



SCHEDULE

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

HOA BINH TAKARA JOINT STOCK COMPANY

Time: 8:30 on Saturday, June 28th, 2025

Venue: 4th Floor Hall, SIMCO Song Da Building – Van Phuc New Urban Subdivision, Van Phuc Ward, Ha Dong District, Hanoi City.

Time	Details
8h30 – 9h00	Reception of Meeting Delegates.
	Shareholder Registration for the General Meeting.
9h00 – 9h30	Opening Remarks and Introduction of Delegates
	Report on Shareholders' Eligibility Check for the General Meeting
	Approval of the Presidium, Vote Counting Committee, and Meeting Secretary
	Approval of the Meeting's Rules of Procedure
	Adoption of the General Meeting Program
9h30 -11h00	<p>Agenda of the General Meeting:</p> <ol style="list-style-type: none">1. Report on the Board of Directors' Activities in 2024 and Plan for 2025;2. Report on Business Activities of the Executive Board in 2024 and Plan for 2025;3. Report on the Supervisory Board's Activities in 2024 and Plan for 2025;4. Proposal for Approval of the Audited Financial Statements for 2024;5. Proposal for Selecting the 2025 Auditing Firm;6. Proposal for Remuneration Payment to the Board of Directors and Supervisory Board in 2024 and the Payment Plan for 2025; Profit Distribution Plan for 2024 and Projection for 2025;7. Proposal for Approval of Contracts and Transactions between the Company and Related Parties;8. Proposal for Amendment of the Company's Charter;9. Proposal to Cancel the 2023 Dividend Share Issuance Plan;10. Proposal for the Change of the Company's Head Office Address;11. Other Matters Within the Authority of the General Meeting of Shareholders (if any).
11h00 – 11h15	The Meeting Proceeds with Discussion and Answers Shareholders' Questions
11h15 – 11h30	Voting on the Issues Presented to the General Meeting
11h30 – 11h40	Intermission
11h40 – 11h50	Announcement of Voting Results on Matters Submitted to the General Meeting
11h50 – 11h55	Approval of the Minutes and Resolutions of the General Meeting of Shareholders
11h55 – 12h00	Closing of the General Meeting

Ho Chi Minh City, June, 2025

DRAFT

REGULATION

ORGANIZATION OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF HOA BINH TAKARA JOINT STOCK COMPANY (CTP)

CHAPTER I

GENERAL PROVISIONS

Article 1. Scope of Application

Regulations on the Organization of the General Meeting of Shareholders for the Annual General Meeting of Shareholders in 2025 of Hoa Binh Takara Joint Stock Company (JSC).

Article 2. These regulations specifically stipulate 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 participants are responsible for complying with the provisions of these regulations.

CHAPTER II

RIGHTS AND OBLIGATIONS OF THE PARTIES PARTICIPATING IN THE MEETING

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 shareholder list finalized by Hoa Binh Takara Joint Stock Company as of June 2, 2025, or their duly authorized representatives are eligible to attend.

4.2. Rights and Obligations of Qualified Shareholders Attending the Meeting:

- a. Shareholders or their authorized representatives attending the Meeting must bring the following documents:
 - Invitation letter to the meeting.
 - Citizen identification card, Identity card, Passport, or other valid personal identification documents, and a copy of the Business Registration Certificate.
 - Original Power of Attorney (in case of authorized attendance at the Meeting).

(In the case that the shareholder is an individual, the power of attorney must be signed by that shareholder. If the shareholder is an organization, the document must bear the signature of the legal representative and the organization's seal, or the authorization decision of the organization's Board of Directors/Board of Members).

After presenting the above documents to the Shareholder Eligibility Verification Committee, the shareholder or authorized representative attending the General Meeting of Shareholders will receive a Voting Card/Ballot (indicating the shareholder's name and the number of voting shares owned by that shareholder). The value of the Voting Card/Ballot held by the shareholder or authorized representative corresponds to the proportion of voting shares owned or represented according to the registration for attending the Meeting out of the total voting shares of all shareholders attending the Meeting.

- b. Authorized in writing for the proxy to attend and vote on their behalf at the General Meeting of Shareholders. The proxy attending the Meeting is not allowed to further delegate the authorization to another person.
- c. Shareholders attending the Meeting who wish to speak must obtain the Chairman's approval, keep their remarks brief, and focus on the key issues relevant to the approved agenda of the Meeting. Topics already addressed by previous speakers should not be repeated to avoid duplication. Shareholders may also write their questions on Question Forms and submit them to the Secretariat.
- d. Have the right to vote on all matters within the authority of the General Meeting of Shareholders as stipulated in the Company's Charter on organization and operation.
- e. Shareholders and their representatives attending the General Meeting of Shareholders will discuss and approve the matters to be passed by voting after hearing the reports on those issues.
- f. During the Meeting, shareholders must comply with the guidance of the Presidium, behave civilly and politely, and avoid causing any disorder.
- g. Shareholders or their authorized representatives who arrive after the Meeting has commenced, upon completing the registration procedures, are allowed to attend and participate in voting on the remaining agenda items approved by the Meeting. In this case, the validity of the votes already conducted shall not be affected.

Article 5. Rights and Obligations of the Chairperson and the Presidium

5.1. The Chairman of the Board of Directors shall preside over the General Meeting of Shareholders or may authorize another member of the Board of Directors to preside over the meeting, subject to approval by the General Meeting of Shareholders.

5.2. Duties of the Presidium:

- a. Manage the activities of the Meeting according to the agenda approved by the Meeting. Carry out necessary tasks to ensure the General Meeting of Shareholders proceeds in an orderly manner; and accurately reflect the wishes of the majority of shareholders and shareholder representatives attending.
- b. Guide the delegates and the Meeting in discussions.
- c. Present drafts and necessary matters for the Meeting to vote on.
- d. Respond to issues raised by the Meeting.

Article 6. Rights and Obligations of the Shareholder Eligibility Verification Committee at the Meeting

The Shareholder Eligibility Verification Committee at the General Meeting of Shareholders is appointed by the Meeting Organizing Committee. The Committee receives documents from shareholders or their authorized representatives attending the meeting to verify their validity and cross-check against the finalized list of shareholders entitled to attend as of June 2, 2025; distributes materials and Voting Cards/Ballots; and reports to the Meeting on the results of the shareholder eligibility verification before the Meeting officially commences.

Article 7. Rights and Obligations of the Meeting Secretary

- 7.1. The Chairperson appoints the Secretary at the Meeting.
- 7.2. The Secretary performs assisting tasks as assigned by the Chairperson, including:
 - a. Accurately and faithfully record all contents of the Meeting.
 - b. Assist the Presidium in announcing the draft Minutes and Resolutions of the Meeting, as well as any announcements from the Presidium to shareholders upon request.
 - c. Receive question forms from shareholders.

Article 8. Rights and Obligations of the Vote Counting Committee

- 8.1. The Chairperson introduces the Vote Counting Committee and organizes the approval by the Meeting.
- 8.2. The Vote Counting Committee is responsible for:
 - a. Supervising the voting of shareholders or their representatives attending the Meeting.
 - b. Summarize the number of voting shares for each agenda item and report the results to the Chairperson and the Meeting Secretariat.
 - c. Receive question forms from shareholders.

CHAPTER III

CONDUCTING THE MEETING

Article 9. Conditions for Conducting the Meeting

The General Meeting of Shareholders shall be conducted when shareholders present represent more than 50% of the total voting shares according to the shareholder list of Hoa Binh Takara Joint Stock Company finalized on June 2, 2025.

Article 10. Order of the Meeting

10.1. All shareholders attending the Meeting must dress properly.

10.2. Shareholders must sit in the designated seats or areas as arranged by the Meeting Organizing Committee. Strictly comply with the seating arrangement by the Organizing Committee.

10.3. Smoking is prohibited inside the Meeting room.

10.4. No private conversations or use of mobile phones during the Meeting. Mobile phones must be turned off or set to silent mode.

Article 11. Voting Procedures for Approving Matters at the Meeting

"All matters on the Meeting agenda must be approved by a public vote of all shareholders attending the Meeting using VOTING CARDS/BALLOTS according to the number of shares owned/represented and authorized. Each shareholder is issued one VOTING CARD and one BALLOT, which indicate: the shareholder's name; the number of voting shares entitled (owned/represented and/or authorized); the number of votes of the shareholder; and bear the Company's official seal.

11.1. VOTING CARD: Printed on **white paper**, used for voting on the following matters:

- a. Approval of the composition of the Presidium of the meeting;
- b. Approval of the Regulations on the organization of the 2025 Annual General Meeting of Shareholders;
- c. Approval of the agenda;
- d. Approval of the composition of the Vote Counting Committee;
- e. Approval of the Minutes and Resolutions of the General Meeting of Shareholders.

11.2. BALLOT: Printed on **blue paper**, used for voting on matters according to reports and proposals.

- a. Valid Ballots:
 - Ballots issued by the Meeting Organizing Committee and bearing the Company's official seal;
 - Ballots that are not torn, erased, or altered;
 - Ballots signed by the shareholder or the authorized representative of the shareholder participating in the vote;
 - Only one mark (X) is made per voting item.
- b. Invalid Ballots:
 - Ballots not issued by the Meeting Organizing Committee.

- Ballots with erased or altered content.
 - Ballots without signature confirmation from the shareholder or authorized representative attending the vote.
 - Ballots with no marks or more than one mark (X) per voting item.
- c. Invalid ballots will not be counted during the vote tally.

Article 12. Approval of the Resolutions of the General Meeting of Shareholders

The resolutions of the General Meeting of Shareholders on matters in the Meeting agenda are approved when supported by shareholders holding more than 50% of the total voting shares of all shareholders attending and voting at the meeting.

CHAPTER IV

CLOSURE OF THE MEETING

Article 13. Minutes and Resolutions of the General Meeting of Shareholders

13.1. The minutes and resolutions of the General Meeting of Shareholders must be completed and approved before the Meeting is adjourned.

13.2. The minutes and resolutions of the General Meeting of Shareholders must be kept at Hoa Binh Takara Joint Stock Company.

Article 14. Effective Date

This Regulation consists of 14 (fourteen) Articles, is publicly read before the General Meeting of Shareholders, and takes effect immediately after being approved by a vote at the 2025 Annual General Meeting of Shareholders.

To:

- As above;

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

(Signed)

TRAN CONG THANH

DRAFT

**REPORT OF THE BOARD OF DIRECTORS
THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

On behalf of the Board of Directors of Hoa Binh Takara Joint Stock Company, I would like to present to the 2025 Annual General Meeting of Shareholders the report on the Board's performance in 2024.

I. PERFORMANCE RESULTS ACROSS OPERATIONAL AREAS

1. Evaluation of Business Performance in 2024:

Pursuant to the 2024 Business Plan approved by the Annual General Meeting of Shareholders, the Board of Directors delegated the implementation of the plan to the Executive Board and specialized departments, while providing guidance and oversight throughout the execution process.

The year 2024 was a challenging and difficult period for the overall economy as well as for businesses in general. Although the Company's business results did not fully meet the targets set out in the plan, it still recorded positive growth compared to the previous year, as detailed below:

Unit: VND

No.	Indicator	Plan for 2024	Actual 2024	Percentage of Plan (%)
1	Total Revenue	300.000.000.000	38.089.275.695	12,70%
2	Profit Before Tax	20.000.000.000	537.314.734	2,69%
3	Profit After Tax	16.000.000.000	410.560.571	2,57%
4	Charter Capital	363.000.000.000	120.999.920.000	33,33%
5	Basic Earnings Per Share	440,77	34	7,71%

(2024 Audited Financial Statements)

II. ACTIVITIES OF THE BOARD OF DIRECTORS IN 2024

The Board of Directors has operated in accordance with the provisions of the Charter, the Enterprise Law, the Securities Law, and other relevant legal documents. Board meetings have been held regularly and in compliance with the Charter. The Board has closely followed the directions set forth in the Resolutions of the General Meeting of Shareholders

and the Company's actual situation, providing guidance, management, and supervision to ensure the Company's activities are conducted in line with the agreed Resolutions.

1. Personnel:

The Company's 2024 Extraordinary General Meeting of Shareholders approved the dismissal and replacement of members of the Board of Directors. The current number of Board members is five, detailed as follows:

No.	Name	Position
1	Ông Trần Công Thành	Chairman of the Board
2	Ông Dương Văn Tịnh	Executive Board Member
3	Bà Nguyễn Thị Minh Loan	Non-Executive Board Member
4	Ông Đào Văn Minh	Non-Executive Board Member
5	Ông Nguyễn Hải Quân	Independent Board Member

2. Management and Supervision Activities of the Board of Directors in 2024:

- ❖ The Board of Directors successfully organized the 2024 Annual General Meeting of Shareholders (on June 29, 2024) in accordance with regulations, as well as the 2024 Extraordinary General Meeting of Shareholders (on October 26, 2024). Throughout 2024, the Board held 13 regular and extraordinary meetings to fulfill its role in directing and guiding the Company's activities, detailed as follows:
 - Request for an extension of the time to hold the 2023 Annual General Meeting of Shareholders of Minh Khang Capital Trading Joint Stock Company;
 - Supplement the documents for the 2024 Annual General Meeting of Shareholders of Minh Khang Capital Trading Joint Stock Company.
 - Elect the Vice Chairman of the Board of Directors of Minh Khang Capital Trading Joint Stock Company.
 - Issue the Charter of Minh Khang Capital Trading Joint Stock Company.
 - Select the auditing firm for the 2024 Financial Statements.
 - Dismiss and appoint the Company's Deputy General Director.
 - Approve the signing of economic contracts for the construction works of the villas under the "Forest Plantation and Integrated Ecotourism and Resort Project at Hiền Lương.
 - Approve the organization of the 2024 Extraordinary General Meeting of Shareholders.
 - Approve the acquisition of capital contributions at Hiền Lương Tourism Investment and Development Limited Liability Company.
 - Approve the dismissal and appointment of the Chairman of the Board of Directors of the Company.

- Approve the agenda and documents for the 2024 Extraordinary General Meeting of Shareholders.
- Approve the list of candidates nominated for the positions of Board Members and Supervisory Board Members for the 2023-2028 term to be elected as replacements at the 2024 Extraordinary General Meeting of Shareholders.
- Approve the acquisition of capital contributions at Hiền Lương Tourism Investment and Development Limited Liability Company.
- ❖ The contents approved in the General Meeting of Shareholders Resolutions No. 04-2906/2024/NQ-DHĐCĐ dated June 29, 2024, and No. 01/2025/NQ-DHĐCĐ dated March 8, 2025, have not yet been implemented:
 - + Proposal for Approval of the 2023 Dividend Share Issuance Plan (According to Proposal No. 01/2024/TTr-Board of Directors dated October 26, 2024);
 - + Proposal for Change of Company Address (According to Proposal No. 04-2706/2024/TTr-CTP dated June 27, 2024, and Proposal No. 02/2025/TTr-Board of Directors dated February 24, 2025);
 - + Proposal for Amendment of Certain Business Lines of the Company (According to Proposal No. 01/2025/TTr-Board of Directors dated February 24, 2025).

