursuant to the Charter of CTP Group Corporation;
- Pursuant to the Minutes of the 2026 Annual General Meeting of Shareholders of CTP Group Corporation dated [Day]/[Month]/2026.

**RESOLVES**

**Article 1.** To approve the Report on the activities of the Board of Directors in 2025 and the plan for 2026 (According to the attached Report No. ..../2026/BC-HĐQT-CTP dated ....).

**Article 2.** To approve the Summary report on business operations in 2025 and the plan for 2026 by the Board of Management (According to the attached Report of the Board of Management No. ..../2026/BC-BTGD-CTP dated ....).

**Article 3.** To approve the Report on the activities of the Supervisory Board in 2025 and the plan for 2026 (According to the attached Report No. ..../2026/BC-BKS dated ....).

**Article 4.** To approve the Proposal on the audited Financial Statements of 2025 (According to the attached Proposal No. .... dated ....).

**Article 5.** To approve the Proposal on selecting an auditing firm for 2026 (According to the attached Proposal No. .... dated ....).

**Article 6.** To approve the Proposal on the payment of remuneration for the Board of Directors and Supervisory Board in 2025 and the payment plan for 2026; Profit distribution plan for 2025 and expectation for 2026 (According to the attached Proposal No. .... dated ....).

**Article 7.** To approve the Proposal on the policy of executing contracts and transactions between the Company and related parties (According to the attached Proposal No. .... dated ....).

**Article 8.** To approve the Proposal on canceling and replacing the plan to issue shares to increase share capital from owners' equity (According to the attached Proposal No. .... dated ....).

**Article 9.** To approve the Proposal regarding the Addition of the Legal Representative of the Company (According to the attached Proposal No. .... dated ....).

**Article 10.** To approve the Proposal regarding the Amendment and Supplement of the Company's Business Lines (According to the attached Proposal No. .... dated ....).

**Article 11.** To approve the Proposal on amending the Company's Charter (According to the attached Proposal No. .... dated .... and the Appendix).

**Article 12.** Approve the dismissal and election of replacement members of the Board of Directors for the 2023 - 2028 term

- ❖ Approve the dismissal from the position of Board of Directors member for:
  1. Mr. Duong Van Tinh – Member of the Board of Directors
  2. Mr. Nguyen Viet Thinh – Member of the Board of Directors
- ❖ Approve the list of elected Board of Directors members:
  1. Mr./Ms. .... – Member of the Board of Directors
  2. Mr./Ms. .... – Member of the Board of Directors

**Article 13. Implementation provisions.**

This Resolution was approved by the 2026 Annual General Meeting of Shareholders of the Company and takes effect from the date of signing.

The members of the Board of Directors, the Supervisory Board, and the Board of Management are responsible for implementing this Resolution and organizing its execution in accordance with their operational functions, the provisions of the law, and the Company's Charter of Organization and Operation.

- Recipients:**
- AGM;
  - BOD, SB, BOM;
  - Archived: Administration;
  - Information Disclosure as prescribed.

**ON BEHALF OF THE GENERAL MEETING  
OF SHAREHOLDERS  
CHAIRPERSON**

**(Signed)**

**TRAN CONG THANH**

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom – Happiness**

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**NOMINATION/SELF-NOMINATION FORM FOR MEMBERS OF THE  
BOARD OF DIRECTORS  
CTP GROUP CORPORATION  
TERM 2023 – 2028**

**To: The Organizing Committee of the 2026 Annual General Meeting of Shareholders**

I/We am/are the shareholder(s) of CTP Group Corporation (the Company) holding ..... shares, equivalent to .....% of the total voting shares of the Company as of June 3rd, 2026, details are as follows:

No.	Name of Shareholder	ID/Citizen ID/Passport/ERC (Number, Place of issue, Date of issue)	Permanent address / Head office	Shares owned		Shareholder's signature, full name, and seal (for organizations)
				Quantity	Percentage (%)	
1.						
...						
<b>Total</b>						

By this document, I/we self-nominate/unanimously nominate the following Mr./Ms. as candidate(s) for the Board of Directors of CTP Group Corporation for the 2023 - 2028 term at the 2026 Annual General Meeting of Shareholders (AGM). The candidate's information is as follows:

No.	Candidate's Full Name	Nominated Position	Number of CTP shares owned by the candidate
1			
2			
...			

I/We enclose with this Form the relevant dossiers of the candidate prepared in accordance with the law and the Notice dated June .... , 2026 of the Company's Board of Directors regarding the self-nomination and nomination of candidates for election to replace members of the Board of Directors of CTP Group Corporation for the 2023 - 2028 term at the 2026 Annual AGM.

I/We commit to meeting all conditions for self-nominating/nominating candidates to the Board of Directors, strictly complying with the provisions of the law, the Company's Charter, and the Regulation on the election of replacement members of the Board of Directors for the 2023 - 2028 term at the 2026 Annual AGM of CTP Group Corporation, and I/we take full responsibility for the accuracy and truthfulness of the contents of this document and the attached dossiers.

We kindly request the Organizing Committee of the Company's 2026 Annual AGM to acknowledge my/our list of candidates. If further information on the self-nomination/nomination dossier is required, please contact me/the representative of our group of shareholders using the following information:

Full name: ..... Phone number: .....

Address:.....

ID/Citizen ID/Passport No. .... issued on ..... at .....

Sincerely thank you!

....., [Date] [Month] 2026

**SHAREHOLDER / REPRESENTATIVE OF THE GROUP OF  
SHAREHOLDERS**

*(Signature, full name, and seal (for organizations))*

**Attached dossiers include:**

- Notarized copies of ID/Citizen ID/Passport, other professional documents and certificates;
- The candidate's curriculum vitae declaration (according to the Company's form).

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

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**CURRICULUM VITAE**

1. Full name:.....
2. Date of birth:.....
3. Place of birth:.....
4. Nationality: (*Current nationalities*).....
5. Ethnicity:.....
6. ID/Citizen ID/Passport number:.....Date of issue:..... Place of issue: .....
7. Registered permanent residence: .....
8. Permanent address:.....
9. Professional qualifications: .....
10. Phone number: .....
11. Email address: .....
12. Current position in the Company: .....
13. Current positions held in other organizations: .....
14. Number of shares held: ..... shares, accounting for.....% of the Company's charter capital, of which:
  - + Ownership representing (name of organization): ..... shares, accounting for ...% of charter capital
  - + Personal ownership: ..... shares, accounting for ...% of charter capital
15. Number of shares and ownership percentage in other securities companies: ..... shares, accounting for .....% of the charter capital of .... Company.
16. Employment History:

No.	Period	Organization / Workplace	Position / Role
1			
2			
....			

17. **List of related persons of the declarant** (*related persons according to the provisions of the Law on Securities*):

No.	Name of related person	Relationship with the Company /	Business Registration Certificate No. (for organizations) / ID/Citizen	Head office address / Contact address	Number of shares owned in	Ownership percentage in the

		<b>internal person</b>	<b>ID/Passport No., Date of issue, Place of issue</b>		<b>the Company</b>	<b>Company (%)</b>
1						
2						
....						

18. Holding commitments (if any):

19. Related interests with the Company:

20. Conflicts of interest with the Company:

I hereby declare that the above information is true and correct. If false, I will bear full legal responsibility.

...., [Date] [Month] [Year]

**DECLARANT**

(Signature and full name)