

4th Floor, ITD Building, 01 Sang Tao Street,  
District 7, HCMC

**No.: 001/2025/BBH/DHDCD**  
**(Annual Meeting)**

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

## MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Charter of Innovative Technology Development Corporation;
- Pursuant to the Reports and Proposals of the Board of Directors at the Meeting;

### I. Time and Venue:

Innovative Technology Development Corporation (Stock Code: ITD) operates under Business Registration Certificate No. 0301596604 first issued by the Department of Planning and Investment of Ho Chi Minh City on 20/01/1999.

Today, June 26, 2025, at 14h10, at the meeting room of ITD Building, 01 Sang Tao Street, Tan Thuan Dong Ward, District 7, Ho Chi Minh City, Innovative Technology Development Corporation (hereinafter referred to as the “Company”) held its Annual General Meeting of Shareholders 2025.

## II. Procedures:

1. Shareholders' Eligibility Verification and Conditions for Convening the Meeting:

Ms. Trinh Thi Thuy Lieu – Head of the Company's Board of Supervisors (BOS) reported the results of the shareholders' eligibility verification for attending the Meeting:

According to the results of the shareholders' eligibility verification, at 14h10 on 26/06/2025, the total number of shareholders and shareholder representatives entitled to attend the Annual General Meeting of Shareholders 2025 was: 21 shareholders (organizations and individuals), owning and/or representing 14.543.006 voting shares, accounting for 59.45% of the total voting shares of the company.

Ms. Trinh Thi Thuy Lieu, based on Clause 1, Article 19 of the Company's Charter, declared that the 2025 Annual General Meeting of Shareholders was duly convened. Shareholders are entitled to vote on matters at the Meeting based on the number of shares owned and/or represented.

## 2. Introduction of the Presiding Board Members:

The representative of the Organizing Committee introduced the members of the Presiding Board of the Meeting, including:

- Mr. Mai Hoai An: Chairman of the Board of Directors - Chairperson
- Mr. Nguyen Huu Dung: Vice Chairman of the Board of Directors

- Mr. Nguyen Ngoc Trung: Member of the Board of Directors cum General Director

### 3. Approval of the Secretariat and the Vote Counting Committee

The representative of the Organizing Committee nominated the members of the Secretariat and the Vote Counting Committee as follows:

- a. Secretariat:
  - Mrs. Nguyen Mong Phuong Kieu
- b. Vote Counting Committee:
  - Ms. Vu Thi Nu – Head of Committee
  - Mrs. Tran Thi Huynh Nhu
  - Ms. Nguyen Thi Hong Tham

The Meeting unanimously approved the Secretariat and the Vote Counting Committee by raising voting cards, with a ratio of 100%.

## III. Meeting Agenda

### 1. 2025 Meeting Agenda and Voting Procedures for reports, proposals, and election of Board of Directors members at the 2025 Meeting

Presented by the representative of the Organizing Committee

#### ❖ Shareholder Comments: None

#### ❖ Voting Ratio:

- ✓ “Approve”: 14.537.906 shares /14.543.006 shares (accounting for 99.96%)
- ✓ “Disapprove”: 0 shares / 14.543.006 shares (accounting for 0%)
- ✓ “Abstain”: 0 shares / 14.543.006 shares (accounting for 0%)
- ✓ “Invalid votes: 5.100 shares /14.543.006 shares (accounting for 0.04%)

#### ❖ Resolution of Approval:

Approve the 2025 General Meeting Agenda and the voting procedures for reports, proposals, and the election of Board of Directors members at the 2025 General Meeting.

### 2. Report on 2024 Business Results, Fund Utilization and Appropriation, and Dividends in 2024

#### a. 2024 Business Results Report

Mr. Nguyen Ngoc Trung presented the business results and key events in 2024:

Corporate Model and Strategy:

- ✓ Corporate Model:
  - Gradually restructure business operations by transferring them to subsidiaries.
  - The parent company will determine and oversee strategic direction for its subsidiaries

✓ Strategy: Focus on four core business areas:

- Software Outsourcing (ITO).
- Data Center Infrastructure (DTI).
- Electrical and Automation Systems (ECI)
- Intelligent Transportation Systems, Digitalization, and Cybersecurity (ITS)

- Consolidated business results: consolidated net revenue reached VND 752 Billion, achieving 100.2% of the plan. Profit after tax attributable to parent company shareholders reached VND 47 Billion, achieving 188% of the plan. Basic EPS per share was 1,841 VND/share.

❖ Shareholder Opinions: None

❖ Voting Results:

- ✓ “Approve”: 14.530.609 shares /14.543.006 shares (accounting for 99.91%)
- ✓ “Disapprove”: 0 shares / 14.543.006 shares (accounting for 0%)
- ✓ “Abstain”: 7.297 shares / 14.543.006 shares (accounting for 0.05%)
- ✓ “Invalid votes: 5.100 shares /14.543.006 shares (accounting for 0.04%)

❖ Resolution of Approval:

The GMS approved the 2024 business results report.

Indicator	Unit of Measurement	Plan	Actual	Ratio
Consolidated Net Revenue	Million VND	750,000	751,854	100.2%
Consolidated Profit After Tax Attributable to Parent Company Shareholders	Million VND	25,000	46,980	187.9%
Basic EPS	VND/share	1,000	1,841	184.1%

b. Appropriation and Utilization of 2024 Reward and Welfare Fund

Mr. Nguyen Ngoc Trung presented.

❖ Shareholder Opinions: None

❖ Voting Results:

- ✓ “Approve”: 14.530.609 shares /14.543.006 shares (accounting for 99.91%)
- ✓ “Disapprove”: 0 shares / 14.543.006 shares (accounting for 0%)
- ✓ “Abstain”: 7.297 shares / 14.543.006 shares (accounting for 0.05%)
- ✓ “Invalid votes: 5.100 shares /14.543.006 shares (accounting for 0.04%)

❖ Resolution of Approval:

The GMS appropriated and utilized the Reward and Welfare Fund from 2024 profits as follows:

Unit: Million VND



Item	Amount
Beginning Balance (as of 01/04/2024)	666
Accrued during the period	1,420
Used during the period	(281)
<b>Ending Balance (as of 31/03/2025)</b>	<b>1,805</b>

c. 2024 Dividend Distribution

Mr. Nguyen Ngoc Trung presented, based on the operating results of the fiscal year 2024 (01/04/2024 – 31/03/2025) and future operational orientations, the Board of Directors proposes the following dividend payout ratio to the GMS:

- ✓ The 2024 dividend rate is: 7%, paid in shares;
- ✓ Source of capital: from undistributed profits after tax as per the audited financial statements for the fiscal year ending March 31, 2025;
- ✓ Implementation period: authorize the Board of Directors to decide the specific time and proceed with information disclosure as per regulations;
- ✓ Other contents are stipulated in the Proposal on the share issuance plan.