The Board of Directors hereby reports the current status of these tasks to the General Meeting of Shareholders, as detailed below:

 - + Regarding the implementation of the 2023 dividend share issuance plan: In 2024, the domestic stock market was affected by unfavorable fluctuations. Therefore, the Board of Directors reports and submits to the General Meeting of Shareholders for approval not to proceed with the issuance of shares to pay the 2023 dividend.
 - + Regarding the proposed change of the Company's address: The Company planned to relocate its headquarters to Floor 4B, Building B Vinaconex 2, Kim Văn Kim Lũ Urban Area, Hoàng Mai, Hanoi. However, the lease negotiation for the location was unsuccessful. Therefore, the Board of Directors continues to search for a suitable headquarters and submits to the General Meeting of Shareholders for approval to change the Company's headquarters to a location that aligns with the Company's medium- and long-term strategic development goals.
 - + Regarding the proposed change of the Company's business lines: The Board of Directors is currently reviewing the Company's business sectors to make appropriate adjustments in line with the Company's operational and business activities.

3. Oversight of the Operations of the Board of General Directors and Management Personnel:

With its roles, responsibilities, and authority, the Company's Board of Directors has conducted supervision, guidance, and management of the Company in accordance with legal regulations, the Company's Charter, and the resolutions of the General Meeting of Shareholders, as detailed below:

- The Board of Directors closely monitors the activities of the Board of General Directors and management personnel within the Company, promptly addressing issues arising within

the Board's authority. This facilitates the smooth operation of the Board of General Directors and management staff.

- The Board requires the General Director and management personnel to enhance their leadership and regularly report to the Board of Directors on monthly and quarterly business performance to improve operational efficiency.
- Supervises the management and business operations in accordance with the resolutions of the General Meeting of Shareholders.
- All business activities are inspected and supervised by the Company's Supervisory Board and specialized departments to minimize risks as much as possible.
- Directs strict compliance with reporting and information disclosure requirements according to regulations.

Overall, in 2024, the Company's Board of General Directors was aware of both the opportunities and challenges facing the Company and demonstrated flexibility in managing business activities. Based on the provisions of the Company Charter and the Board of Directors' operational regulations, coordination between the Board of Directors and the Executive Board was very close and effective in steering development directions as well as resolving difficulties and obstacles during the Company's operations.

4. General Evaluation of the Board of Directors' Activities:

- The Board of Directors has directed the amendment and supplementation of management regulations to comply with legal provisions and the Company's actual circumstances.
- The Board has closely, promptly, and regularly coordinated with the Executive Board and the Supervisory Board in directing the implementation of resolutions from the General Meeting of Shareholders and the Board of Directors concerning the Company.
- All decisions made by the Board of Directors are fully discussed, promptly communicated, and properly coordinated with the Supervisory Board and the Executive Board.
- Proposals from the Executive Board to the Board of Directors are thoroughly reviewed, discussed, and promptly directed.
- The Company fully and timely complies with the resolutions of the General Meeting of Shareholders, the Board of Directors, and relevant State regulations.

5. Report on Remuneration and Income of the Board of Directors:

- The Company's Board of Directors did not receive any remuneration in 2024.
- The operating expenses, transaction costs, and business trip expenses of the Board of Directors during the year were carried out in accordance with the Company's regulations and policies.

6. Report on Transactions Between the Company, Its Subsidiaries, Companies Controlled by the Company with Over 50% Charter Capital, and Members of the Board of Directors and Their Related Persons; Transactions Between the Company and Companies in Which Board Members Are Founders or Enterprise Managers Within the Last 3 Years Prior to the Transaction Date:

None.

7. Activities of Independent Members of the Board of Directors and Their Evaluation of the Board's Performance:

- Activities of the Independent Board Member: Hòa Bình Takara Joint Stock Company has one independent board member, Mr. Nguyễn Hải Quân. In 2024, the activities of the independent board member were conducted in accordance with the Company's Charter provisions and relevant legal documents.
- Evaluation by the Independent Board Member on the Activities of the Board of Directors: In 2024, the Company's Board of Directors held all meetings as required by current laws and issued minutes and resolutions that served as the basis for the Board of General Directors to implement business operations.

III. Objectives and Tasks for the Year 2025

Building upon and promoting the achievements attained while overcoming the lingering difficulties of 2024, the Company's Board of Directors is determined to strive for stable and sustainable development, overcoming the general economic challenges in Vietnam in 2025 by implementing the following key measures:

- Regularly inspect and supervise the execution of signed contracts and the effective use of capital to ensure the completion of the 2025 plan objectives.
- Maintain weekly communication between the Chairman of the Board and the non-executive Board members to foster unity and encourage the initiatives and ideas of members for the activities of the Board and the Company.
- Hold monthly Board of Directors meetings to promptly and flexibly set out policies and guidelines, addressing issues arising during business operations.
- Draft the Company's development strategy.
- The Board will continue to direct and supervise the Company's Executive Board to achieve and exceed the targets set for 2025 as follows:

Unit: VND

No.	Indicator	Actual 2024	Plan 2025
1	Total Revenue	38.089.275.695	100.000.000.000
2	Charter Capital	120.999.920.000	120.999.920.000
3	Profit After Tax	410.560.571	650.000.000
4	Dividend	0%	0%

The above is the report of the Board of Directors of Hòa Bình Takara Joint Stock Company, summarizing the operational results of 2024 and the direction for activities in 2025. We sincerely hope that our valued shareholders will contribute practical feedback to help the Board of Directors improve its performance and develop the best strategies for the Company's stable and sustainable growth.

After the Annual General Meeting of Shareholders approves the reports, the Board of Directors will develop a specific roadmap and program with a spirit of innovation, accompanied by decisive and thorough leadership measures to promote the sustainable development of Hòa Bình Takara Joint Stock Company.

On behalf of the Board of Directors, I would like to express my sincere gratitude for the support and trust of all our valued shareholders over the past time.

Respectfully submitted to the General Meeting of Shareholders./.

Recipients:

- As mentioned above;
- Board of Directors;
- Board of Supervisors;
- Archived.

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

(Singed)

TRAN CONG THANH

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No.: 01/2025/BC-BTGD-CTP

Ho Chi Minh, June , 2025

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SUMMARY REPORT
BUSINESS PERFORMANCE IN 2024
AND BUSINESS PLAN FOR 2025

I. BUSINESS PERFORMANCE IN 2024

1. General assessment

In 2024, the global situation remained complex and unpredictable, with many risk factors and uncertainties. Military conflicts continued to escalate, strategic competition among major countries intensified, and many nations strengthened trade protection policies. Public debt and budget deficits increased, while some major economies declined, and the global supply chain experienced partial disruptions, affecting global peace, stability, and economic growth.

With development orientations, the leadership's guidance, and the efforts of employees in 2024, the Company managed to overcome difficulties caused by policy changes, inflation, fluctuating interest rates, and personnel instability. The Company continued striving to maintain stable operations.

However, due to challenges and objective factors, the Company was unable to achieve the planned business targets.

2. Member, remuneration, and operational expenses of the Executive Board

In 2024, the personnel structure of the Executive Board is as follows:

Member	Position	Appointment Date	Dismissal Date
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
Ms. TRAN THI LAN ANH	Deputy General Director	06/07/2020	30/08/2024

The income of the Executive Board in 2024 was 81,000,000 VND. The operational expenses, transactions, and business travel costs of the Executive Board during the year were carried out in accordance with the Company's regulations and policies.

3. Business operation results for 2024

The business operation results of the Company in 2024 are as follows:

No.	Indicator	2024 Plan	2024 Actual	Percentage Compared to Plan (%)
1	Total revenue	300.000.000.000	38.089.275.695	12,70%
2	Pre-tax profit	20.000.000.000	537.314.743	2,69%
3	Post-tax profit	16.000.000.000	410.560.571	2,57%
4	Charter capital	363.000.000.000	120.999.920.000	33,33%
5	Basic earnings per share	441	34	7,71%

4. Financial accounting and information disclosure work

- The Company strictly complies with the preparation of financial statements in accordance with accounting standards.
- The Company received Administrative Sanction Decision No. 71/QĐ-XPHC dated February 19, 2025, from the State Securities Commission for failing to disclose mandatory information as required by law. Specifically, the Company did not disclose information on the disclosure system of the State Securities Commission regarding the following documents: financial statements for Q3/2023 and Q4/2023, explanation for the post-tax profit difference of 10% or more compared to the same period of the previous year in the Q2/2023 financial statements, explanation for post-tax profit in the Q2/2023 financial statements transitioning from a loss in the same period of the previous year to a profit in the current period, explanation for the post-tax profit discrepancy of 5% or more in the reviewed semi-annual financial statements for 2023, explanation for the post-tax profit discrepancy of 10% or more compared to the same period of the previous year in the Q3/2023 financial statements, explanation for the post-tax profit discrepancy of 10% or more compared to the same period of the previous year in the reviewed semi-annual financial statements for 2024, explanation for the post-tax profit in the reviewed semi-annual financial statements for 2024 showing a loss and transitioning from profit in the same period of the previous year to a loss in the current period, corporate governance report for 2023, decision to appoint Mr. Le Minh Tuan as General Director, Board of Directors' Decision No. 0512/2023/QĐBN-HĐQT dated December 5, 2023, on appointing Ms. Nguyen Le Ngoc Nhu Tuyen as Board Secretary cum Corporate Governance Officer, information disclosure documents for Ms. Nguyen Le Ngoc Nhu Tuyen – Board Secretary cum Corporate Governance Officer, information disclosure documents for Mr. Vo Thuan Hoa – Authorized Information Disclosure Officer, information disclosure documents for Mr. Duong Van Tinh – Deputy General Director. Additionally, the Company failed to disclose information on time on the disclosure system of the State Securities Commission and the website of the Hanoi Stock Exchange regarding the following document: the reviewed semi-annual

financial statements for 2024. The Company also failed to disclose information on time on the disclosure system of the State Securities Commission regarding the following document: notice of meeting and meeting materials for the 2023 Annual General Meeting of Shareholders. Furthermore, the Company did not fully disclose mandatory content in the corporate governance report for 2023 as required by law. Specifically, it did not include: the decision to appoint Mr. Le Minh Tuan as General Director, Board of Directors' Decision No. 0512/2023/QĐBN-HĐQT dated December 5, 2023, on appointing Ms. Nguyen Le Ngoc Nhu Tuyen as Board Secretary cum Corporate Governance Officer.

- The Company has rectified the issue and has fully disclosed information in compliance with regulations.

II. BUSINESS PLAN FOR 2025

1. Objectives

Based on the business performance achieved in 2024, the Company strives to develop and implement the following planned targets for 2025:

No.	Indicator	2024 Actual Performance	Plan for the year 2025
1	Total Revenue	38.089.275.695	100.000.000.000
2	Charter capital	120.999.920.000	120.999.920.000
3	Profit After Tax	410.560.571	650.000.000
4	Dividend	0%	0%

2. Implementation solutions

Below are some general strategic solutions for implementing the Company's 2025 plan. Depending on actual conditions and circumstances, the Executive Board will develop and apply appropriate plans and solutions:

- Closely follow and fully implement the resolutions of the 2025 General Meeting of Shareholders and the Board of Directors.
- Continue to focus on the Company's core business and seek new suppliers and customers as the economy in 2025 shows signs of recovery.
- Conduct investment cooperation and business partnerships with potential partners to generate economic benefits and lay the foundation for the Company's expansion.
- Enhance the management capacity of executives and provide training for mid-level managers.

- Proactively engage in shareholder relations, fulfill responsibilities in information disclosure, and expand investor relations.

The above report presents the Executive Board's business performance results for 2024 and the Company's production and business plan, as well as investment orientation for 2025.

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

Respectfully./.

Recipients:

- *As mentioned above;*
- *Board of Directors;*
- *Board of Supervisors;*
- *Archived.*

GENERAL DIRECTOR

(Singed)

DUONG VAN TINH

No.: 01/2025/BC-BKS-CTP

Ho Chi Minh, June, 2025

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REPORT OF THE BOARD OF SUPERVISORS
AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the current Enterprise Law and Securities Law;
- Pursuant to the functions, duties, and powers of the Supervisory Board as stipulated in the Charter of Hoa Binh Takara Joint Stock Company;
- Pursuant to the inspection and supervision activities of the Supervisory Board in 2024.

On behalf of the Board of Supervisors (“BOS”) of Hoa Binh Takara Joint Stock Company, I hereby present the following report to the 2025 Annual General Meeting of Shareholders:

I. PERFORMANCE RESULTS OF THE BOARD OF SUPERVISORS IN 2024

1. Organizational Structure of the Board of Supervisors:

In 2024, the Company's Board of Supervisors consisted of three members, including one Head of the Board of Supervisors and two Supervisory Board members. During the year, there were personnel changes within the Board of Supervisors as follows:

Member	Position	Appointment Date	Dismissal Date
Mr. TRAN MANH LINH	Head of BOS	26/10/2024	
	BOS member	29/06/2024	26/10/2024
Ms. NGUYEN THUY TRANG	BOS member	26/10/2024	
Ms. HO THI BAO NGOC	BOS member	26/10/2024	
Ms. LE THI BICH NGOC	Head of BOS	29/06/2022	26/10/2024
Ms. NGUYEN THI NGOC MY	BOS member	30/06/2023	26/10/2024
Ms. NGUYEN THI THANH PHUONG	BOS member	31/12/2021	29/06/2024

2. Key Activities of the Board of Supervisors in 2024

In 2024, the Board of Supervisors held meetings to assign tasks to each member, ensuring the execution of its functions and duties. The Board also convened to develop and enhance its annual

operational plan. Regularly, the Board of Supervisors met twice a year to review activities for the period, summarize findings, and establish plans for upcoming inspection and supervision activities.

The Board of Supervisors carried out inspection and supervision activities to ensure compliance with the Enterprise Law, Securities Law, and the Company's operational charter in managing and running business activities, including:

- Attended meetings of the Board of Directors (BOD). Conducted supervision and inspection of the implementation and execution by the BOD and Executive Board (EB) in accordance with the resolutions of the 2024 General Meeting of Shareholders (GMS), the Company's governance regulations, and the Company's charter.
- Provided input in selecting the auditing firm for annual financial statements, in compliance with the Enterprise Law and the Company's charter.
- Supervised and inspected the implementation of the business plan by the BOD and EB in line with the resolution of the 2024 GMS.
- Examined the accuracy, reasonableness, and prudence of accounting processes and financial reporting.
- Participated in periodic inventory audits to assess the Company's financial status, capital sources, workforce changes, and the performance of BOD members, the General Director, and departments, ensuring compliance with the Company's charter and legal regulations.

3. Compensation, Operating Expenses, and Other Benefits of the Board of Supervisors in 2024

The compensation and related benefits of the BOS are paid according to the approval of the General Meeting of Shareholders (GMS). The operating expenses of the BOS are part of the Company's overall expenses.

The Company's Supervisory Board will not receive remuneration in 2024.

4. Operational Plan of the Board of Supervisors for 2025:

- Monitor the implementation of BOS recommendations in 2025.
- Supervise the activities of the Board of Directors and the General Director in managing and operating the Company, ensuring the fulfillment of tasks assigned by the 2025 General Meeting of Shareholders.
- Inspect compliance with the Company's charter, regulations, policies, and procedures in financial management, investment, and business operations.
- Continue reviewing and inspecting the implementation of accounting, financial management, investment in infrastructure, capital utilization, cost control, and procurement at enterprises, branches, and the Company's headquarters.
- Conduct inspections and carry out other tasks in accordance with the BOS operational regulations, the Company's charter, and current legal provisions.

II. RESULTS OF INSPECTION AND SUPERVISION ACTIVITIES

1. Supervision Results on Governance, Management Activities of the Board of Directors and Executive Board, and Implementation of the 2024 General Meeting of Shareholders' Resolutions:

- The Board of Directors has fulfilled its management responsibilities in compliance with the Enterprise Law, the Company's Charter, the resolutions of the General Meeting of Shareholders, and other legal provisions.
- The resolutions and contents issued by the Board of Directors adhere strictly to its authority, the resolutions of the General Meeting of Shareholders, the Enterprise Law, the Securities Law, and the Company's Charter.
- The Executive Board's decisions in 2024 were made in a timely and accurate manner, aligning with the spirit of the Annual General Meeting of Shareholders' resolutions.
- Members of the Board of Directors and the General Director demonstrate competence and a strong sense of responsibility in their work.

2. Supervision Results on the Company's Operations and Financial Status:

The Board of Supervisors agrees with the audited 2024 financial statements of the Company and has reached a consensus on the following results:

- The financial statements have been prepared in the correct format according to the provisions of current laws.
- The data presented in the financial statements accurately, objectively, and fairly reflect the Company's financial position as of December 31, 2024. The financial statements have been fully approved.

For detailed information on the financial statements, shareholders are invited to refer to the report of the General Director and the report of the Board of Directors, which have been distributed in the General Meeting of Shareholders' documents.

3. Evaluation Report on Transactions Between the Company, Its Subsidiaries, and Entities Controlled by Hoa Binh Takara Joint Stock Company (Over 50% Charter Capital) with Members of the Board of Directors, the General Director, Other Executives, and Their Related Parties; and Transactions Between the Company and Entities Where Board Members, the General Director, or Other Executives Were Founding Members or Managers Within the Last Three Years Before the Transaction Date

Transactions between the Company and related parties were approved by the Board of Directors in accordance with its authority and/or disclosed in compliance with regulations.

III. COORDINATION BETWEEN THE BOARD OF SUPERVISORS, THE BOARD OF DIRECTORS, THE EXECUTIVE BOARD, AND SHAREHOLDERS

The coordination between the Board of Supervisors (BOS), the Board of Directors (BOD), and the Executive Board has consistently adhered to legal regulations, company policies, and the overarching interests of the Company.

The BOD and the Executive Board have facilitated the BOS in performing its functions and duties as planned.

Regular and extraordinary meetings of the BOD have included participation from the BOS, ensuring that supervisory opinions are provided in accordance with its responsibilities.

Following each supervisory activity in 2024, the BOS submitted reports and recommendations to the BOD and the Executive Board, which were acknowledged and implemented accordingly.

Throughout the year, the BOS did not receive any proposals or concerns from shareholders.

IV. RECOMMENDATIONS OF THE BOARD OF SUPERVISORS

To effectively achieve the established business and production goals, the Board of Supervisors recommends that the Board of Directors and the Executive Board focus on the following key aspects:

1. Establish a comprehensive control environment and risk management framework to ensure sustainable and safe production, thereby enhancing business efficiency. Maintain and improve the effectiveness of existing control mechanisms and facilitate seamless communication between departments to ensure operational safety.
2. Strengthen cost management capabilities and enhance responsiveness to challenging business conditions caused by the pandemic and global macroeconomic factors.
3. Continue improving financial management, human resource management, production, and sales capabilities by leveraging information technology and implementing secure data protection mechanisms.
4. Continue facilitating the Board of Supervisors' operations in compliance with regulations.

The above is the report of the Board of Supervisors submitted to the Annual General Meeting of Shareholders in 2025. Respectfully presented to the Meeting.

Recipients:

- *As mentioned above;*
- *Board of Directors;*
- *Board of Supervisors;*
- *Archived.*

**ON BEHALF OF THE BOARD OF SUPERVISORS
HEAD OF THE BOARD**

(Signed)

TRAN MANH LINH

DRAFT

PROPOSAL

(Re: Approval of the audited financial statements for 2024)

**To: 2025 Annual General Meeting of Shareholders
Hoa Binh Takara Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/20/QH14 dated June 17, 2020, and its amendments, supplements, and implementation guidelines;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and implementation guidelines;
- Pursuant to the 2024 Financial Statements audited by AFC Vietnam Audit Company Limited;
- Pursuant to the Charter of Hoa Binh Takara Joint Stock Company.

In accordance with the resolution of the 2024 Annual General Meeting of Shareholders, the Board of Directors has selected AFC Vietnam Audit Company Limited to conduct the audit of the 2024 financial statements. The Board of Directors respectfully submits the audited 2024 financial statements for approval by the General Meeting of Shareholders.

The company has disclosed the information as required and has published the full text of the audited 2024 financial statements on its website, including:

- Balance Sheet as of December 31, 2024.
- Income Statement for the Year 2024.
- Cash Flow Statement for the Year 2024.
- Notes to the Financial Statements.

Audit opinion on the financial statements: Unqualified acceptance.

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

Recipients:

- As mentioned above;
- Board of Directors;
- Board of Supervisors;
- Archived.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRPERSON**

(Signed)

TRAN CONG THANH

DRAFT

PROPOSAL

(Re: Selection of the auditing firm for 2025)

**To: 2025 Annual General Meeting of Shareholders
Hoa Binh Takara Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and implementation guidelines;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and implementation guidelines;
- Pursuant to the Charter of Hoa Binh Takara Joint Stock Company.

The Board of Supervisors (BOS) of the Company respectfully submits to the Annual General Meeting of Shareholders (AGM) for approval of the selection plan for an independent auditing firm to review the semi-annual financial statements for 2025 and audit the 2025 financial statements of Hoa Binh Takara Joint Stock Company as follows:

Criteria for selecting an auditing firm:

- A legally operating company in Vietnam and approved by the Securities Commission to audit entities with public interest in 2025 (*see attached list of approved entities for details*);
- Reputable for audit quality;
- Offers a reasonable and competitive audit fee;
- Meets the audit schedule and scale of CTP.

Respectfully propose that the AGM approve the authorization for the BOD to select a specific auditing firm based on the aforementioned criteria.

Respectfully submitted to the AGM for review and approval./.

Recipients:

- As mentioned above;
- Board of Directors;
- Board of Supervisors;
- Archived.

ON BEHALF OF THE BOARD OF SUPERVISORS

HEAD OF THE BOARD

(Signed)

TRAN MANH LINH

**LIST OF AUDITING FIRMS APPROVED TO AUDIT PUBLIC INTEREST ENTITIES
IN THE SECURITIES SECTOR IN 2025**

No.	COMPANY NAME
1.	AASC Auditing Firm Company Limited
2.	Southern Auditing and Accounting Financial Consulting Services Company Limited (AASCS)
3.	Ernst & Young Vietnam Limited (EY)
4.	PwC (Vietnam) Limited (PwC)
5.	KPMG Limited (KPMG)
6.	Deloitte Vietnam Company Limited (Deloitte)
7.	Grant Thornton (Vietnam) Ltd
8.	A&C Auditing and Consulting Company Limited
9.	ECOVIS AFA Vietnam Auditing - Appraisal and Consulting Company Limited
10.	CPA Vietnam Auditing Company Limited
11.	Viet Values Audit and Consulting Company Limited
12.	An Viet Auditing Company Limited
13.	Vaco Auditing Company Limited
14.	Sao Viet Auditing Company Limited
15.	RSM Vietnam Auditing & Consulting Company Limited
16.	AFC Vietnam Auditing Company Limited
17.	AAC Auditing and Accounting Company Limited
18.	NVA Auditing Company Limited
19.	Moore AISC Auditing and Informatics Services Company Limited
20.	UHY Auditing and Consulting Company Limited
21.	Nhan Tam Viet Auditing Company Limited
22.	Viet Nam Auditing and Evaluation Company Limited
23.	International Auditing Company Limited
24.	BDO Audit Services Company Limited
25.	FAC Auditing Company Limited
26.	Auditing Company Limited and Vietnam Appraisal
27.	International Auditing and Valuation Company Limited

No.: 03/2025/TTr-HĐQT-CTP

Ho Chi Minh, June , 2025

DRAFT

PROPOSAL

(Re: Remuneration payment for the Board of Directors and the Board of Supervisors in 2024 and the payment plan for 2025; Profit distribution plan for 2024 and plan for 2025)

**To: 2025 Annual General Meeting of Shareholders
Hoa Binh Takara Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and implementation guidelines;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and implementation guidelines;
- Pursuant to the Charter of Hoa Binh Takara Joint Stock Company;

The Board of Directors of Hoa Binh Takara Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval:

- Remuneration plan for the Board of Directors and the Board of Supervisors in 2024, and the remuneration plan for the Board of Directors and the Board of Supervisors in 2025;
- Profit distribution plan for 2024 and the company's plan for 2025.

1. Remuneration for the Board of Directors and the Board of Supervisors in 2024

In 2024, the Board of Directors and the Board of Supervisors did not receive any compensation.

2. Remuneration plan for the Board of Directors and the Board of Supervisors in 2025

Based on the Company's 2025 business plan, the Board of Directors submits to the General Meeting of Shareholders for approval the remuneration levels for the Board of Directors and the Board of Supervisors in 2025 as follows:

- For full-time members of the Board of Directors (BOD) and the Board of Supervisors (BOS), compensation will be paid according to the Company's salary regulations.
- For non-full-time members of the BOD and BOS, remuneration will be granted upon the Company's successful completion of its 2025 business plan.
- The specific remuneration levels will be submitted to the General Meeting of Shareholders for approval after the 2025 business results are finalized.

3. Profit distribution plan for 2024

No.	Description	Amount (VND)
1	Accumulated undistributed after-tax profit recorded in the financial statements by the end of 2024	22.677.953.743
2	Undistributed profit for 2024	410.560.571
3	Remaining undistributed profit carried forward to 2025	23.088.514.314
4	Dividends	0

4. Profit distribution plan for 2025

Profit distribution plan for 2025 of the Company: The General Meeting of Shareholders assigns the Board of Directors to propose and submit to the General Meeting of Shareholders the dividend rate, method of dividend payment, and fund allocations based on the business results of 2025.

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

Sincerely./.

Recipients:

- As mentioned above;
- Board of Directors;
- Board of Supervisors;
- Archived.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRPERSON**

(Signed)

TRAN CONG THANH

No.: 04/2025/TTr-HĐQT-CTP

Ho Chi Minh, June , 2025

PROPOSAL

(Re: Policy on implementing contracts and transactions between the Company and related parties)

DRAFT

**To: 2025 Annual General Meeting of Shareholders
Hoa Binh Takara Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and implementation guidelines;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and implementation guidelines;
- Pursuant to the Charter of Hoa Binh Takara Joint Stock Company;

To proactively manage business operations and ensure the achievement of the proposed plan, the Board of Directors respectfully submits to the 2025 Annual General Meeting of Shareholders for approval the policy on executing contracts and transactions for the 2025-2026 period as follows:

- 1. Approval of the signing and execution of contracts and transactions between the Company and related parties with a value of 10% or more, or transactions that result in a total transaction value arising within 12 months (from the date of the first transaction) reaching 35% or more of the total asset value recorded in the Company's latest financial statements.**
 - The transaction content includes but is not limited to:
 - a. Transactions for the purchase and sale of goods, raw materials, and capital contributions for business cooperation.
 - b. Transactions related to borrowing, lending, pledging, and mortgaging assets based on optimizing cash flow and financial activities among the parties;
 - The related parties involved in the transactions include:
 - a. Shareholders, authorized representatives of corporate shareholders holding more than 10% of the total common shares of the company, and their related parties;
 - b. Members of the Board of Directors, the General Director, other managers, and their related parties;
 - c. Enterprises that members of the Board of Directors, the General Director, and other managers of the Company are required to disclose under Clause 2, Article 164 of the 2020 Enterprise Law.
- 2. Implementation period:** From the effective date of the resolution of the 2025 Annual

General Meeting of Shareholders until the issuance of the resolution of the 2026 Annual General Meeting of Shareholders.

3. Authorize the Company's Board of Directors

- Determine the specific terms and conditions of the aforementioned contracts and transactions, including agreements and documents related to these contracts and transactions, as well as amendments, supplements, terminations, and replacements of such contracts and transactions.
- Sign and execute the contracts, transactions, and related documents, including amendments, supplements, terminations, and replacements of such contracts and transactions (if any).
- Disclose transaction information in accordance with legal regulations.

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

Recipients:

- *As mentioned above;*
- *Board of Directors;*
- *Board of Supervisors;*
- *Archived.*

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRPERSON**

(Signed)

TRAN CONG THANH

DRAFT

PROPOSAL

(Re: Amendment of the Company's Charter)

To: 2025 Annual General Meeting of Shareholders

Hoa Binh Takara Joint Stock Company

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and implementation guidelines;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and implementation guidelines;
- Pursuant to the Charter of Hoa Binh Takara Joint Stock Company.

Based on the actual operational situation of the Company and changes in the law, the Board of Directors has conducted a review and considered amending and supplementing certain provisions in the Company's Charter (*details are provided in the attached appendix*).

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the new Company Charter. The new Charter will take effect from the date the resolution of the 2025 Annual General Meeting of Shareholders is approved and will replace the current Charter.

Respectfully submitted for the Meeting's consideration and approval./.

Recipients:

- As mentioned above;
- Board of Directors;
- Board of Supervisors;
- Archived.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRPERSON**

(Signed)

TRAN CONG THANH

APPENDIX: CONTENTS OF AMENDMENTS AND SUPPLEMENTS TO THE CHARTER OF HOA BINH TAKARA JOINT STOCK COMPANY

(Attached to the proposal No. dated .../.../2025 regarding the amendment of the Company's Charter)

No.	Amended Clause	Current Charter Content	Proposed Amendments Content	Basis for Amendments
1	Article 2. Name, form, headquarters, branches, representative offices, and duration of the Company (Clause 1)	a) Company name in Vietnamese: CÔNG TY CỔ PHẦN MINH KHANG CAPITAL TRADING PUBLIC b) Company name in foreign language: MINH KHANG CAPITAL TRADING PUBLIC JOINT STOCK COMPANY c) Abbreviated company name: MINH KHANG CAPITAL.,JSC	a) Company name in Vietnamese: CÔNG TY CỔ PHẦN HÒA BÌNH TAKARA b) Company name in foreign language: HOA BINH TAKARA JOINT STOCK COMPANY c) Abbreviated company name:	Amendment to align with the actual operations of the Company
2	Article 2. Name, form, headquarters, branches, representative offices, and duration of the Company (Clause 2)	e) Website: https://minhkhangctp.com./	e) Website: https://takaractp.com/.	

3	Article 4. Business objectives of the Company (Clause 1)	Business sectors and lines of the Company:			The business lines and sectors of the Company have been published on the National Business Registration Portal, in accordance with current legal regulations and the Company’s Charter.	Revise the presentation format
		No.	Industry name	industry code		
		1	Rubber Tree Cultivation	0126		
			
		119	Inland Fisheries Exploitation	3900		
		During its operation, the Company may adjust its business sectors according to operational needs and in compliance with legal regulations. Any adjustments to the business sectors (if any) will be publicly announced on the Company’s website in accordance with the law and will be updated in the Charter during the next amendment or supplementation.				