❖ Shareholder opinions: none

❖ Voting ratio:

- ✓ “Approve”: 14.526.406 shares /14.543.006 shares (accounting for 99.89%)
- ✓ “Disapprove”: 0 shares / 14.543.006 shares (accounting for 0%)
- ✓ “Abstain”: 11.500 shares / 14.543.006 shares (accounting for 0.08%)
- ✓ “Invalid votes: 5.100 shares /14.543.006 shares (accounting for 0.04%)

❖ Resolution adopted:

The General Meeting of Shareholders approved the dividend payment for 2024 as per the proposal.

3. Business plan for 2025, expected dividend rate for 2025

Mr. Nguyen Ngoc Trung presented, as follows:



Indicator	Plan
Consolidated Net Revenue	VND 1,000 Billion
Consolidated Profit After Tax attributable to Parent Company Shareholders	VND 40 Billion
Expected Dividend for 2025	10%

The revenue plan for 2025 is VND 1,000 billion, detailed by business areas as follows:

- Software Outsourcing (ITO) : 190 Bilon
- Data Center Infrastructure (DTI). : 400 Bilon
- Electrical and Automation Systems (ECI) : 130 Bilon
- Intelligent Transportation Systems, Digitalization, and Cybersecurity (ITS) : 280 Bilon

❖ Shareholder opinions:

Shareholder Trần Thái Dương raised the following question: In the CEO's presentation, the company's business was divided into four main areas. Could you please share with shareholders the market size, the company's market share, profit margin, growth potential, and capital requirements for each of these business areas?

→ Mr. Nguyễn Ngọc Trung, on behalf of the Presidium, responded as follows:

+ *Software Outsourcing (ITO): We currently have contracts in the U.S., Australian, and Japanese markets. Revenue from this segment reached over VND 160 billion in the 2024 fiscal year, and as proposed in the AGM plan, it is expected to reach VND 190 billion in 2025.*

*In terms of market share, we are merely a grain of sand in the desert—this is an extremely large market, and we are only taking our first steps in it. The profit margin for this segment is around 15–20%.*

+ *Data Center Infrastructure (DTI): Currently, GLT is recognized as the leading company in Vietnam in the field of data center projects, with approximately 23 data centers of various sizes nationwide. In Vietnam, GLT holds about 35–45% market share in cooling systems, with the two largest projects implemented by GLT being the VNG and Viettel Hòa Lạc data centers.*

*We are currently the market leader, and there remains significant room for growth. However, if we do not make determined and continuous efforts to achieve new milestones, we risk losing our leading position in the upcoming competitive landscape. The profit margin for this segment is below 10%. The data center market in Vietnam is expected to boom and receive the strongest investment in the next two years*

+ *Electrical and Automation Systems (ECI): This has been a core area of ITD Group since its early days; however, revenue from this segment has not yet achieved strong performance. If executed well, the profit margin in the automation field can rival that of software outsourcing. Although our current revenue and market presence in this area remain modest, the growth potential is still substantial.*

+ *Intelligent Transportation Systems (ITS): The market extends beyond just expressways—it also includes bus rapid transit systems, railways, and urban transportation. The key challenge lies in how we utilize our limited resources: whether to focus deeply on a few selected solutions*



or to spread resources thinly across multiple areas. The profit margin in this segment is below 10%. Digitalization and Cybersecurity: Recently, the government has placed significant emphasis on this area. Alongside public communications, digital transformation is now being implemented in practice. If we fall behind, we risk losing market share

+ Regarding Capital Requirements: As presented, the company plans to raise capital in 2025 through share issuances, including a stock dividend distribution and a rights offering to existing shareholders. Based on the financial plan for 2025, along with projected revenue, profit, and current resources, this capital plan is considered sufficient. However, we are also ambitious—if the business plan progresses well and favorable opportunities arise, we may call for an extraordinary general meeting to seek approval for an additional share issuance, potentially to strategic investors. From the perspective of both the Board of Directors and management, if any additional issuance is carried out, we will prioritize selecting partners who can bring synergistic value to the company's growth

Shareholder Trần Thái Dương raised the following questions regarding the recovery of VETC receivables:

- (i) Do we have a specific roadmap for recovering this receivable? In which year do we expect to complete the recovery and reverse the provision for doubtful debts?
- (ii) Regarding the impact of the legal dispute with VETC: Given that VETC is a major player in the intelligent transportation infrastructure sector, will this dispute affect our business operations in the future?

→Mr. Nguyễn Ngọc Trung, on behalf of the Presidium, responded as follows: Regarding the recovery of receivables from VETC, an enforcement decision has already been issued, and we have recovered approximately VND 3 billion through several installments. Recently, we have engaged in negotiations with VETC; however, the outcomes have not yet met our expectations. Once there is an official result, we will disclose the information to shareholders in accordance with regulations. Currently, VETC has developed its own independent solution, so in the future, they will no longer need to purchase as much from ITD.

Shareholder Trần Thái Dương raised the following question: Regarding M&A activities, what are the criteria for selecting companies for mergers or acquisitions, and when will we focus on executing these M&A plans? Specifically, for ITD Global, could you please provide further details on the company's purpose and scope of operations, as well as the scale and ITD's ownership percentage in this company?

→Mr. Mai Hoài An, on behalf of the Presidium, responded as follows: With the current structure of the Board of Directors, each member brings strong expertise in one of the company's core business areas. Looking at ITD's historical performance chart, it has not shown much appeal over the years, and we have historically had very limited recurring revenue. In addition to serving on the Board, we are also major shareholders, and we recognize that without breakthrough changes, ITD will continue along the same path as in the past. Our objective is to focus on business areas that generate maintenance revenue and have a high level of recurring income. For ITD Global, our goal is to build a company with revenue in the trillions of VND. In markets such as the U.S., Japan, and the U.K., companies in this field generate significant revenue. Achieving 20–30% growth organically is extremely challenging, which is why M&A is necessary. Our M&A criteria are clear: we will only consider acquisitions



*in the four core business areas and will focus on companies that can contribute directly to our revenue and profit growth.*

Shareholder Nguyễn Quang Nhật raised the following question: Given the high intellectual and technical requirements of the four strategic business areas, how does the Executive Board plan to develop the core human resources for these fields? What are the company's strategies for talent development, training, and recruitment?

*→Mr. Nguyễn Ngọc Trung, on behalf of the Presidium, responded as follows: In the past, ITD had a very strong talent pool, with most personnel coming from top technical universities such as the University of Technology (Bách Khoa), due to the specific nature of our industry. However, in recent years, we have encountered various challenges, as reflected in our financial indicators—revenue, profit—as well as both objective and subjective factors that we are all aware of. We have only recently taken over the management of ITD, and one of the key issues discussed by the Board of Directors is how to rebuild and develop our workforce. We fully understand that human resources are vital to the survival and success of any organization—especially a technology company. In the short term, we are actively recruiting experienced engineers and specialists. We truly believe that human capital is the key to an organization's success.*

❖ Voting ratio:

- ✓ “Approve”: 14.526.406 shares /14.543.006 shares (accounting for 99.89%)
- ✓ “Disapprove”: 0 shares / 14.543.006 shares (accounting for 0%)
- ✓ “Abstain”: 11.500 shares / 14.543.006 shares (accounting for 0.08%)
- ✓ “Invalid votes: 5.100 shares /14.543.006 shares (accounting for 0.04%)

❖ Resolution of Approval:

The General Meeting of Shareholders approved the business plan for 2025 as above.

#### **4. Board of Directors' Operating Report for 2024**

Mr. Mai Hoai An – Chairman of the Board of Directors, on behalf of the Board of Directors, reported on the Board of Directors' activities in 2024.

- In 2024, the Board of Directors consisted of 5 members as elected and chosen and approved by the General Meeting of Shareholders.
- Regarding corporate governance, ITD always upholds the principles of transparency and openness in business operations, fully and correctly complying with legal regulations. The Board of Directors always seriously performs its duties and powers in accordance with the Charter and Internal Regulations on corporate governance.
- The Board of Directors has fully prepared the Corporate Governance Reports and overseen information disclosure in accordance with the regulations of the State Securities Commission (SSC) and Ho Chi Minh Stock Exchange (HOSE), while publicly posting them on the company's website to enhance transparency in governance activities and help shareholders promptly grasp the company's operational status.



❖ Shareholder opinions: none

## **5. Independent Member of the Board of Directors' Operating Report**

Mr. Dinh The Hien – Independent Board Member, reported on the independent Board of Directors' activities in 2024.

- In 2024, the Board of Directors held 8 meetings. The Board of Directors' meetings were convened and conducted with specific schedules and in accordance with meeting organization regulations, and meeting documents were fully sent to all Board members. The contents of the meetings were thoroughly and carefully discussed and evaluated by the Board members to make the best decisions and solutions for the Company. All decisions of the Board of Directors at the meetings were approved by the Board of Directors by majority principle, and meeting minutes were fully prepared and signed by the attending Board members.
- The activities of the Board of Directors were carried out according to the Board of Directors' operational plan for 2024, focusing strictly on the resolutions of the General Meeting of Shareholders and complying with the company's Charter, Internal Regulations on corporate governance, and corporate governance standards; completing most of the programs and action items set forth by the Board of Directors.
- The Board of Directors respects and facilitates the Company's Board of Supervisors to exercise its right to inspect the reasonableness and legality of management and operational activities; seriously assimilating and rectifying shortcomings/deficiencies in management work according to the inspection conclusions of the Board of Supervisors.
- All members of the Board of Directors are highly responsible and professional, clearly defining their assigned responsibilities and exercising caution in fulfilling their roles, rights, and duties to ensure the Company's interests.
- The Board of Directors also facilitates independent members of the Board of Directors to fully exercise their rights and obligations.
- Issues related to business development strategy, establishment of governance systems and corporate culture, and inspection and supervision of business production activities have been regularly reviewed and evaluated by the Board of Directors in periodic meetings.
- The Board of Directors has regularly exchanged and discussed with the Board of Management to promptly direct and support the Board of Management in the Company's operation process, effectively supervising and controlling executive work; participating in developing operational regulations and policies to ensure the harmonious interests of the Company and its shareholders. Concurrently, the Board of Directors directly shared knowledge with the Board of Management to empower resource development and governance work at the Company.

❖ Shareholder opinions: none

## **6. Board of Supervisors's Activity Report for 2024**

Ms. Trinh Thi Thuy Lieu – Head of the Board of Supervisors, on behalf of the Board of Supervisors, reported on the Board of Supervisors's activities for 2024:

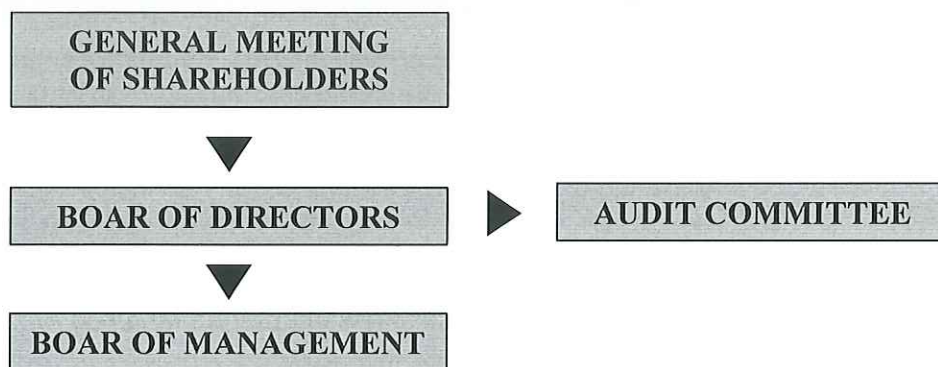
- Conducted appraisal of the 2024 financial statements.
- Comments on the business results for the 2024 fiscal year.
- Comments and evaluation on the company's asset and capital source situation.
- Evaluation of the activities of the Board of Directors, Board of Management.
- Evaluation of the activities of the Board of Supervisors and Supervisors.
- Comments and recommendations from the Board of Supervisors.

❖ Shareholder opinions: none

**7. Proposal to change the company's organizational management structure from a Board of Supervisors to an Audit Committee**

Mr. Mai Hoai An presented according to the Proposal to the General Meeting.

Currently, ITD is organized and operating under Model 1 of the Enterprise Law 2020. With the goal of aligning corporate governance with international common practices, maximizing operational efficiency, and simultaneously enhancing the responsibility and proactiveness of the Board of Directors in organizing control over the Company's business production activities, changing the organizational management and operational model is a necessary choice. Therefore, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the change of the Company's organizational management and operational structure according to Model 2 as stipulated in Point b, Clause 1, Article 137 of the Enterprise Law 2020, including:



❖ Shareholder opinions: none

❖ Voting ratio:

- ✓ “Approve”: 14.519.109 shares /14.543.006 shares (accounting for 99.84%)
- ✓ “Disapprove”: 0 shares / 14.543.006 shares (accounting for 0%)
- ✓ “Abstain”: 18.797 shares / 14.543.006 shares (accounting for 0.13%)
- ✓ “Invalid votes: 5.100 shares /14.543.006 shares (accounting for 0.04%)

❖ Decision approved:



The General Meeting of Shareholders approved the change in the company's organizational management structure from a Board of Supervisors to an Audit Committee as per the proposal.