4	<p>Article 21. Conditions for the Adoption of Resolutions by the General Meeting of Shareholders (Clause 1, 2)</p>	<p>1 A resolution on the following matters shall be approved if it receives the affirmative vote of shareholders representing at least 65% of the total voting shares of all shareholders attending the meeting, except for the cases stipulated in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law:</p> <ul style="list-style-type: none"> a. Types of shares and the total number of shares of each type; b. Changes to the Company’s business lines, industries, and areas of operation; c. Changes to the organizational and managerial structure of the Company; d. Investment projects or the sale of assets valued at 35% or more of the total assets recorded in the latest financial statements of the Company, unless otherwise provided in the Company Charter regarding ratios or values; e. Reorganization or dissolution of the Company; <p>2. Resolutions shall be approved if they receive the affirmative vote of shareholders holding more than 50% of the total voting shares of all shareholders attending the meeting, except for the cases stipulated in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Enterprise Law.</p>	<p>1. A resolution on the following matters shall be passed if it is approved by shareholders representing at least 65% of the total voting shares of all shareholders attending and voting at the meeting, unless otherwise provided in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:</p> <ul style="list-style-type: none"> f. Types of shares and the total number of shares of each type; g. Changes to the Company’s business lines, industries, and areas of operation; h. Changes to the organizational and managerial structure of the Company; i. Investment projects or the sale of assets valued at 35% or more of the total assets recorded in the latest financial statements of the Company, unless otherwise provided in the Company Charter regarding ratios or values; j. Reorganization or dissolution of the Company. <p>2. Other resolutions shall be passed when approved by shareholders representing more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except for matters specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.</p>	<p>Amendments and supplements in accordance with Law No. 03/2022/QH15</p>
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DRAFT

CHARTER

HOA BINH TAKARA JOINT STOCK COMPANY



Hòa Bình TaKaRa

Ho Chi Minh City, June 2025

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PREAMBLE

This Charter of Hoa Binh Takara Joint Stock Company (hereinafter referred to as the “Company” or “CTP”) serves as the legal basis for all activities of the Company.

This Charter was adopted at the Annual General Meeting of Shareholders held on ... [day] ... [month], 2025, pursuant to Resolution No. dated ... [day] ... [month], 2025 of the General Meeting of Shareholders.

CHAPTER I.

DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Interpretation of Terms

1. In this Charter, the following terms shall be understood as follows:
 - a. *Charter capital* means the total par value of shares sold or registered for purchase upon the establishment of the joint stock company, as stipulated in Article 6 of this Charter;
 - b. *Voting capital* means the capital represented by shares which entitle their holders to vote on matters within the competence of the General Meeting of Shareholders;
 - c. *Enterprise Law* means the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
 - d. *Securities Law* means the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
 - e. *Vietnam* means the Socialist Republic of Vietnam;
 - f. *Establishment date* means the date on which the Company was granted the first Enterprise Registration Certificate;
 - g. *Enterprise executive* means the General Director, Deputy General Director, Chief Accountant, and other executives as prescribed in this Charter;
 - h. *Enterprise manager* means company managers including the Chairman of the Board of Directors, members of the Board of Directors, General Director, and other individuals holding management positions as prescribed in this Charter;
 - i. *Related party* means individuals or organizations as defined in Clause 46, Article 4 of the Securities Law;
 - j. *Shareholder* means an individual or organization owning at least one share of the joint stock company;
 - k. *Major shareholder* means a shareholder as defined in Clause 18, Article 4 of the Securities Law;
 - l. *Duration of operation* means the operational period of the Company as stipulated in Article 2 of this Charter;
 - m. *Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to one or more provisions or documents shall include any amendments, supplements, or replacements thereof.
3. The headings (Sections, Articles of this Charter) are used for convenience of reference only and shall not affect the meaning or interpretation of this Charter.

CHAPTER II

NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, head office, branches, representative offices, business locations, and duration of operation of the Company

1. Company Name
 - a) Company name in Vietnamese: CÔNG TY CỔ PHẦN HÒA BÌNH TAKARA
 - b) Company name in foreign language: HOA BINH TAKARA JOINT STOCK COMPANY
 - c) Abbreviated company name:
2. The Company is a joint stock company with legal entity status in accordance with the current laws of Vietnam.
 - a) Registered office of the Company:
 - b) Head office address: No. 705 Nguyen Duy Trinh Street, Binh Trung Dong Ward, District 2, Ho Chi Minh City.
 - c) Telephone: 0888542020
 - d) Fax:
 - e) Website: <https://takaractp.com/>.
3. The Company may establish branches and representative offices within its business areas to carry out the Company's operational objectives in accordance with the decisions of the Board of Directors and within the limits permitted by law.
4. Unless the Company ceases operations before the term specified in Clause 2, Article 59, or extends its operation term according to the provisions of Article 60 of this Charter, the duration of the Company's operation shall be indefinite from the date of establishment.

Article 3. Legal Representative of the Company

The Company has one legal representative, who is the General Director.

Powers and duties of the legal representative:

- a. Rights of the Legal Representative:
 - i. To personally represent the Company in exercising rights and performing obligations arising from the Company's transactions;

- ii. To represent the Company as a claimant in civil dispute resolution, civil plaintiff, civil defendant, or as a party with related rights and obligations before arbitration tribunals, courts, and to exercise rights and obligations as prescribed by law;
 - iii. To exercise other rights as provided by law, this Charter, and the Labor Contract (if any)
- b. Duties of the Legal Representative:
- i. To perform the assigned rights and obligations honestly, diligently, and to the best of their ability to ensure the legitimate interests of the Company;
 - ii. To be loyal to the interests of the Company; not to use the Company's information, trade secrets, or business opportunities, and not to abuse their position or use the Company's assets for personal gain or to benefit other organizations or individuals;
 - iii. To promptly, fully, and accurately notify the Company about any enterprises in which they and/or their related parties hold controlling shares or capital contributions, as prescribed by the Enterprise Law.
 - iv. To be personally liable for damages to the Company caused by breaches of the duties specified in items (i), (ii), and (iii) of this Clause (b), Clause 2 of this Article;
 - v. To perform other duties as prescribed by law, this Charter, and the Labor Contract (if any).

CHAPTER III

OBJECTIVES, SCOPE OF BUSINESS, AND OPERATIONS OF THE COMPANY

Article 4. The Company's Operational Objectives

1. The Company's business sectors and lines have been published on the National Business Registration Portal, in compliance with the current laws and the Company's Charter.
2. The Company's operational objectives:
 - a. To build and maintain the brand, while simultaneously expanding and synchronously developing other business fields in which the Company has advantages, creating a foundation for stable, long-term, and sustainable growth;
 - b. To effectively mobilize and utilize capital in production and business activities;
 - c. To ensure the harmonious interests of the State, the Company, shareholders, and employees;
 - d. To maximize the Company's operations, create jobs and income for employees, ensure the legal rights and interests of shareholders, and fulfill obligations to the State

Article 5. Scope of Business and Operations of the Company

The Company is permitted to conduct business activities in the registered sectors and fields as stipulated in this Charter, and to notify changes in registration contents to the business registration authority, which are published on the National Business Registration Portal.

CHAPTER IV

CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, and Founding Shareholders

1. The Company's charter capital is VND 120,999,920,000 (One hundred twenty billion nine hundred ninety-nine million nine hundred twenty thousand dong)
2. The total charter capital of the Company is divided into 12,099,992 shares with a par value of VND 10,000 per share.
3. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with applicable laws.
4. As of the date of approval of this Charter, the Company's shares consist of common shares. The rights and obligations of shareholders holding each type of shares are stipulated in Articles 12 and 13 of this Charter.
5. The Company may issue other types of preferred shares after obtaining approval from the General Meeting of Shareholders and in accordance with legal regulations.
6. Common shares must be offered first to existing shareholders proportionally to their ownership of common shares in the Company, except when the General Meeting of Shareholders decides otherwise. The shares not registered for purchase by shareholders will be decided upon by the Company's Board of Directors. The Board of Directors may distribute those shares to shareholders and others on conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
7. The Company may repurchase shares it has issued by methods prescribed in this Charter and current laws.
8. The Company may issue other types of securities in accordance with legal provisions.

Article 7. Share Certificate

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares they own.
2. Shares are securities that certify the legal rights and interests of the owner to a portion of the Company's charter capital. Shares must contain all contents as prescribed in Clause 1, Article 121 of the Enterprise Law.
3. Within thirty (30) days from the date of submitting a complete application for the transfer of ownership of shares as prescribed by the Company or full payment for the purchase of shares according to the Company's share issuance plan, the owner of the shares shall be issued a share certificate. Shareholders are not required to pay the Company for the cost of printing the share certificate.
4. In the event that a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be issued a new share certificate upon request. The shareholder's request must include the following:

- a) Information about the lost, damaged, or otherwise destroyed share certificate;
 - b) A commitment to take responsibility for any disputes arising from the issuance of the new share certificate.
5. If a shareholder changes their contact address, they must promptly notify the Company to update the shareholder register. The Company shall not be responsible for failure to contact the shareholder due to the shareholder's failure to notify the change of contact address. Furthermore, failure to contact or send letters and documents to the shareholder due to not being notified of the change of address shall not affect the procedures for convening the General Meeting of Shareholders, collecting shareholders' opinions in writing, sending documents to shareholders, or the validity of resolutions passed by the General Meeting of Shareholders.

Article 8. Other Securities Certificates

Bond certificates or other securities certificates of the Company shall be issued with the signature of the legal representative and the Company's seal.

Article 9. Transfer of Shares

1. All shares are freely transferable unless otherwise stipulated in this Charter and by law. Listed shares and shares registered for trading on the Stock Exchange shall be transferred in accordance with securities and stock market laws.
2. Shares that have not been fully paid are not transferable and do not enjoy related rights such as receiving dividends, receiving shares issued to increase charter capital from owner's equity, rights to purchase newly offered shares, and other rights as prescribed by law.
3. In the event that a shareholder who is an individual dies, the heirs under the will or by law of the deceased shareholder shall become shareholders of the Company. In such cases, the heirs must provide a written agreement appointing one or more representatives for the deceased shareholder's shares, specifying the number of shares each representative will hold. If the deceased shareholder has no heirs or heirs are disqualified, the shares shall be handled in accordance with civil law. During this period, rights related to the deceased shareholder's shares shall be suspended until a competent State authority issues a decision determining the rightful representative(s) or the heirs reach an agreement.
4. Shareholders have the right to gift all or part of their shares in the Company to others or use shares to settle debts. In such cases, the recipients of the gifted shares or shares received as debt repayment shall become shareholders of the Company.

Article 10. Share Redemption

1. In the event that a shareholder fails to fully and timely pay the amount due for purchasing shares, the Board of Directors shall notify and have the right to require the shareholder to pay the remaining amount and be liable for the financial obligations of the Company arising from the failure to fully pay the registered shares' total par value.

2. The payment notice must clearly state the new payment deadline (at least seven (07) days from the date of sending the notice), the payment location, and specify that if payment is not made as required, the unpaid shares will be subject to redemption.
3. The Board of Directors has the right to redeem the unpaid shares if the requirements stated in the payment notice are not fulfilled.
4. Redeemed shares shall be considered shares eligible for sale as stipulated in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly or authorize the sale and redistribution of these shares under terms and conditions deemed appropriate by the Board.
5. Shareholders holding redeemed shares must relinquish their shareholder status for those shares but shall remain liable for the financial obligations of the Company arising at the time of redemption based on the total par value of the registered shares from the date of redemption until payment is completed. The Board of Directors has full authority to enforce payment of the entire value of the shares at the time of redemption.
6. The redemption notice shall be sent to the holder of the redeemed shares prior to the redemption date. The redemption shall remain effective even if there are errors or negligence in sending the notice.

CHAPTER V

ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 11. Organizational Structure, Governance, and

The Company's organizational management, governance, and control structure includes:

1. The General Meeting of Shareholders;
2. The Board of Directors and the Supervisory Board;
3. The Chief Executive Officer (CEO).

CHAPTER VI

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. Common shareholders have the following rights:
 - a) To attend and speak at the General Meeting of Shareholders and exercise voting rights either directly, through an authorized representative, or other forms as prescribed by the Company's Charter and law. Each common share carries one vote;
 - b) To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) To have priority in purchasing new shares proportionate to their ownership of common shares in the Company;
 - d) To freely transfer their shares to others, except as provided in Clause 3, Article 120 and Clause 1, Article 127 of the Enterprise Law and other relevant legal regulations;

- e) To inspect, review, and extract information on names and contact addresses from the list of shareholders with voting rights; to request correction of inaccurate personal information;
 - f) To review, inspect, extract, or copy the Company's Charter, minutes, and resolutions of the General Meeting of Shareholders;
 - g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets proportional to their share ownership in the Company;
 - h) To request the Company to repurchase shares in cases prescribed in Article 132 of the Enterprise Law;
 - i) To be treated equally. Each share of the same class confers equal rights, obligations, and benefits to the shareholders. In case the Company issues preferred shares, the rights and obligations attached to these preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
 - j) To have full access to periodic and irregular information published by the Company as required by law;
 - k) To protect their lawful rights and interests; to propose suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders or Board of Directors as stipulated by the Enterprise Law;
 - l) Other rights as stipulated by law and this Charter.
2. A shareholder or group of shareholders holding 5% or more of the total number of common shares shall have the following rights:
- a) To request the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Enterprise Law;
 - b) To review, inspect, and extract the minutes and resolutions or decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except those involving trade secrets or business secrets of the Company;
 - c) To request the Supervisory Board to examine specific matters relating to the management and operation of the Company when deemed necessary. The request must be made in writing and include the following: full name, contact address, nationality, and legal identification documents for individual shareholders; name, enterprise code or legal documents, and head office address for institutional shareholders; the number of shares and the date of share registration for each shareholder, the total number of shares held by the group, and the ownership ratio in the total shares of the Company; the matters to be examined and the purpose of the examination;
 - d) To propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than 03 working days before the opening date. It must clearly state the name of the shareholder, the quantity of each class of shares held, and the issues proposed to be included in the meeting agenda;

- e) Other rights as provided by law and this Charter.
- 3. A shareholder or group of shareholders holding 10% or more of the total number of common shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board. The nomination process shall be as follows:
 - a) Common shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the grouping to the shareholders attending the General Meeting of Shareholders before the meeting is convened;
 - b) Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders as specified in this clause have the right to nominate one or more persons as candidates for the Board of Directors and the Supervisory Board in accordance with the resolution of the General Meeting of Shareholders. If the number of candidates nominated by the shareholders or group of shareholders is less than the number they are entitled to nominate as per the resolution of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, or other shareholders.

Article 13. Obligations of Shareholders

Common shareholders have the following obligations:

1. To fully and punctually pay for the shares they have committed to purchase.
2. Not to withdraw the contributed capital in the form of common shares from the Company in any form, except where the shares are repurchased by the Company or transferred to another person. In case a shareholder withdraws part or all of their contributed capital in violation of this provision, that shareholder and any related beneficiary in the Company shall be jointly liable for the Company's debts and other property obligations to the extent of the value of the withdrawn shares and any damages caused.
3. To comply with the Company's Charter and internal management regulations.
4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential all information provided by the Company as prescribed by the Charter and applicable laws; to use such information solely for the purpose of exercising and protecting their lawful rights and interests; it is strictly prohibited to disclose, copy, or send such information to other individuals or organizations.
6. To attend General Meetings of Shareholders and exercise voting rights through the following forms:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing another individual or organization to attend and vote at the meeting;
 - c. Attending and voting via online conferencing, electronic voting, or other electronic forms;
 - d. Sending voting ballots to the meeting via mail, fax, or email.

7. To bear personal liability when acting on behalf of the Company in any form to perform the following acts:
 - a. Violating the law;
 - b. Conducting business or other transactions for personal gain or for the benefit of another organization or individual;
 - c. Making payments of undue debts in the face of financial risks to the Company.
8. To fulfill other obligations as prescribed by current laws.

Article 14. General Meeting of Shareholders

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

The Annual General Meeting of Shareholders shall be held once a year and within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the time for holding the Annual General Meeting of Shareholders when necessary, but the extension shall not exceed six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may also be convened extraordinarily. The location of the General Meeting of Shareholders shall be determined as the place where the chairperson is present and must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters in accordance with the law and the Company's Charter, especially the approval of the audited annual financial statements. In case the auditor's report on the Company's annual financial statements contains material exceptions, adverse opinions, or disclaimers, the Company must invite a representative of the approved auditing firm responsible for auditing the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representative is required to attend the meeting.
3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:
 - a. When the Board of Directors deems it necessary for the benefit of the Company;
 - b. When the number of remaining members of the Board of Directors or the Supervisory Board is fewer than the minimum required by law;
 - c. At the request of a shareholder or group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting, and must bear the signatures of the concerned shareholders, or be prepared in multiple copies bearing the signatures of all concerned 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 when the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls below the statutory minimum as stipulated in Point b, Clause 3 of this Article, or from the date of receiving the request as specified in Points c and d, Clause 3 of this Article;
- b. If the Board of Directors does not convene the General Meeting of Shareholders as stipulated in Point a, Clause 4 of this Article, then within the next 30 days, the Supervisory Board shall convene the General Meeting of Shareholders in place of the Board of Directors in accordance with Clause 3, Article 140 of the Law on Enterprises;
- c. If the Supervisory Board fails to convene the General Meeting of Shareholders as stipulated in Point b, Clause 4 of this Article, then the shareholder or group of shareholders as mentioned in Point c, Clause 3 of this Article has the right to request the Company's legal representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;
- d. In such a case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and passing resolutions of the General Meeting of Shareholders. All costs incurred in convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders attending the meeting, including accommodation and travel costs.
- e. The procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

Article 15. Rights and Duties of the General Meeting of Shareholders

1. The General Meeting of Shareholders has the following rights and responsibilities:
 - a. Approve the development orientation of the Company;
 - b. Decide the types of shares and the total number of shares of each type authorized for issuance; decide the annual dividend rate for each type of shares;
 - c. Elect, dismiss, or remove members of the Board of Directors and the Supervisory Board;
 - d. Decide on investment or sale of assets valued at 35% or more of the total asset value as stated in the most recent financial statements of the Company;
 - e. Decide to amend or supplement the Company's Charter;
 - f. Approve the annual audited financial statements;
 - g. Decide to repurchase more than 10% of the total shares sold of each type;
 - h. Review and handle violations by members of the Board of Directors or Supervisory Board causing damage to the Company and its shareholders;
 - i. Decide on the reorganization or dissolution of the Company;

- j. Decide the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - k. Approve the internal governance regulations; operating regulations of the Board of Directors and the Supervisory Board;
 - l. Approve the list of approved auditing firms; decide on the approved auditing firm to conduct audits on the Company's operations and dismiss approved auditors when necessary;
 - m. Exercise other rights and responsibilities as prescribed by law.
2. The General Meeting of Shareholders discusses and approves the following matters:
- a. The Company's annual business plan;
 - b. The annual audited financial statements;
 - c. The Board of Directors' report on governance and the performance of the Board and each member;
 - d. The Supervisory Board's report on the Company's business results and the performance of the Board of Directors and the General Director;
 - e. The self-assessment report on the performance of the Supervisory Board and its members;
 - f. The dividend rate for each share of each type;
 - g. The number of members of the Board of Directors and the Supervisory Board;
 - h. Electing, dismissing, or removing members of the Board of Directors and the Supervisory Board;
 - i. Deciding the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
 - j. Approving the list of approved auditing firms; deciding on the approved auditing firm to audit the Company's activities when deemed necessary;
 - k. Supplementing and amending the Company's Charter;
 - l. The types and number of new shares to be issued for each type of share;
 - m. Splitting, dividing, merging, consolidating, or converting the Company;
 - n. Reorganizing and dissolving (liquidating) the Company and appointing the liquidator;
 - o. Deciding to invest in or sell assets valued at 35% or more of the total asset value as stated in the most recent financial statements of the Company;
 - p. Deciding to repurchase more than 10% of the total shares sold of each type;
 - q. The Company signing contracts or transactions with parties specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or exceeding 35% of the Company's total asset value recorded in the most recent financial statements;

- r. Approving transactions stipulated in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain articles of the Securities Law;
 - s. Approving the internal governance regulations, the operational regulations of the Board of Directors, and the Supervisory Board;
 - t. Other matters as prescribed by law and this Charter.
3. All resolutions and issues 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 or authorized representatives of institutional shareholders may attend the General Meeting of Shareholders (GMS) in person, authorize one or more individuals or organizations to attend, or attend through one of the methods stipulated in Clause 3, Article 144 of the Law on Enterprises.
2. The authorization for an individual or organization to represent a shareholder at the GSM as provided in Clause 1 of this Article must be made in writing. The authorization document must be prepared in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares being authorized, the scope and content of the authorization, the duration of the authorization, and bear the signatures of both the authorizing party and the authorized party.

The authorized representative attending the GSM must submit the written authorization upon registration for the meeting. In case of sub-authorization, the attendee must also present the original authorization document from the shareholder or from the institutional shareholder's authorized representative (if not previously registered with the Company).

3. The voting ballot of an authorized representative at the GSM, within the scope of authorization, remains valid in the following cases, except where:
 - a. The authorizing person has died, has limited civil act capacity, or has lost civil act capacity;
 - b. The authorizing person has revoked the authorization;
 - c. The authorizing person has revoked the authority of the person executing the authorization.

This provision shall not apply if the Company receives notice of any of the above events prior to the opening of the GSM or before the reconvened meeting is held.

Article 17. Change of rights

1. Any change or cancellation of special rights attached to a class of preferred shares shall take effect only when approved by shareholders representing at least 65% of the total voting rights of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of holders of preferred shares shall only be adopted if approved by holders of that class of preferred shares who are present at the meeting and collectively own at least 75% of the total number of such preferred shares,

or approved in writing by shareholders of that class holding at least 75% of the total number of such preferred shares in case the resolution is passed by way of written consultation.

2. The meeting of shareholders holding a specific class of preferred shares to approve the aforementioned changes to their rights shall only be valid if attended by at least two shareholders (or their authorized representatives) who collectively hold at least one-third of the par value of the issued shares of that class. If the quorum is not met, the meeting shall be reconvened within 30 days, and any holders of that class of shares (regardless of the number of attendees or shares represented) attending in person or through authorized representatives shall be deemed to constitute a valid quorum. At such meetings, shareholders holding shares of that class may request a secret ballot. Each share of the same class shall carry equal voting rights at these meetings.
3. The procedures for conducting such separate meetings shall be carried out in accordance with the provisions of Articles 19, 20, and 21 of this Charter.
4. Unless otherwise provided in the terms of share issuance, the special rights attached to classes of shares with preference in respect of certain or all matters related to the distribution of profits or the Company's assets shall not be altered upon the issuance of additional shares of the same class.

Article 18. Convening the Meeting, Meeting Agenda, and Notice of Invitation to the General Meeting of Shareholders

1. The Board of Directors shall convene the Annual General Meeting of Shareholders and Extraordinary General Meetings. The Board of Directors shall convene Extraordinary General Meetings of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.
2. The person convening the General Meeting of Shareholders shall carry out the following tasks:
 - a. Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the meeting must be made no more than 10 days prior to the date the invitation notice is sent. The Company must publish information about the finalization of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date;
 - b. Prepare the meeting agenda and contents;
 - c. Prepare documents for the meeting;
 - d. Draft resolutions of the General Meeting of Shareholders according to the anticipated agenda; and prepare the list and detailed information of candidates nominated for election to the Board of Directors and the Supervisory Board (if applicable);
 - e. Determine the time and venue of the meeting;
 - f. Notify and send the invitation to all shareholders eligible to attend the meeting;
 - g. Carry out other necessary tasks in service of the meeting.

3. The invitation to the General Meeting of Shareholders must be sent to all shareholders by a method that ensures delivery to the contact address of the shareholders, and must also be disclosed on the Company's website and published with the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the invitation notice to all shareholders on the list of shareholders eligible to attend no later than 21 days prior to the opening date of the meeting (calculated from the date the notice is properly sent or delivered). The meeting agenda and related documents for issues to be voted on at the meeting must be sent to shareholders and/or published on the Company's website. If the documents are not enclosed with the invitation notice, the notice must clearly state the web link (URL) to access all the meeting materials, including:
 - a. The meeting agenda and documents to be used at the meeting;
 - b. The list and detailed information of candidates (if the meeting includes the election of Board members or Supervisory Board members);
 - c. Voting ballots;
 - d. Draft resolutions for each item on the agenda.
4. A shareholder or group of shareholders as defined in Clause 2, Article 12 of this Charter shall have the right to propose items to be included in the meeting agenda. Such proposals must be submitted in writing and received by the Company no later than three (03) working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder(s), the number and type of shares held, and the specific item(s) proposed for inclusion in the meeting agenda.
5. The person convening the General Meeting of Shareholders has the right to reject proposals mentioned in Clause 4 of this Article in the following cases:
 - a. The proposal is not submitted in accordance with Clause 4 of this Article;
 - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares as prescribed in Clause 2, Article 12 of this Charter;
 - c. The proposed item is not within the authority of the General Meeting of Shareholders;
 - d. Other cases as prescribed by law and this Charter.
6. The person convening the General Meeting of Shareholders must accept and include the proposals defined in Clause 4 of this Article in the draft agenda and contents of the meeting, except in cases specified in Clause 5 of this Article. Such proposals shall officially be added to the meeting agenda and contents if approved by the General Meeting of Shareholders.

Article 19. Conditions for Holding the General Meeting of Shareholders

1. The General Meeting of Shareholders (GMS) may be conducted when shareholders attending the meeting represent more than 50% of the total voting rights.
2. If the first meeting fails to satisfy the conditions specified in Clause 1 of this Article, a second meeting notice shall be sent within 30 days from the intended date of the first meeting. The

second GMS may be conducted when shareholders attending the meeting represent at least 33% of the total voting rights.

3. If the second meeting still fails to meet the conditions specified in Clause 2 of this Article, a third meeting notice shall be sent within 20 days from the intended date of the second meeting. The third GMS may be conducted regardless of the total voting rights represented by shareholders attending the meeting.

Article 20. Procedures for Conducting the Meeting and Voting at the General Meeting of Shareholders

1. Prior to the opening of the meeting, the Company must carry out shareholder registration procedures, which shall continue until all eligible shareholders present have completed registration, in the following order:
 - a. During registration, the Company shall issue to each shareholder or authorized representative a voting card that includes the registration number, full name of the shareholder or authorized representative, and the number of voting shares represented. The General Meeting of Shareholders (GMS) shall discuss and vote on each item on the agenda. Voting shall be conducted by expressing agreement, disagreement, or abstention. At the meeting, the ballots in favor of the resolution shall be collected first, followed by the ballots against the resolution. The total number of votes for and against shall then be counted to determine the outcome. The vote counting results shall be announced by the Chairperson before the meeting is adjourned. The meeting shall elect individuals to be responsible for vote counting or supervision thereof upon the Chairperson's proposal. The number of vote counting committee members shall be determined by the GMS based on the Chairperson's recommendation;
 - b. Shareholders, authorized representatives of institutional shareholders, or proxy holders arriving after the meeting has begun may register and participate in and vote at the meeting immediately after completing registration. The Chairperson is not required to pause the meeting for latecomers, and any resolutions passed prior to their arrival remain valid.
2. The election of the Chairperson, Secretary, and Vote Counting Committee shall be conducted as follows:
 - a. The Chairperson of the Board of Directors shall act as Chairperson of the meeting or may delegate another member of the Board to preside over the meeting convened by the Board. If the Chairperson is absent or temporarily unable to perform their duties, the remaining Board members shall elect one among them to act as Chairperson by majority vote. If no Chairperson can be elected, the Head of the Supervisory Board shall preside over the election of a Chairperson by the GMS from among the attendees, and the nominee receiving the highest number of votes shall act as Chairperson;
 - b. Except as provided in point (a) of this Clause, the person who signs the meeting invitation shall preside over the election of the Chairperson by the GMS, and the person receiving the most votes shall serve as Chairperson;

- c. The Chairperson shall appoint one or more persons to act as secretaries of the meeting;
 - d. The GMS shall elect one or more individuals to the Vote Counting Committee upon the Chairperson's proposal.
- 3. The agenda and contents of the meeting must be approved by the GMS at the opening session. The agenda shall specify the timing for each item in detail.
- 4. The Chairperson shall have the right to take all necessary and reasonable measures to conduct the GMS in an orderly manner, according to the approved agenda, and reflecting the will of the majority of attendees. These measures may include.
 - a. Arranging seating at the meeting venue;
 - b. Ensuring safety for all persons present;
 - c. Facilitating participation (or continued participation) by shareholders. The person convening the GMS shall have full authority to adjust these measures and adopt any other necessary measures. Such measures may include issuing admission passes or other appropriate selection methods.
- 5. The GMS shall discuss and vote on each issue in the agenda. Voting shall be conducted by expressing agreement, disagreement, or abstention. Vote counting results shall be announced by the Chairperson prior to the conclusion of the meeting.
- 6. Shareholders or authorized representatives arriving after the meeting has commenced are still permitted to register and vote immediately after registration. Resolutions passed before their arrival remain valid.
- 7. The person convening or presiding over the GMS shall have the following rights:
 - a. Request all attendees to undergo inspection or other lawful and reasonable security measures;
 - b. Request competent authorities to maintain order, and remove from the meeting those who refuse to comply with the Chairperson's authority, intentionally disrupt the meeting, obstruct its lawful proceedings, or fail to comply with security measures.
- 8. The Chairperson may postpone the GMS—once a quorum is established—for no more than three (03) working days from the scheduled date, and may only postpone or change the meeting venue in the following circumstances:
 - a. The meeting venue does not have sufficient seating for attendees;
 - b. The information systems at the venue do not ensure full shareholder participation, discussion, and voting;
 - c. Attendees are causing disruption, threatening a fair and lawful meeting.
- 9. If the Chairperson postpones or suspends the meeting contrary to Clause 8 of this Article, the GMS shall elect another attendee to replace the Chairperson and continue the meeting. All resolutions passed during this meeting shall remain valid.