**8. Amendment and Supplementation of the Company Charter**

Mr. Mai Hoai An presented the company's amended Charter according to the new model stipulated in Point b, Clause 1, Article 137 of the Enterprise Law 2020, which is attached in the Meeting documents.

❖ Shareholder opinions: none

❖ Voting ratio:

✓ “Approve”: 14.519.109 shares /14.543.006 shares (accounting for 99.84%)

✓ “Disapprove”: 0 shares / 14.543.006 shares (accounting for 0%)

✓ “Abstain”: 18.797 shares / 14.543.006 shares (accounting for 0.13%)

✓ “Invalid votes: 5.100 shares /14.543.006 shares (accounting for 0.04%)

❖ Resolution approved:

The General Meeting of Shareholders agreed to approve the amendments and supplements to the Company Charter (Appendix 3 – Full text of "Company Charter")

Authorize the Board of Directors to update the charter capital, company name, and business lines in the Charter after completing the necessary procedures with the competent authorities.

**9. Amendments and supplements to the Internal Regulations on Corporate Governance**

Mr. Mai Hoai An presented the company's amended Internal Regulations on Corporate Governance according to the new model stipulated in Point b, Clause 1, Article 137 of the Enterprise Law 2020, which is attached in the Meeting documents.

❖ Shareholder opinions: None

❖ Voting ratio:

✓ “Approve”: 14.519.109 shares /14.543.006 shares (accounting for 99.84%)

✓ “Disapprove”: 0 shares / 14.543.006 shares (accounting for 0%)

✓ “Abstain”: 18.797 shares / 14.543.006 shares (accounting for 0.13%)

✓ “Invalid votes: 5.100 shares /14.543.006 shares (accounting for 0.04%)

❖ Resolution approved:

The General Meeting of Shareholders agreed to approve the amendments and supplements to the Internal Regulations on Corporate Governance (Appendix 4 - Full text of "Internal Regulations on Corporate Governance")

**10. Authorize the Board of Directors to draft and promulgate the Operating Regulations of the Board of Directors, Operating Regulations of the Audit Committee**



Mr. Mai Hoai An presented the company's Operating Regulations of the Board of Directors and Operating Regulations of the Audit Committee according to the new model stipulated in Point b, Clause 1, Article 137 of the Enterprise Law 2020, which is published on the company's website.

❖ Shareholder opinions: None

❖ Voting ratio:

- ✓ “Approve”: 14.519.109 shares /14.543.006 shares (accounting for 99.84%)
- ✓ “Disapprove”: 0 shares / 14.543.006 shares (accounting for 0%)
- ✓ “Abstain”: 18.797 shares / 14.543.006 shares (accounting for 0.13%)
- ✓ “Invalid votes: 5.100 shares /14.543.006 shares (accounting for 0.04%)

❖ Resolution approved:

The General Meeting of Shareholders agreed to authorize the Board of Directors to draft and promulgate the Operating Regulations of the Board of Directors and Operating Regulations of the Audit Committee according to the new company model.

#### **11. Proposal for dismissal of Board of Supervisors members**

Mr. Mai Hoai An presented the dismissal of the controllers of the Board of Supervisors in accordance with the changed organizational management structure model as follows:

- Dismissal of Ms. Trinh Thi Thuy Lieu - Head of the Board of Supervisors;
- Dismissal of Ms. Do Thi Thu Ha - Supervisor;
- Dismissal of Ms. Tran Thi Thu Tam - Supervisor.

Accordingly, the Board of Directors is assigned to elect the Chairman and members of the Audit Committee in compliance with legal provisions.

❖ Shareholder opinions: None

❖ Voting ratio:

- ✓ “Approve”: 14.530.609 shares /14.543.006 shares (accounting for 99.91%)
- ✓ “Disapprove”: 0 shares / 14.543.006 shares (accounting for 0%)
- ✓ “Abstain”: 7.297 shares / 14.543.006 shares (accounting for 0.05%)
- ✓ “Invalid votes: 5.100 shares /14.543.006 shares (accounting for 0.04%)

❖ Resolution approved:

The General Meeting of Shareholders agreed to approve the dismissal of the Board of Supervisors members in accordance with the changed organizational management structure model as follows:

- Dismissal of Ms. Trinh Thi Thuy Lieu - Head of the Board of Supervisors;
- Dismiss Ms. Do Thi Thu Ha - Supervisor;
- Dismiss Ms. Tran Thi Thu Tam – Supervisor.

Accordingly, assign the Board of Directors to elect the Chairman and members of the Audit Committee meeting legal requirements.

## **12. Proposal to supplement / change business lines**

Mr. Nguyen Huu Dung presented: With the strategic objective of boosting business activities in information technology, cybersecurity, and bidding activities as well as project implementation, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the amendment and supplementation of business lines as per the proposal attached in the Meeting documents.

❖ Shareholder opinions: none

❖ Voting ratio:

✓ “Approve”: 14.537.906 shares /14.543.006 shares (accounting for 99.96%)

✓ “Disapprove”: 0 shares / 14.543.006 shares (accounting for 0%)

✓ “Abstain”: 0 shares / 14.543.006 shares (accounting for 0%)

✓ “Invalid votes: 5.100 shares /14.543.006 shares (accounting for 0.04%)

❖ Resolution Passed:

The GMS agreed to approve the contents of supplementing / changing business lines as per the proposal.

## **13. Authorize the Board of Directors (Audit Committee directly under the Board of Directors) to select an independent auditing firm to audit the Financial Statements for 2025**

Mr. Nguyen Huu Dung presented as per the Meeting Proposal.

❖ Shareholder opinions: none

❖ Voting ratio:

✓ “Approve”: 14.537.906 shares /14.543.006 shares (accounting for 99.96%)

✓ “Disapprove”: 0 shares / 14.543.006 shares (accounting for 0%)

✓ “Abstain”: 0 shares / 14.543.006 shares (accounting for 0%)

✓ “Invalid votes: 5.100 shares /14.543.006 shares (accounting for 0.04%)

❖ Resolution Passed:

The GMS agreed to re-delegate to the Board of Directors (Audit Committee directly under the Board of Directors) to proactively appraise and select an auditing firm to conduct the audit of the financial statements for 2025 of Innovative Technology Development Corporation.

## **14. Proposal to change company name**

Mr. Nguyen Huu Dung presented that to facilitate international transactions, connect with global partners and clients, and align with the long-term development orientation, market



expansion, and sustainable investment attraction, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the change of the Company's name from “Tien Phong” to “ITD”. This name change also contributes to affirming a more professional and easily recognizable image in the international market, moving beyond the purely Vietnamese recognition scope of the current name. The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the change of the Company's name as follows:

NAME BEFORE CHANGE	NAME AFTER CHANGE
<ul style="list-style-type: none"> <li>• Vietnamese Name: <b>INNOVATIVE TECHNOLOGY DEVELOPMENT CORPORATION</b></li> <li>• Foreign Name:</li> <li>• Abbreviated Name:</li> </ul>	<ul style="list-style-type: none"> <li>• Vietnamese Name: <b>ITD CORPORATION</b></li> <li>• Foreign Name: ITD CORPORATION</li> <li>• Abbreviated Name: ITD</li> </ul>

❖ Shareholder opinions:

Shareholder Phùng Nhượng Giang raised the following question: Will the company be changing its logo in the near future

→ Mr. Nguyễn Hữu Dũng, on behalf of the Presidium, responded as follows: The logo will indeed be changed. Over the past period, we have undergone a thorough working process and held numerous meetings to finalize the new logo. The new logo has now been completed. It consists of two elements: one is a symbol representing connection and a forward-looking vision, and the other is the names of the companies. The new logo will be applied across the entire group, including both the parent company and its subsidiaries. We will officially announce the new logo as soon as all related legal procedures are completed.

❖ Voting ratio:

- ✓ “Approve”: 14.526.406 shares / 14.543.006 shares (accounting for 99.89%)
- ✓ “Disapprove”: 11.500 shares / 14.543.006 shares (accounting for 0.08%)
- ✓ “Abstain”: 0 shares / 14.543.006 shares (accounting for 0%)
- ✓ “Invalid votes: 5.100 shares / 14.543.006 shares (accounting for 0.04%)

❖ Resolution Passed:

The GMS agreed to change the company name as follows:

NAME BEFORE CHANGE	NAME AFTER CHANGE
<ul style="list-style-type: none"> <li>• Vietnamese Name: <b>INNOVATIVE TECHNOLOGY DEVELOPMENT CORPORATION</b></li> <li>• Foreign Name:</li> </ul>	<ul style="list-style-type: none"> <li>• Vietnamese Name: ITD CORPORATION</li> <li>• Foreign Name: ITD CORPORATION</li> <li>• Abbreviated Name: ITD</li> </ul>



• Abbreviated Name:

Authorize the Board of Directors to carry out the procedures for registering the change of the Company's name with the competent State authority and disclose information according to current legal regulations. In case of duplication with another registered enterprise name, authorize the Board of Directors to proactively select a similar name and report to the General Meeting at the next annual meeting. The Board of Directors is authorized to delegate to the General Director to perform one or more of the aforementioned tasks.

#### 15. Presenting the plan for issuing shares to existing shareholders

Mr. Nguyen Huu Dung presented according to the Proposal to the General Meeting.

❖ Shareholder opinions: none

❖ Voting ratio:

❖ “Approve”: 14.526.406 shares / 14.543.006 shares (accounting for 99.89%)

❖ “Disapprove”: 0 shares / 14.543.006 shares (accounting for 0 %)

❖ “Abstain”: 11.500 shares / 14.543.006 shares (accounting for 0.08%)

❖ “Invalid votes: 5.100 shares / 14.543.006 shares (accounting for 0.04%)

❖ Resolution adopted:

The General Meeting of Shareholders agreed to approve the plan for issuing shares to existing shareholders as per the proposal.

#### 16. Additional remuneration for the Board of Management in 2024

Mr. Nguyen Huu Dung presented based on the business results of the fiscal year 2024 (01/04/2024 – 31/03/2025), respectfully proposing to the General Meeting to allocate additional remuneration for the Board of Management as follows:

Unit: VND

Indicator	Amount
Consolidated Profit After Tax attributable to Parent Company Shareholders (1)	46,979,656,109
Unestimated extraordinary income items in the plan (2)	17,337,891,904
Consolidated Profit After Tax target attributable to Parent Company Shareholders assigned by the 2024 General Meeting (3)	25,000,000,000
<b>Consolidated Profit After Tax exceeding the plan attributable to Parent Company Shareholders (4 = 1-2-3)</b>	<b>4,641,764,205</b>
Additional Remuneration Rate (5)	5%
Additional Remuneration for the Board of Management (6 = 4*5)	232,088,210

Indicator	Amount
<b>Additional Remuneration for the Board of Management - Rounded</b>	<b>230,000,000</b>

❖ Shareholder opinions: none

❖ Voting ratio:

❖ “Approve”: 14.519.109 shares /14.543.006 shares (accounting for 99.84%)

❖ “Disapprove”: 0 shares / 14.543.006 shares (accounting for 0 %)

❖ “Abstain”: 18.797 shares / 14.543.006 shares (accounting for 0.13%)

❖ “Invalid votes: 5.100 shares /14.543.006 shares (accounting for 0.04%)

❖ Resolution adopted:

- Additional remuneration for the Board of Management based on the business results of the fiscal year 2024 (01/04/2024 – 31/03/2025) is VND 230 Million (In words: Two hundred thirty million VND).
- Source of capital: from undistributed after-tax profit according to the audited financial statements for the fiscal year ending 31/03/2025.
- Authorize the Board of Directors to evaluate the contribution level of the Board of Management members as a basis for receiving additional remuneration based on business results.

## **17. Adjusting additional remuneration based on business results**

Mr. Nguyen Huu Dung presented the adjustment of additional remuneration based on business results as per the Proposal to the General Meeting.

❖ Shareholder opinions:

Shareholder Phùng Nhung Giang raised the following question: "Is this mechanism based on the regulations of the Securities Commission, or what is the basis for it?"

→Mr. Nguyễn Hữu Dũng, on behalf of the Presidium, responded: The company's mechanism is based on references from several large listed companies such as VNM, REE, and others.

Shareholder Trần Thái Dương raised the following question: Which year's ROE are you referring to—the previous year or another year?

→Mr. Nguyễn Hữu Dũng responded: It refers to the ROE of the fiscal year (from April 1 to March 31 annually)

❖ Voting ratio:

❖ “Approve”: 14.519.109 shares /14.543.006 shares (accounting for 99.84%)

❖ “Disapprove”: 0 shares / 14.543.006 shares (accounting for 0 %)

❖ “Abstain”: 18.797 shares / 14.543.006 shares (accounting for 0.13%)

❖ “Invalid votes: 5.100 shares /14.543.006 shares (accounting for 0.04%)

❖ Resolution adopted:



Agreed to adjust additional remuneration based on business results, effective from fiscal year 2025 (from 01/04/2025) as follows:

Additional remuneration based on business results:

- Additional remuneration fund for the Board of Directors and Board of Management of Innovative Technology Development Corporation and its member companies:
  - o Maximum 10% of the after-tax profit exceeding ROE from 12% to 17%.
  - o Maximum 20% of the after-tax profit exceeding ROE from 17%.
- Authorize the Chairman of the Board of Directors to consider and decide on the bonus level, form of bonus, and specific bonus plan.