10. If the Company applies modern technology to hold the GMS virtually, it must ensure that shareholders can attend and vote electronically or through other digital means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Law on Securities.

Article 21. Conditions for the Adoption of Resolutions by the General Meeting of Shareholders

1. A resolution on the following matters shall be passed if it is approved by shareholders representing **at least 65%** of the total voting shares of all shareholders attending and voting at the meeting, unless otherwise provided in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:
 - a. Types of shares and the total number of shares of each type;
 - b. Changes to the Company's business lines, industries, and areas of operation;
 - c. Changes to the organizational and managerial structure of the Company;
 - d. Investment projects or the sale of assets valued at 35% or more of the total assets recorded in the latest financial statements of the Company, unless otherwise provided in the Company Charter regarding ratios or values;
 - e. Reorganization or dissolution of the Company.
2. Other resolutions shall be passed when approved by shareholders representing more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except for matters specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.
3. The election of members to the Board of Directors shall be conducted by cumulative voting, under which each shareholder has a total number of votes equal to the number of shares owned multiplied by the number of Board members to be elected. The shareholder may accumulate all or part of their votes for one or more candidates. Elected members shall be those who receive the highest number of votes in descending order until the required number of Board members, as stipulated in this Charter, is met. In case two (02) or more candidates receive the same number of votes for the final available seat, a re-election shall be held among those candidates, or a selection shall be made based on the criteria provided in the Company's election regulations.
4. A resolution of the General Meeting of Shareholders that adversely changes the rights and obligations of preferred shareholders shall only be passed if it is approved by at least 75% of the total voting shares of the relevant class of preferred shareholders, either at the meeting or via written consultation.
5. Resolutions of the General Meeting of Shareholders passed with 100% of the voting shares being in favor shall be deemed valid and effective, even if the procedures for convening the meeting and passing the resolution were inconsistent with the provisions of the Law on Enterprises or the Company Charter.

Article 22. Authority and Procedures for Collecting Written Opinions from Shareholders to Pass Resolutions of the General Meeting of Shareholders

The authority and procedures for collecting written opinions from shareholders to adopt a resolution of the General Meeting of Shareholders shall be carried out in accordance with the following provisions:

1. The Board of Directors has the authority to collect written opinions from shareholders to pass a resolution of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except in cases specified in Clause 2, Article 147 of the Law on Enterprises.
2. The Board of Directors must prepare the written opinion forms, a draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution, and send them to all shareholders with voting rights no later than 10 days prior to the deadline for returning the completed opinion forms. The requirements and method for sending the opinion forms and accompanying documents shall comply with Clause 3, Article 18 of this Charter.
3. The written opinion form must include the following main contents:
 - a. Name, address of the head office, and business registration number of the Company;
 - b. Purpose of collecting opinions;
 - c. Full name, contact address, nationality, and legal identification document number of the individual shareholder; name, business registration number or legal identification document number of the organization shareholder, head office address; or full name, contact address, nationality, and legal identification document number of the individual representing the organizational shareholder; number of shares of each type and the number of voting rights of the shareholder;
 - d. Issues to be voted on for approval;
 - e. Voting options including “agree,” “disagree,” and “no opinion” for each issue;
 - f. Deadline for submitting the completed opinion form back to the Company;
 - g. Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may submit their completed opinion forms to the Company by mail, fax, or email under the following provisions:
 - a. In case of mailing, the completed opinion form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. The opinion form must be enclosed in a sealed envelope, which must not be opened before vote counting;
 - b. In case of fax or email submission, the opinion forms must be kept confidential until the vote counting;
 - c. Opinion forms received by the Company after the deadline specified in the form or that have been opened (in case of mail) or disclosed (in case of fax or email) are invalid. Opinion forms not sent back are considered as non-participation in voting.

5. The Board of Directors shall count the votes and prepare a vote counting record under the supervision of the Supervisory Board or shareholders who do not hold management positions in the Company. The vote counting record must include the following main contents:
 - a. Name, address of the head office, and business registration number;
 - b. Purpose and issues to be voted on for approval;
 - c. Number of shareholders and total voting rights participated in the vote, distinguishing between valid and invalid votes, and voting methods, attached with a list of voting shareholders;
 - d. Total number of votes for, against, and abstentions on each issue;
 - e. Issues approved and corresponding approval rates;
 - f. Full names and signatures of the Chairman of the Board, the vote counters, and the vote supervisors.

Members of the Board, vote counters, and vote supervisors are jointly responsible for the accuracy and honesty of the vote counting record; and jointly liable for damages arising from decisions approved based on inaccurate or dishonest vote counting.

6. The vote counting record and the resolutions must be sent to shareholders within 15 days from the vote counting completion date. Sending these documents may be replaced by publishing them on the Company's official website within 24 hours from the vote counting completion time.
7. Completed opinion forms, vote counting records, approved resolutions, and related documents sent with the opinion forms must be kept at the Company's head office.
8. A resolution passed by written shareholder opinion collection is valid if it receives approval from shareholders owning more than 50% of the total voting rights of all shareholders with voting rights, and has the same effect as a resolution passed at a 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 also be audio recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, containing the following main contents:
 - a. Name, address of the head office, and enterprise registration number;
 - b. Date and venue of the General Meeting of Shareholders;
 - c. Meeting agenda and content;
 - d. Full names of the chairman and the secretary;
 - e. A summary of the meeting proceedings and the statements made by shareholders during the meeting on each agenda item;

- f. The number of shareholders and the total number of voting shares of the shareholders attending the meeting, attached with the list of registered shareholders and representatives attending the meeting along with the number of shares and corresponding voting rights;
 - g. The total number of votes for each voting issue, specifying the voting method, total valid votes, invalid votes, votes in favor, votes against, and abstentions; the corresponding ratio based on the total voting shares of the shareholders attending the meeting;
 - h. Issues that have been approved and the corresponding approval voting ratios;
 - i. Full names and signatures of the chairman and secretary. In case the chairman or secretary refuses to sign the minutes, the minutes shall still be valid if signed by all other members of the Board of Directors attending the meeting and contain all the required content as stipulated in this clause. The minutes must state the refusal of the chairman or secretary to sign the minutes.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes. The chairman and the meeting secretary or another signatory of the minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
 3. The minutes prepared in both Vietnamese and a foreign language have equal legal validity. In case of discrepancies between the Vietnamese version and the foreign language version, the content in the Vietnamese version shall prevail.
 4. The resolutions, minutes of the General Meeting of Shareholders, appendices containing the list of registered shareholders attending the meeting with shareholders' signatures, proxies for attendance, all documents attached to the minutes (if any), and related documents accompanying the meeting notice must be publicly disclosed in accordance with the legal regulations on information disclosure in the securities market and must be kept at the Company's head office.

Article 24. Request to cancel the resolution of the General Meeting of Shareholders

Within 90 days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the voting results of the General Meeting of Shareholders, a shareholder or a group of shareholders as specified in Clause 2, Article 115 of the Enterprise Law has the right to request the Court or Arbitration to review and cancel the resolution or part of the contents of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the Company's Charter, except for the cases specified in Clause 3, Article 21 of this Charter.
2. The contents of the resolution violate the law or this Charter.

CHAPTER VII

BOARD OF DIRECTORS

Article 25. Nomination and candidacy of members of the Board of Directors

1. In the case where candidates for the Board of Directors 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 electronic information page so that shareholders can review the candidates before voting. The Board of Directors candidates must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interest of the Company if elected as a member of the Board of Directors. The disclosed information related to the candidates for the Board of Directors includes:
 - a. Full name, date of birth;
 - b. Professional qualifications;
 - c. Work experience;
 - d. Other management positions (including positions on the Board of Directors of other companies);
 - e. Interests related to the Company and related parties of the Company;
 - f. Other information (if any) as stipulated in the Company Charter;
 - g. A public company is responsible for disclosing information about other companies where the candidate holds a position as a member of the Board of Directors, other management positions, and interests related to the candidate's company (if any).
2. Shareholders or groups of shareholders holding at least 10% of the total common shares have the right to nominate and run as candidates for members of the Board of Directors. Shareholders or groups holding from ten percent (10%) to under twenty percent (20%) of the total common shares are entitled to nominate one (01) candidate; from twenty percent (20%) to under thirty percent (30%) are entitled to nominate up to two (02) candidates; from thirty percent (30%) to under forty percent (40%) are entitled to nominate up to three (03) candidates; from forty percent (40%) to under fifty percent (50%) are entitled to nominate up to four (04) candidates; and fifty percent (50%) or more are entitled to nominate a full slate of candidates.

Shareholders holding common shares have the right to combine their voting rights to nominate candidates for the Board of Directors. Groups of common shareholders forming a group to nominate candidates for the Board of Directors must notify other attending shareholders of their meeting before the opening of the General Meeting of Shareholders.

3. In the event that the number of Board of Directors candidates nominated and running is still insufficient to meet the required number under Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company Charter, the internal corporate governance regulations, and the Operating Regulations of the Board of Directors. The incumbent Board of

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

4. Members of the Board of Directors must meet the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Enterprise Law and the Company Charter.

Article 26. Composition and Term of Office of the Members of the Board of Directors

1. The number of members of the Board of Directors is 5.
2. The term of office for members of the Board of Directors shall not exceed 5 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 2 consecutive terms. In the event that all members of the Board of Directors complete their terms simultaneously, those members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over the duties.

3. The composition of the Board of Directors members is as follows:

The Board of Directors' structure of the company must ensure that at least one-third (1/3) of the total number of members are non-executive members and must have at least one (01) independent member of the Board of Directors.

4. A member of the Board of Directors loses their status in the following cases according to the General Meeting of Shareholders' decisions, dismissal, or replacement as stipulated in Article 160 of the Enterprise Law and this Charter.

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

- i. The member does not meet the standards and conditions to be a Board member as prescribed in Clause 4, Article 25 of the Charter and Article 155 of the Enterprise Law;
- ii. The member submits a resignation letter that is accepted;
- iii. By decision of the General Meeting of Shareholders.

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

- i. The member does not participate in the activities of the Board for six (06) consecutive months, except in cases of force majeure.
- ii. The member repeatedly or seriously violates the obligations of a Board member as regulated by the Enterprise Law and the Charter;
- iii. Other cases as resolved by the General Meeting of Shareholders

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

- i. The number of Board members is reduced by more than one-third compared to the number prescribed in the Charter. In this case, the Board must convene the General Meeting within sixty (60) days from the date the number of members falls below one-third;
 - ii. The number of independent members on the Board is reduced and does not meet the required ratio stipulated in Clause 3, Article 26 of the Charter and Point b, Clause 1, Article 37 of the Enterprise Law. In such cases, the provisions in Clause 4, Article 25 of the Charter shall apply;
 - iii. Except for cases specified in points (i) and (ii) of this Clause 4, the General Meeting of Shareholders shall elect new members to replace those dismissed or removed at the most recent meeting.
5. The appointment of members of the Board of Directors must be publicly disclosed in accordance with legal regulations on information disclosure in the securities market.
6. Members of the Board of Directors are not required to be shareholders of the Company.

Article 27. Powers and Duties of the Board of Directors

1. The Board of Directors is the management body of the Company, having full authority on behalf of the Company to decide and perform the rights and obligations of the Company, except for those rights and obligations within the authority of the General Meeting of Shareholders.
2. The powers and duties of the Board of Directors are stipulated by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:
 - a. Decide on the Company's mid-term strategy, development plans, and annual business plans;
 - b. Propose the types of shares and the total number of shares authorized to be offered for each type;
 - c. Decide to sell unsold shares within the authorized limit for each type; decide to raise additional capital through other forms;
 - d. Decide the selling price of the Company's shares and bonds;
 - e. Decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Enterprise Law;
 - f. Decide on investment plans and projects within the authority and limits prescribed by law;
 - g. Decide on market development, marketing, and technology solutions;
 - h. Approve contracts for purchase, sale, loans, lending, and other transactions valued at 35% or more of the total assets recorded in the Company's most recent financial statements, except for contracts and transactions under the authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Enterprise Law;

- i. Elect, dismiss, and remove the Chairman of the Board; appoint, dismiss, sign contracts with, and terminate contracts with the General Director and other key managers as stipulated in the Company Charter; decide on salaries, remuneration, bonuses, and other benefits of those managers; authorize representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, and decide on their remuneration and other benefits;
 - j. Supervise and direct the General Director and other managers in the daily business operations of the Company;
 - k. Decide on the organizational structure, internal management regulations of the Company; decide on the establishment of subsidiaries, branches, representative offices, and capital contribution or purchase of shares in other enterprises;
 - l. Approve the program and documents serving the General Meeting of Shareholders; convene the General Meeting of Shareholders or solicit opinions for the General Meeting to pass resolutions;
 - m. Submit the annual audited financial report to the General Meeting of Shareholders;
 - n. Propose the dividend rate; decide the timing and procedures for dividend payment or handling losses incurred during business operations;
 - o. Propose the reorganization or dissolution of the Company; request the Company's bankruptcy;
 - p. Decide to promulgate the Board of Directors' Operating Regulations, internal corporate governance regulations after approval by the General Meeting of Shareholders; decide to issue the Operating Regulations of the Audit Committee under the Board of Directors and the Company's information disclosure regulations;
 - q. Other rights and obligations as prescribed by the Enterprise Law, Securities Law, other legal regulations, and the Company Charter.
3. The Board of Directors must report the results of its activities to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, by the Government detailing the implementation of certain articles of the Securities Law.

Article 28. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on the Company's business results and performance.
2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to complete the duties of a Board member and the daily remuneration rate. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is treated as a business expense of the Company in accordance with corporate income tax laws, disclosed 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. Board members holding executive positions or those serving on Board committees or performing tasks beyond the usual duties of a Board member may receive additional remuneration in the form of a lump sum payment per occasion, salary, commission, profit percentage, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors have the right to reimbursement of all travel, accommodation, and other reasonable expenses incurred while performing their duties as Board members, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company with the approval of the General Meeting of Shareholders. Such insurance does not cover liabilities of Board members arising from 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 is elected, dismissed, and removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and duties:
 - a. Develop the program and operational plan of the Board of Directors;
 - b. Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
 - c. Organize the adoption of resolutions and decisions of the Board of Directors;
 - d. Supervise the implementation of the resolutions and decisions of the Board of Directors;
 - e. Chair the General Meeting of Shareholders;
 - f. Other rights and duties as prescribed by the Enterprise Law and the Company Charter.
4. In the event that the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation or dismissal notice.
5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles prescribed in the Company Charter. If there is no authorized person, or if the Chairman of the Board is deceased, missing, detained, serving a prison sentence, undergoing compulsory rehabilitation, compulsory education, absconding from residence, restricted or lost civil act capacity, having

difficulties in cognition or behavior control, or is banned by the court from holding office or practicing certain professions or jobs, the remaining members shall elect one among themselves to act as Chairman of the Board of Directors by majority vote until a new decision is made by the Board of Directors.

Article 30. Meeting of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 7 working days from the date the Board of Directors election is completed. This meeting shall be convened and chaired by the member with the highest number of votes or highest voting ratio. In case there is more than one member with the highest and equal number of votes or voting ratio, the members shall elect by majority vote to select one among them to convene the Board meeting.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings as necessary.
3. The Chairman of the Board of Directors shall convene a Board meeting in the following cases:
 - a. Upon the request of the Supervisory Board or an independent member of the Board of Directors;
 - b. Upon the request of the General Director or at least 5 other managers;
 - c. Upon the request of at least 2 members of the Board of Directors;
4. The requests mentioned in Clause 3 must be made in writing, clearly stating the purpose and issues to be discussed and decided upon within the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene the Board meeting within 7 working days from the date of receipt of such request. If the Chairman fails to convene the meeting as requested, he/she shall be responsible for any damages incurred by the Company; the requester has the right to convene the Board meeting as a replacement for the Chairman.
6. The Chairman of the Board of Directors or the person convening the meeting must send a meeting invitation no later than 3 working days before the meeting date. The invitation must specify the exact time and place of the meeting, agenda, discussion, and decision issues. The invitation must be accompanied by the meeting materials and voting ballots for the members.

The invitation may be sent by paper letter, telephone, fax, electronic means, or other methods stipulated by the Company Charter, ensuring delivery to the contact address of each Board member registered with the Company.
7. The Chairman of the Board of Directors or the person convening the meeting shall send the invitation notice and accompanying documents to the members of the Supervisory Board in the same manner as for the members of the Board of Directors.

Members of the Supervisory Board have the right to attend meetings of the Board of Directors; they have the right to discuss but do not have voting rights.

8. The Board of Directors meeting is valid when at least 3/4 of the total members attend. In case the meeting convened as prescribed in this clause does not have enough members attending, a second meeting shall be convened within 7 days from the originally planned first meeting date. In such case, the meeting is valid if more than half of the members of the Board of Directors attend.
9. A member of the Board of Directors shall be deemed to have attended and voted at the meeting in the following cases:
 - a. Direct attendance and voting at the meeting;
 - b. Authorizing another person to attend and vote on their behalf according to the provisions in Clause 11 of this Article;
 - c. Attending and voting through online conferences, electronic voting, or other electronic forms;
 - d. Sending voting ballots to the meeting via mail, fax, or email;
 - e. Sending voting ballots to the meeting via mail, fax, or email.
10. In case voting ballots are sent to the meeting by mail, the ballot must be enclosed in a sealed envelope and delivered to the Chairman of the Board no later than 1 hour before the opening of the meeting. The ballots shall only be opened in the presence of all attendees of the meeting.
11. Members must fully attend all meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by the majority of the Board members.
12. Resolutions and decisions of the Board of Directors are passed if approved by the majority of the members attending the meeting; in case of a tie vote, the final decision belongs to the opinion of the Chairman of the Board of Directors.

Article 31. Committees Under the Board of Directors

1. The Board of Directors may establish subordinate committees responsible for development policy, personnel, remuneration, internal audit, and risk management. The number of members in each committee is decided by the Board of Directors, with a minimum of three members, including members of the Board of Directors and external members. The activities of the committees must comply with the regulations of the Board of Directors. Resolutions of the committees are only effective when approved by a majority of members attending and voting at the committee meetings.
2. The implementation of decisions made by the Board of Directors or its subordinate committees must comply with current legal regulations, the company's Charter, and internal corporate governance regulations.

Article 32. Person in charge of corporate governance

1. The Company's Board of Directors must appoint at least one person in charge of corporate governance to support corporate governance activities within the enterprise. The person in

charge of corporate governance may concurrently serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Enterprise Law.

2. The person in charge of corporate governance shall not simultaneously work for an approved audit organization currently 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 matters between the Company and shareholders;
 - b. Preparing meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
 - c. Advising on meeting procedures;
 - d. Attending meetings;
 - e. Advising on the procedures for drafting resolutions of the Board of Directors in compliance with legal regulations;
 - f. Providing financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and the Supervisory Board;
 - g. Supervising and reporting to the Board of Directors on the Company's information disclosure activities;
 - h. Acting as the liaison point with related stakeholders;
 - i. Maintaining confidentiality of information in accordance with legal provisions and the Company's Charter;
 - j. Other rights and obligations as stipulated by law and the Company's Charter.

CHAPTER VIII

GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Organizational Management Structure

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board in the Company's daily business operations. The Company has a General Director, Deputy General Director, Chief Accountant, and other managerial positions appointed by the Board of Directors (if any). The appointment, dismissal, or removal of the aforementioned positions must be approved through resolutions or decisions of the Board of Directors.

Article 34. Company Executive

1. The Company's executives include the General Director, Deputy General Directors, Chief Accountant, and other executives as stipulated in these Articles of Association.
2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in quantities and qualifications suitable to the Company's organizational structure and management regulations as determined by the Board

of Directors. Executives are responsible for supporting the Company in achieving its operational and organizational objectives.

3. The General Director receives salary and bonuses. The salary and bonuses of the General Director are decided by the Board of Directors.
4. The salaries of the executives are included as business expenses of the Company in accordance with the corporate income tax laws, are presented 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 appoints one member of the Board or hires another person to serve as the General Director.
2. The General Director is responsible for managing the daily business operations of the Company; is supervised by the Board of Directors; and is accountable to both the Board of Directors and the law for the exercise of assigned rights and obligations.
3. The term of the General Director shall not exceed five (5) years and may be reappointed 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. Decide on matters related to the daily business operations of the Company that are not within the authority of the Board of Directors;
 - b. Organize the implementation of resolutions and decisions of the Board of Directors;
 - c. Organize the execution of the Company's business plan and investment projects;
 - d. Propose organizational structure plans and internal management regulations of the Company;
 - e. Appoint, dismiss, or remove managerial positions within the Company, except for positions under the authority of the Board of Directors;
 - f. Decide on salaries and other benefits for employees of the Company, including managers under the appointment authority of the General Director;
 - g. Recruit employees;
 - h. Propose dividend payment plans or the handling of business losses;
 - i. Other rights and obligations as prescribed by law.
5. The Board of Directors may dismiss the General Director when the majority of the Board members with voting rights attending the meeting agree and appoint a new General Director to replace him/her.

CHAPTER IX

SUPERVISORY BOARD

Article 36. Nomination and Candidacy of Supervisory Board Members (Supervisors)

1. In the case where candidates for the Supervisory Board have been identified, the Company must disclose information related to these candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's official website, so that shareholders can review the candidates before voting. Candidates for the Supervisory Board must provide a written commitment regarding the truthfulness and accuracy of their disclosed personal information and must pledge to perform their duties honestly, diligently, and in the best interests of the Company if elected as Supervisory Board members. The information disclosed regarding Supervisory Board candidates includes:
 - a. Full name, date of birth;
 - b. Professional qualifications;
 - c. Work experience;
 - d. Other management positions (including Supervisory Board positions at other companies);
 - e. Interests related to the Company and related parties of the Company;
 - f. Other information (if any) as stipulated in the Charter;
 - g. Public companies are responsible for disclosing information about companies where the candidate currently holds Supervisory Board memberships, other management positions, and any related interests concerning the candidate's involvement with the Company (if any).
2. Shareholders holding voting shares have the right to combine their voting rights to nominate or run for the Supervisory Board. A shareholder or group of shareholders owning from ten percent (10%) up to less than thirty percent (30%) of the total voting shares may nominate one (01) candidate; owning from thirty percent (30%) up to less than fifty percent (50%) or more of the total voting shares may nominate up to three (03) candidates;
3. If the number of Supervisory Board candidates nominated and running is insufficient to meet the required number, the incumbent Supervisory Board may nominate additional candidates or organize nominations as stipulated in the Company Charter, internal corporate governance regulations, and the Supervisory Board's operational regulations. Any additional candidate nominations by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect Supervisory Board members in accordance with the law.

Article 37. Composition of the Supervisory Board

1. The number of members of the Company's Supervisory Board is three (3). The term of office for each Supervisory Board member shall not exceed five (5) years and may be re-elected for an unlimited number of terms.

2. Members of the Supervisory Board must meet the standards and conditions stipulated in Article 169 of the Enterprise Law and must not fall under the following cases:
 - a. Working in the Company's accounting or finance department;
 - b. Being a member or employee of the independent auditing firm that has audited the Company's financial statements for the preceding three (3) consecutive years.
3. Members of the Supervisory Board shall be dismissed in the following cases:
 - a. No longer meeting the standards and conditions required to be a member of the Supervisory Board as stipulated in Clause 2 of this Article;
 - b. Submitting a resignation letter that is accepted;
4. Members of the Supervisory Board shall be removed from office in the following cases:
 - a. Failing to complete assigned duties and tasks;
 - b. Failing to exercise their rights and obligations for six (6) consecutive months, except in cases of force majeure;
 - c. Repeatedly or seriously violating the obligations of a Supervisory Board member under the Enterprise Law and the Company's Charter;
 - d. Other cases as resolved by the General Meeting of Shareholders.

Article 38. Head of the Supervisory Board

1. The Head of the Supervisory Board is elected by the Supervisory Board members from among themselves; the election, dismissal, and removal are based on a majority vote. More than half of the Supervisory Board members must reside permanently in Vietnam. The Head of the Supervisory Board must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the company's business activities.
2. Rights and obligations of the Head of the Supervisory Board:
 - a. Convene meetings of the Supervisory Board;
 - b. Request the Board of Directors, General Director, and other executives to provide relevant information for reporting to the Supervisory Board;
 - c. Prepare and sign the Supervisory Board's reports 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 as prescribed in Article 170 of the Enterprise Law and the following rights and obligations:

1. Propose and recommend to the General Meeting of Shareholders for approval the list of approved auditing organizations to conduct the audit of the Company's Financial Statements; decide on approved auditing organizations to perform inspections of the Company's operations; and dismiss approved auditors when deemed necessary.

2. Be responsible to the shareholders for its supervisory activities.
3. Supervise the Company's financial situation and ensure compliance with the law in the activities of the Board of Directors members, the General Director, and other managers.
4. Ensure coordination of activities with the Supervisory Board, the General Director, and shareholders.
5. In case of detecting any violations of the law or breaches of the Company's Charter by members of the Board of Directors, the General Director, or other executives, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the violators to cease their violations, and propose measures to remedy the consequences.
6. Develop the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
7. Report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, issued by the Government detailing the implementation of certain provisions 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; and the right to visit the workplaces 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 full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company.
10. Other rights and obligations as prescribed by law and this Charter.

Article 40. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least twice a year, with at least two-thirds of its members attending each meeting. Detailed and clear minutes of the Supervisory Board meetings must be prepared. The person taking the minutes and all attending members of the Supervisory Board must sign the meeting minutes. The minutes of the Supervisory Board meetings must be kept 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 auditing organization to attend and answer questions that need clarification.

Article 41. Salary, Remuneration, Bonuses, and Other Benefits of Supervisory Board Members

The salary, remuneration, bonuses, and other benefits of Supervisory Board members shall be implemented according to the following regulations:

1. Supervisory Board members shall receive salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall

decide the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

2. Supervisory Board members shall be reimbursed for reasonable expenses related to meals, accommodation, travel, and the use of independent advisory services. The total amount of remuneration and these expenses shall not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, except in cases where the General Meeting of Shareholders makes a different decision.
3. The salary and operating expenses of the Supervisory Board shall be accounted for as business expenses of the Company in accordance with the provisions of corporate income tax law and other relevant legal regulations, and must be separately disclosed in the Company's annual financial statements.

CHAPTER X

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

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives are responsible for performing their duties, including those as members of the Board's subcommittees, honestly and diligently for the benefit of the Company.

Article 42. Duty of Honesty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives must publicly disclose related interests in accordance with the Enterprise Law and relevant legal documents.
2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and their related parties are only permitted to use information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and their related parties are obliged to notify the Board of Directors and the Supervisory Board in writing about transactions between the Company, its subsidiaries, other companies controlled by the public company holding over 50% of charter capital, and themselves or their related parties as prescribed by law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with securities laws on information disclosure.
4. Members of the Board of Directors are not allowed to vote on transactions that bring benefits to themselves or their related parties as regulated by the Enterprise Law and the Company's Charter.
5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and their related parties shall not use or disclose inside information to others for conducting related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, Supervisory Board members, the General Director, other executives, or individuals/organizations related to them shall not be invalidated in the following cases:
 - a. For transactions with a value less than or equal to 35% of the total assets recorded in the most recent financial statements, the important contents of the contract or transaction, as well as the relationships and interests of the involved Board members, Supervisory Board members, General Director, or executives, have been reported to and approved by the Board of Directors with a majority vote from members without related interests;
 - b. For transactions with a value exceeding 35% or transactions resulting in a cumulative transaction value within 12 months from the date of the first transaction equal to or exceeding 35% of the total assets recorded in the most recent financial statements, the important contents of these transactions as well as the relationships and interests of the involved Board members, Supervisory Board members, General Director, or executives have been disclosed to shareholders and approved by the General Meeting of Shareholders with votes from shareholders without related interests.

Article 43. Liability for Damages and Compensation

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives who violate their duties, including the duty of honesty and prudence, and fail to fulfill their obligations shall be responsible for damages caused by their violation.
2. The Company shall indemnify those who have been, are, or may become related parties in complaints, lawsuits, or prosecutions (including civil and administrative cases, but excluding cases where the Company is the plaintiff), if such persons have been or are members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, employees, or authorized representatives of the Company acting on behalf of the Company, acting honestly and prudently in the best interests of the Company, in compliance with the law, and without evidence confirming that they breached their responsibilities.
3. Compensation expenses include judgments, fines, actual payments arising in resolving such matters (including attorney fees) within the scope permitted by law. The Company may purchase insurance for these individuals to cover the above indemnity liabilities.

CHAPTER XI

RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 44. Right to Inspect Books and Records

1. Common shareholders have the right to inspect books and records as follows:
 - a. Common shareholders have the right to review, inspect, and extract information regarding their name and contact address in the list of shareholders entitled to vote; request correction of any inaccurate personal information; review, inspect, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

- b. A shareholder or a group of shareholders holding 5% or more of the total common shares have the right to review, inspect, extract minutes and resolutions of the Board of Directors, interim and annual financial statements, Supervisory Board reports, contracts and transactions requiring approval by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.
2. In case an authorized representative of a shareholder or group of shareholders requests to inspect books and records, such request must be accompanied by the power of attorney from the shareholder(s) represented or a notarized copy of such power of attorney.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives have the right to inspect the Company's shareholder register, 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 its amendments and supplements, the Enterprise Registration Certificate, internal regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and Board of Directors, minutes of meetings of the General Meeting of Shareholders and 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 location, provided that shareholders and the Business Registration Authority are informed about the location of these documents.
5. The Company's Charter must be published on the Company's official website.

CHAPTER XII

EMPLOYEES AND TRADE UNION

Article 45. Employees and Trade Union

1. The General Director must develop plans for the Board of Directors to approve matters related to recruitment, employee dismissal, salaries, social insurance, welfare, rewards, and discipline for employees and company executives.
2. The General Director must develop plans for the Board of Directors to approve matters related to the Company's relationship with trade union organizations in accordance with best management standards, practices, and policies; the practices and policies stipulated in this Charter; the Company's regulations; and current legal regulations.