**18. Approving the resignation letter of Mr. Nguyen Vinh Thuan as a member of the Board of Directors**

Mr. Mai Hoai An presented: Mr. Nguyen Vinh Thuan submitted a resignation letter as a member of the Board of Directors on 17/06/2025.

❖ Shareholder opinions: none

❖ Voting ratio:

❖ “Approve”: 14.537.906 shares /14.543.006 shares (accounting for 99.96%)

❖ “Disapprove”: 0 shares / 14.543.006 shares (accounting for 0 %)

❖ “Abstain”: 0 shares / 14.543.006 shares (accounting for 0%)

❖ “Invalid votes: 5.100 shares /14.543.006 shares (accounting for 0.04%)

❖ Resolution approved:

The GMS approved the resignation letter of Mr. Nguyen Vinh Thuan as a member of the Board of Directors effective from 26/06/2025.

**19. Electing an additional member to the Board of Directors for the 2024-2028 term**

Mr. Mai Hoai An presented the nomination letter submitted to the company as follows: The shareholder group comprising Trinh Duc Thinh, Luong Quoc Binh, Ngo Thi Quynh Giao (holding 11.8%) nominated Mr. Vo Xuan Vinh.

Thus: The list of non-independent Board of Directors candidates will include 01 candidate, Mr. Vo Xuan Vinh.

At the General Meeting, the Board of Directors candidate introduced himself/herself and committed to actively contribute, utilizing his/her qualifications and experience to enhance the company's business performance.

❖ Shareholder opinions: None

❖ Voting results for electing an additional member to the Board of Directors for the 2024-2028 term:



- ❖ “Approve”: 14.537.906 shares /14.543.006 shares (accounting for 99.96%)
- ❖ “Disapprove”: 0 shares / 14.543.006 shares (accounting for 0 %)
- ❖ “Abstain”: 0 shares / 14.543.006 shares (accounting for 0%)
- ❖ “Invalid votes: 5.100 shares /14.543.006 shares (accounting for 0.04%)
- ❖ Voting results for the list of Board of Directors candidates:
  - ❖ “Approve”: 14.537.906 shares /14.543.006 shares (accounting for 99.96%)
  - ❖ “Disapprove”: 0 shares / 14.543.006 shares (accounting for 0 %)
  - ❖ “Abstain”: 0 shares / 14.543.006 shares (accounting for 0%)
  - ❖ “Invalid votes: 5.100 shares /14.543.006 shares (accounting for 0.04%)
- ❖ Election results:
  - ✓ Total votes for Board of Directors members: 14.543.006 votes, with the number of votes for Board of Directors candidates as follows:
    - Mr. Vo Xuan Vinh has 14.537.906 votes
- ❖ Resolution approved: Mr. Vo Xuan Vinh is added to the Board of Directors for the 2024-2028 term, whereby the members of the Board of Directors for the 2024-2028 term include:
  - Mr. Mai Hoai An
  - Mr. Nguyen Ngoc Trung
  - Mr. Nguyen Huu Dung
  - Mr. Dinh The Hien
  - Mr. Vo Xuan Vinh

#### **IV. Approval of the Draft Resolution of the 2025 Annual General Meeting of Shareholders**

- Mr. Mai Hoai An, Chairman of the General Meeting, read the Minutes of the Meeting and the Resolution of the 2025 Annual General Meeting of Shareholders, which records the contents agreed upon by the GMS at the meeting.
- The GMS approved the contents of the Minutes and the Resolution of the 2025 Annual General Meeting of Shareholders, with an approval rate of: 99.84%.
- The Minutes were prepared at 05:00 P.M. on 26/06/2025, and the General Meeting concluded at 05:00 P.M. on the same day.

#### **Confirmation of Minutes Content**

**Secretary**



**Nguyen Mong Phuong Kieu**

**Chairman**



**Mai Hoai An**



## Innovative Technology Development Corporation

### VOTING AND ELECTION RESULTS OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Number of shareholders attending:

21

Number of shares attended:

14,543,006

PARTICIPATION RATE:  
59,45%

#### A. VOTING RESULTS

Name of the plan	Number of votes	Voting percentage (%)
<b>1. 2025 Meeting Agenda and Voting Procedures for reports, proposals, and election of Board of Directors members at the 2025 Meeting</b>		
Approve	14,537,906	99,96
Disapprove	0	0.00
Abstain	0	0.00
Invalid votes	5,100	0,04
<b>Total</b>	<b>14,543,006</b>	<b>100</b>
<b>2. Report on 2024 Business Results</b>		
Approve	14,530,609	99,91
Disapprove	0	0.00
Abstain	7,297	0,05
Invalid votes	5,100	0,04
<b>Total</b>	<b>14,543,006</b>	<b>100</b>
<b>3. Fund Utilization and Appropriation</b>		
Approve	14,530,609	99,91
Disapprove	0.00	0.00
Abstain	7,297	0,05
Invalid votes	5,100	0,04
<b>Total</b>	<b>14,543,006</b>	<b>100</b>
<b>4. Dividends in 2024</b>		
Approve	14,526,406	99,89
Disapprove	0	0.00
Abstain	11,500	0,08
Invalid votes	5,100	0,04
<b>Total</b>	<b>14,543,006</b>	<b>100</b>



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# Innovative Technology Development Corporation

## VOTING AND ELECTION RESULTS OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Number of shareholders  
attending:

21

Number of shares  
attended:

14,543,006

PARTICIPATION RATE:  
59,45%

### 5. Business plan for 2025, expected dividend rate for 2025

Approve	14,526,406	99,89
Disapprove	0	0.00
Abstain	11,500	0,08
Invalid votes	5,100	0,04
<b>Total</b>	<b>14,543,006</b>	<b>100</b>

### 6. Proposal to change the company's organizational management structure from a Board of Supervisors to an Audit Committee

Approve	14,519,109	99,84
Disapprove	0	0,00
Abstain	18,797	0,13
Invalid votes	5,100	0,04
<b>Total</b>	<b>14,543,006</b>	<b>100</b>

### 7. Amendment and Supplementation of the Company Charter

Approve	14,519,109	99,84
Disapprove	0	0.00
Abstain	18,797	0,13
Invalid votes	5,100	0,04
<b>Total</b>	<b>14,543,006</b>	<b>0.00</b>

### 8. Amendments and supplements to the Internal Regulations on Corporate Governance

Approve	14,519,109	99,84
Disapprove	0	0.00
Abstain	18,797	0,13
Invalid votes	5,100	0,04
<b>Total</b>	<b>14,543,006</b>	<b>100</b>