CHAPTER XIII

PROFIT DISTRIBUTION

Article 46. Profit Distribution

1. The General Meeting of Shareholders decides the annual dividend payment rate and the form of dividend payment from the retained earnings of the Company.
2. The Company does not pay interest on dividend payments or payments related to any type of shares.

3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of the dividend in shares, and the Board of Directors is the body responsible for implementing this decision.
4. In cases where dividends or other payments related to a type of shares are paid in cash, the Company must pay in Vietnamese Dong. Payment can be made directly or through banks based on detailed bank account information provided by shareholders. If the Company has transferred funds 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 transferred to that shareholder. Dividend payments for shares listed or registered for trading on the Stock Exchange may be conducted through securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. Based on the Enterprise Law and Securities Law, the Board of Directors shall adopt a resolution to determine a specific date to finalize the shareholder list. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, as well as notifications or other documents.
6. Other matters related to profit distribution shall be conducted in accordance with legal regulations.

CHAPTER XIV

BANK ACCOUNTS, FINANCIAL YEAR, AND ACCOUNTING REGIME

Article 47. Bank Accounts

1. The Company shall open bank accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.
2. With prior approval from the competent authorities, if necessary, the Company may open bank accounts abroad in accordance with legal regulations.
3. The Company shall conduct all payments and accounting transactions through Vietnamese dong or foreign currency accounts at banks where the Company has opened accounts.

Article 48. Financial Year

The Company's financial year begins on January 1st each year and ends on December 31st each year. The first financial year starts from the date the Enterprise Registration Certificate is issued and ends on December 31, 2020.

Article 49. Accounting Regime

1. The Company applies the enterprise accounting regime or a specific accounting regime issued and approved by the competent authority.
2. The Company maintains accounting books in Vietnamese and keeps accounting records in accordance with the laws on accounting and related regulations. These records must be accurate, up-to-date, systematic, and sufficient to verify and explain the Company's transactions.

3. The currency unit used in accounting is the Vietnamese Dong. In cases where the Company's main business transactions are primarily conducted in a foreign currency, the Company may choose that foreign currency as the accounting currency, assuming legal responsibility for this choice and notifying the relevant tax authorities accordingly.

CHAPTER XV

FINANCIAL REPORTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 50. Annual, Semi-Annual, and Quarterly Financial Statements

1. The Company must prepare annual financial statements, which are required to be audited in accordance with the law. The Company shall publicly disclose the audited annual financial statements as prescribed by the laws on information disclosure in the securities market and submit them to the competent state authorities.
2. The annual financial statements must include all reports, appendices, and explanatory notes as required by the enterprise accounting regulations. The annual financial statements must fairly and objectively reflect the Company's operational status.
3. The Company must prepare and publicly disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the laws on information disclosure in the securities market and submit them to the competent state authorities.

Article 51. Annual Reports

The Company must prepare and publish the Annual Report in accordance with the laws and regulations on securities and the securities market.

CHAPTER XVI

COMPANY AUDIT

Article 52. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of these firms to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor performing the audit of the Company's financial statements shall have the right to attend the General Meeting of Shareholders, receive notices and other information related to the meeting, and express opinions at the meeting regarding matters related to the audit of the Company's financial statements.

CHAPTER XVII

COMPANY SEAL

Article 53. Company Seal

1. The seal includes seals made at seal engraving establishments or digital signature seals in accordance with the law on electronic transactions.
2. The Board of Directors decides the type, quantity, form, and content of the company's seal, as well as for its branches and representative offices (if any).
3. The Board of Directors and the General Director use and manage the seal in accordance with current legal regulations.

CHAPTER XVIII

DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the Company

1. The Company may be dissolved in the following cases:
 - a. Upon expiration of the operating term specified in the Company Charter without a decision to extend;
 - b. Pursuant to the resolution or decision of the General Meeting of Shareholders;
 - c. When the Business Registration Certificate is revoked, except in cases otherwise regulated 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 executed by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority in accordance with regulations.

Article 55. Extension of Operation

1. The Board of Directors shall convene the General Meeting of Shareholders at least 7 months before the expiration of the operating term to allow shareholders to vote on the extension of the Company's operation upon the proposal of the Board of Directors.
2. The operating term will be extended if shareholders representing at least 65% of the total voting shares of all shareholders attending the General Meeting of Shareholders approve the extension.

Article 56. Liquidation

1. At least 6 months before the expiration of the Company's operating term or after the decision to dissolve the Company, the Board of Directors shall establish a Liquidation Committee consisting of 3 members, including 2 members appointed by the General Meeting of Shareholders and 1 member appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or

independent experts. All expenses related to the liquidation shall be prioritized for payment before other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority the date of establishment and the commencement date of its activities. From that time, the Liquidation Committee shall represent the Company in all matters related to the Company's liquidation before the Court and administrative authorities.
3. The proceeds from the liquidation shall be paid in the following order:
 - a. Liquidation expenses;
 - b. Salary debts, severance allowances, social insurance, and other benefits of employees according to collective labor agreements and labor contracts signed;
 - c. Tax debts;
 - d. Other debts of the Company;
 - e. The remaining amount after settling all debts listed in items (a) to (d) above shall be distributed to shareholders. Preferred shares shall be paid prior to common shares.

CHAPTER XIX

INTERNAL DISPUTE RESOLUTION

Article 57. Internal Dispute Resolution

1. In the event of disputes or complaints arising related to the operations of the Company, the rights and obligations of shareholders under the Enterprise Law, the Company's Charter, other legal regulations, or agreements between:
 - a. Shareholders and the Company;
 - b. Shareholders and the Board of Directors, Supervisory Board, General Director, or other executives;

The involved parties shall attempt to resolve such disputes through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board, the Chairman shall preside over the dispute resolution process and require each party to present relevant information regarding the dispute within 30 working days from the date the dispute arises. For disputes involving the Board of Directors or the Chairman, either party may appoint an independent expert as a mediator to facilitate the resolution process.
2. If no mediation agreement is reached within 6 weeks from the commencement of mediation, or if the mediator's decision is not accepted by the parties, any party may submit the dispute to arbitration or court.
3. Each party shall bear their own costs related to negotiation and mediation procedures. Payment of court fees shall be made according to the court's decision

CHAPTER XX

AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 58. Company Charter

1. Any amendments and supplements to this Charter must be reviewed and approved by the General Meeting of Shareholders.
2. In cases where relevant laws concerning the Company's operations are not addressed in this Charter, or when new legal provisions differ from the terms of this Charter, such legal provisions shall prevail to regulate the Company's activities.

CHAPTER XXI

EFFECTIVE DATE

Article 59. Effective Date

1. This Charter, consisting of 21 sections and 59 articles, was unanimously approved by the Shareholders' General Meeting of Hoa Binh Takara Joint Stock Company on the ... day of ..., 2025, during the Annual General Meeting of Shareholders 2025, and the full text of this Charter was jointly accepted as effective.
2. This Charter is made into three (03) copies, all having equal legal value, and must be kept at the Company's head office.
3. This Charter is the sole and official Charter of the Company.
4. Copies or extracts of the Company Charter are valid only when signed by the Chairman of the Board of Directors or at least half of the total members of the Board of Directors.

LEGAL REPRESENTATIVE

DRAFT

PROPOSAL

(Re: Cancellation of the Company's 2023 stock dividend issuance plan)

To: 2025 Annual General Meeting of Shareholders

Hoa Binh Takara Joint Stock Company

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and implementation guidelines;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and implementation guidelines;
- Pursuant to the Extraordinary General Meeting of Shareholders Resolution No. 02/2024/NQ-ĐHĐCĐ dated October 26, 2024;
- Pursuant to the Charter of Hoa Binh Takara Joint Stock Company.

Based on the business production situation and the business plan implementation, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the cancellation of the stock issuance plan to pay dividends for the year 2023, which was previously approved by the Extraordinary General Meeting of Shareholders in 2024 under Resolution No. 02/2024/NQ-ĐHĐCĐ dated October 26, 2024.

Respectfully submitted for the Meeting's consideration and approval./.

Recipients:

- As mentioned above;
- Board of Directors;
- Board of Supervisors;
- Archived.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRPERSON**

(Signed)

TRAN CONG THANH

DRAFT

PROPOSAL

(Re: Change of the Company's Head Office Address)

**To: 2025 Annual General Meeting of Shareholders
Hoa Binh Takara Joint Stock Company**

- Pursuant to the Enterprise Law No. 59/20/QH14 dated June 17, 2020, and its amendments, supplements, and implementation guidelines;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and implementation guidelines;
- Pursuant to the Charter of Hoa Binh Takara Joint Stock Company.

The General Meeting of Shareholders' Resolution No. 04-2906/2024/NQ-ĐHĐCĐ dated June 29, 2024, and Resolution No. 01/2025/NQ-ĐHĐCĐ dated March 8, 2025, approved the relocation of the Company's head office to Floor 4B, Building B, Vinaconex 2, Kim Văn Kim Lũ Urban Area, Hoàng Mai District, Hanoi. However, the lease negotiation for this location was unsuccessful. Therefore, the Board of Directors respectfully submits to the General Meeting of Shareholders the proposal to change the Company's head office address to a new location as follows:

1. Change of the Company's Head Office Address:

- Former head office address: No. 705 Nguyễn Duy Trinh Street, Bình Trưng Đông Ward, Thủ Đức City, Ho Chi Minh City, Vietnam.
- Proposed new head office address: No. 6, B4 Street, Sala Urban Area, An Lợi Đông Ward, Thủ Đức City, Ho Chi Minh City, Vietnam.

2. Delegation/Authorization to the Board of Directors:

- Implement the regulations on information disclosure and other legal procedures in accordance with the current applicable regulations for public companies;
- Carry out the amendment of the Company's Business Registration with the Department of Finance regarding the change of the Company's head office address;
- Amend the Company's Charter regarding the change of the Company's head office address;

- In case the lease negotiation for the above-mentioned location is unsuccessful, the General Meeting of Shareholders authorizes the Board of Directors to consider and decide on relocating the head office to another suitable location.

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

Recipients:

- *As mentioned above;*
- *Board of Directors;*
- *Board of Supervisors;*
- *Archived.*

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

(Signed)

TRAN CONG THANH

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No.: 02/2025/NQ-DHĐCĐ

Ha Noi, June, 2025

DRAFT

RESOLUTION

**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025
HOA BINH TAKARA JOINT STOCK COMPANY**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and guiding documents;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and guiding documents;
- Pursuant to the Charter of Hoa Binh Takara Joint Stock Company;
- Pursuant to the minutes of the 2025 Annual General Meeting of Shareholders of Hoa Binh Takara Joint Stock Company dated June 28, 2025.

RESOLUTION:

Article 1. Approve the 2024 Board of Directors' Activity Report and the 2025 plan (According to the attached Report No. 01/2025/BC-HĐQT-CTP)

Article 2. Approve the 2024 Business Operations Report of the Board of General Directors and the 2025 plan (According to the attached Report No. 01/2025/BC-BTGD-CTP)

Article 3. Approve the 2024 Supervisory Board Activity Report and the 2025 plan (According to the attached Report No. 01/2025/BC-BKS-CTP)

Article 4. Approve the audited financial statements for the year 2024 (According to the attached Proposal No. 01/2025/TTr-HĐQT-CTP)

Article 5. Approve the proposal to select the auditing firm for 2025 (According to the attached Proposal No. 02/2025/TTr-BKS-CTP)

Article 6. Approve the proposal on remuneration payment for the Board of Directors and the Supervisory Board in 2024 and the payment plan for 2025; the profit distribution plan for 2024 and the projection for 2025 (According to the attached Proposal No. 03/2025/TTr-HĐQT-CTP)

Article 7. Approve the proposal on the policy for executing contracts and transactions between the Company and related parties (According to the attached Proposal No. 04/2025/TTr-HĐQT-CTP)

Article 8. Approve the proposal to amend the Company's Charter (according to the attached Proposal No. 05/2025/TTr-HĐQT-CTP)

Article 9. Approve the proposal to cancel the plan to issue shares as dividend payment for the year 2023 (*According to Proposal No. 06/2025/TTr-HĐQT-CTP attached*)

Article 10. Approval of the proposal to change the Company's headquarters address (*according to Proposal No. 07/2025/TTr-HĐQT-CTP attached*)

Article 11. Implementation Provisions.

This resolution was approved by the Annual General Meeting of Shareholders 2025 of Hoa Binh Takara Joint Stock Company and takes effect from the date of signing.

The members of the Board of Directors, the Supervisory Board, and the Board of General Directors shall be responsible for executing this resolution and organizing its implementation in accordance with their functions and duties, complying with the provisions of the law and the Company's Charter.

Recipients:

- *As mentioned above;*
- *Board of Directors;*
- *Board of Supervisors;*
- *Archived.*
- *Public disclosure as regulated.*

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

(Signed)

TRAN CONG THANH

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

HOA BINH TAKARA JOINT STOCK COMPANY

TEMPLATE

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VOTING CARD



Shareholder Code:

00001

Shareholder/Representative Name: Nguyễn Văn A

Number of Shares Owned: 1.000

Number of Shares Authorized: 0

Total Number of Voting Shares: 1.000

Total Voting Ballots: 1.000

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025
HOA BINH TAKARA JOINT STOCK COMPANY
VOTING BALLOT

Shareholder Code: 00001 Shareholder Name / Representative: Nguyễn Văn A
Number of Shares Owned: 1.000 Number of Shares Authorized to Vote: 0
Total Number of Voting Shares: 1.000 Share
Total Votes: 1.000 Shareholders' Voting Ballot

Voting Items:

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

1. Approve the 2024 Board of Directors' Activity Report and the 2025 plan

<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
		

2. Approve the 2024 Business Operations Report of the Board of General Directors and the 2025 plan

<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
		

3. Approve the 2024 Supervisory Board Activity Report and the 2025 plan

<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
		

4. Approve the audited financial statements for the year 2024

<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
		

5. Approve the proposal to select the auditing firm for 2025

<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
		

6. Approve the proposal on remuneration payment for the Board of Directors and the Supervisory Board in 2024 and the payment plan for 2025; the profit distribution plan for 2024 and the projection for 2025

<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
		

7. Approve the proposal on the policy for executing contracts and transactions between the Company and related parties

☐ Approve

☐ Disapprove

☐ Abstain



8. Approve the proposal to amend the Company's Charter

☐ Approve

☐ Disapprove

☐ Abstain



9. Approve the proposal to cancel the plan to issue shares as dividend payment for the year 2023

☐ Approve

☐ Disapprove

☐ Abstain



10. Approval of the proposal to change the Company's headquarters address

☐ Approve

☐ Disapprove

☐ Abstain



Ha Noi, June 2025
SHAREHOLDER/REPRESENTATIVE
(Signature and full name)

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

HOA BINH TAKARA JOINT STOCK COMPANY

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QUESTION SUBMISSION FORM

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

Full name of shareholder:

Or authorized representative (if any):

Permanent Address:.....

Email:

Telephone:.....

Shareholder ID:

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

Question:

1).....

.....

.....

2).....

.....

.....

3).....

.....

FORM PREPARER

(Signature and full name)

Please note: In case the content of the question is outside the scope of the Annual General Meeting agenda, or if there is insufficient time for the Chairperson to answer all shareholders' questions, the Board of Directors will respond to shareholders through one of the following methods: handwritten letter, email, or phone call.