*Handwritten signatures and initials*



## VOTING AND ELECTION RESULTS OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Number of shareholders attending: 21      Number of shares attended: 14,543,006      PARTICIPATION RATE: 59,45%

<b>9. Authorize the Board of Directors to draft and promulgate the Operating Regulations of the Board of Directors, Operating Regulations of the Audit Committee</b>		
Approve	14,519,109	99,84
Disapprove	0	0.00
Abstain	18,797	0,13
Invalid votes	5,100	0,04
<b>Total</b>	<b>14,543,006</b>	<b>100</b>
<b>10. Proposal for dismissal of Board of Supervisors members</b>		
Approve	14,530,609	99,91
Disapprove	0	0.00
Abstain	7,297	0,05
Invalid votes	5,100	0,04
<b>Total</b>	<b>14,543,006</b>	<b>100</b>
<b>11. Proposal to supplement / change business lines</b>		
Approve	14,537,906	99,96
Disapprove	0	0.00
Abstain	0	0,00
Invalid votes	5,100	0,04
<b>Total</b>	<b>14,543,006</b>	<b>100</b>
<b>12. Authorize the Board of Directors (Audit Committee directly under the Board of Directors) to select an independent auditing firm to audit the Financial Statements for 2025</b>		
Approve	14,537,906	99,96
Disapprove	0	0.00
Abstain	0	0,00
Invalid votes	5,100	0,04
<b>Total</b>	<b>14,543,006</b>	<b>100</b>

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## Innovative Technology Development Corporation

### VOTING AND ELECTION RESULTS OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Number of shareholders attending: **21**      Number of shares attended: **14,543,006**      PARTICIPATION RATE: **59,45%**

<b>13. Proposal to change company name</b>		
Approve	14,526,406	99,89
Disapprove	11,500	0.00
Abstain	0,00	0,08
Invalid votes	5,100	0,04
<b>Total</b>	<b>14,543,006</b>	<b>100</b>
<b>14. Presenting the plan for issuing shares to existing shareholders</b>		
Approve	14,526,406	99,89
Disapprove	0	0.00
Abstain	11,500	0,08
Invalid votes	5,100	0,04
<b>Total</b>	<b>14,543,006</b>	<b>100</b>
<b>15. Additional remuneration for the Board of Management in 2024</b>		
Approve	14,519,109	99,84
Disapprove	0	0,00
Abstain	18,797	0,13
Invalid votes	5,100	0,04
<b>Total</b>	<b>14,543,006</b>	<b>100</b>
<b>16. Adjusting additional remuneration based on business results</b>		
Approve	14,519,109	99,84
Disapprove	0	0,00
Abstain	18,797	0,13
Invalid votes	5,100	0,04
<b>Total</b>	<b>14,543,006</b>	<b>100</b>
<b>17. Approving the resignation letter of Mr. Nguyen Vinh Thuan as a member of the Board of Directors</b>		
Approve	14,537,906	99,96
Disapprove	0	0,00
Abstain	0	0,00
Invalid votes	5,100	0,04
<b>Total</b>	<b>14,543,006</b>	<b>100</b>

*Handwritten signature/initials in blue ink.*




## VOTING AND ELECTION RESULTS OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS


Number of shareholders attending: 21      Number of shares attended: 14,543,006      PARTICIPATION RATE: 59,45%

18. Electing an additional member to the Board of Directors for the 2024-2028 term		
Approve	14,537,906	99,96
Disapprove	0	0,00
Abstain	0	0,00
Invalid votes	5,100	0,04
<b>Total</b>	<b>14,543,006</b>	<b>100</b>
19. Through the list of candidates nominated for the Board of Directors		
Approve	14,526,406	99,89
Disapprove	0	0,00
Abstain	11,500	0,08
Invalid votes	5,100	0,04
<b>Total</b>	<b>14,543,006</b>	<b>100</b>
20. Approval of the Draft Resolution of the 2025 Annual General Meeting of Shareholders		
Approve	14,519,109	99,84
Disapprove	0	0,00
Abstain	18,797	0,13
Invalid votes	5,100	0,04
<b>Total</b>	<b>14,543,006</b>	<b>100</b>

### B. ELECTION RESULTS

Board of directors election results (Number of members: 1, Maximum number of votes: 14.543.006)		
CANDIDATE NAME	Number of votes	Voting Rate
Mr Vo Xuan Vinh	14,537,906	99,96
<b>Total</b>	<b>14,537,906</b>	

  
Vu Thi Nui

  
Nguyễn Thị Hồng Tham

  
Trần Thị Hương Nhu



## RESOLUTION

### ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

- Pursuant to Law on Enterprises No. 59/2020/QH14 passed by the National Assembly;
- Pursuant to the current Charter of Innovative Technology Development Corporation;
- Pursuant to the company's business results in 2024;
- Pursuant to the Minutes of the Annual General Meeting of Shareholders 2025 of the company on 26/06/2025;

### GENERAL MEETING OF SHAREHOLDERS OF INNOVATIVE TECHNOLOGY DEVELOPMENT CORPORATION

#### RESOLVES

**Article 1.** Approve the Consolidated Financial Statements for 2024.

Items	Unit	Plan	Actual	Ratio
Consolidated Net Revenue	VND Million	750,000	751,854	100.2%
Consolidated After-tax Profit attributable to Parent Company's Shareholders	VND Million	25,000	46,980	187.9%
Basic EPS per share	VND/share	1,000	1,841	184.1%

**Article 2.** Approve the appropriation and use of the bonus and welfare fund from 2024 profits as follows:

Unit: VND Million

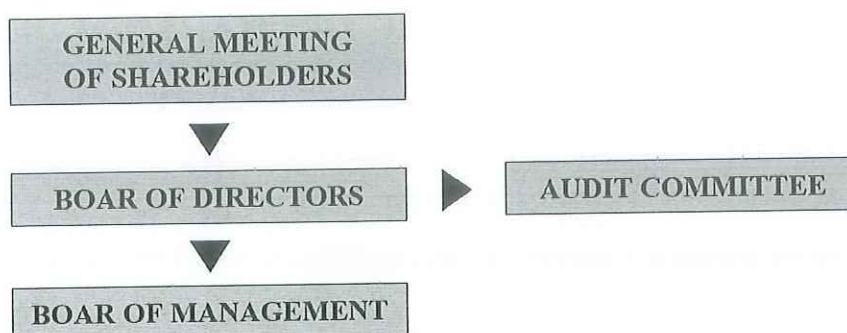
Items	Amount
Beginning balance (as of 01/04/2024)	666
Provision during the period	1,420
Utilized during the period	(281)
<b>Ending balance (as of 31/03/2025)</b>	<b>1,805</b>

**Article 3.** Approve the dividend payment for 2024 according to Appendix 1 - Issuance Plan.

**Article 4.** Decide on the company's financial year plan for 2025 with the following financial targets:

Items	Plan
Consolidated Net Revenue	VND 1,000 Billion
Consolidated After-tax Profit attributable to Parent Company's Shareholders	VND 40 Billion
Expected Dividend for 2025	10%

**Article 5.** Approve the change in the company's management organizational structure from the Board of Supervisors to the Audit Committee, whereby the company's organizational chart is as follows:



**Article 6.** Approve the amendment and supplementation of the company's Charter (Appendix 3 – Full text of "Company Charter")

It was unanimously agreed to authorize the Board of Directors to update the charter capital, company name, and business lines in the Charter after completing the necessary procedures with the competent authorities

**Article 7.** Approve the amendment and supplementation of the Internal Regulations on Corporate Governance (Appendix 4 - Full text of "Internal Regulations on Corporate Governance")

**Article 8.** Authorize the Board of Directors to draft and issue the Operating Regulations of the Board of Directors and the Operating Regulations of the Audit Committee.

**Article 9.** Approve the dismissal of the members of the Board of Supervisors in accordance with the changed management organizational structure as follows:

- Dismiss Ms. Trinh Thi Thuy Lieu - Head of the Board of Supervisors;
- Dismiss Ms. Do Thi Thu Ha - Supervisor;
- Dismiss Ms. Tran Thi Thu Tam – Supervisor

Accordingly, assign the Board of Directors to elect the Chairman and members of the Audit Committee in compliance with legal provisions.

**Article 10.** Approve the additional / changed business lines according to Appendix 2.

**Article 11.** Approve authorizing the Board of Directors (Audit Committee under the Board of Directors) to proactively appraise and select an auditing firm to audit the company's financial statements for 2025.

**Article 12.** Approve the change of the company name as follows:

NAME BEFORE CHANGE	NAME AFTER CHANGE
<ul style="list-style-type: none"> <li>• <b>Vietnamese name:</b> INNOVATIVE TECHNOLOGY DEVELOPMENT CORPORATION</li> <li>• <b>Foreign name:</b></li> <li>• <b>Abbreviated name:</b></li> </ul>	<ul style="list-style-type: none"> <li>• <b>Vietnamese name:</b> ITD TECHNOLOGY JOINT STOCK COMPANY</li> <li>• <b>Foreign name:</b> ITD CORPORATION</li> <li>• <b>Abbreviated name:</b> ITD</li> </ul>



Authorize the Board of Directors to carry out the procedures for registering the change of the Company's name with the competent state agency and disclose information in accordance with current legal provisions. In case of duplication with another registered enterprise name, authorize the Board of Directors to proactively select a similar name and report to the General Meeting at the next annual meeting. The Board of Directors is authorized to delegate to the General Director to perform one or more of the aforementioned tasks.

**Article 13.** Approve the plan for issuing shares to existing shareholders according to Appendix 1 - Issuance Plan.

**Article 14.** Approve the total additional remuneration for the Board of Management based on the business results of the fiscal year 2024 (01/04/2024 – 31/03/2025) of 230,000,000 VND (*In words: Two hundred thirty million VND*).

Source of capital: from undistributed after-tax profit according to the audited financial statements for the fiscal year ending 31/03/2025.

Authorize the Board of Directors to evaluate the contribution level of the members of the Board of Management as a basis for receiving additional remuneration based on business performance.

**Article 15.** Approve the adjustment of additional remuneration based on business performance, applicable from fiscal year 2025 (from 01/04/2025) as follows:

Additional remuneration based on business performance:

- Additional remuneration fund for the Board of Directors and Board of Management of Innovative Technology Development Corporation and its member companies:
  - o Maximum 10% of the after-tax profit exceeding ROE from 12% to 17%.
  - o Maximum 20% of the after-tax profit exceeding ROE from 17%.
- Authorize the Chairman of the Board of Directors to consider and decide on the bonus level, bonus form, and specific bonus plan.



**Article 16.** Approve the resignation letter of Mr. Nguyen Vinh Thuan as a member of the Board of Directors, effective from 26/06/2025.

**Article 17.** Approve the addition of Mr. Vo Xuan Vinh to the Board of Directors for the 2024-2028 term, accordingly, the members of the Board of Directors for the 2024-2028 term include:

- o Mr. Mai Hoai An
- o Mr. Nguyen Ngoc Trung
- o Mr. Nguyen Huu Dung
- o Mr. Dinh The Hien
- o Mr. Vo Xuan Vinh

**Article 18.** The Board of Directors and the General Director are responsible for implementing the contents of this Resolution.

**Article 19.** This Resolution is effective from the date of signing.

*Ho Chi Minh City, June 26, 2025*

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

**Chairman**



**MAI HOAI AN**



Ho Chi Minh City, day 26 month 06 year 2025



## PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS

*(Re: Amendment and supplementation of business lines)*

**To: Esteemed Shareholders of Innovative Technology Development Corporation**

- Pursuant to the Charter of Innovative Technology Development Corporation (ITD);
- Based on the Company's current operational status;

With the strategic objective of strengthening business activities in the fields of information technology, cybersecurity, bidding, and project implementation, the Board of Directors respectfully submits this proposal to the General Meeting of Shareholders for consideration and approval of the amendments and supplementation of the Company's business lines as follows:

### 1. Amendment of current business lines:

No.	(Code) Current Registered Business Activities	(Code) Amended and Supplemented Registered Business Activities
(1)	(2)	(3)
1	Industry code: 4610 Agency, Brokerage, and Auction Details: Goods consignment agency. Wholesale and retail of goods. Commercial brokerage.	Industry code: 4610 Goods Agency, Brokerage, and Auction Details: Goods consignment agency. Wholesale and retail of goods. Commercial brokerage (Excluding: Tobacco, cigars, books, newspapers and magazines, recorded materials, precious metals and gems, pharmaceuticals, explosives, crude oil and refined oil, rice, sugarcane sugar and beet sugar).
2	Industry code: 4651 Wholesale of computers, peripherals, and software Details: Software sales.	Industry code: 4651 Wholesale of computers, peripherals, and software Details: Software sales (Excluding software and hardware products, electronic goods that are recorded materials in any format)
3	Industry code: 4652 Wholesale of electronic and telecommunication equipment and components Details: Sale of materials, machinery, spare parts, and components of IT	Industry code: 4652 Wholesale of electronic and telecommunication equipment and components Details: Sale of materials, machinery, spare parts, and components of IT equipment,

	equipment, electronics. Sale of telecommunication equipment (coaxial cables, antennas for microwave transmission equipment, broadcasting antennas, and associated accessories). Sale of telephone switchboards. Sale of IT solutions and equipment. Sale of anti-corrosion materials, electrical system equipment, and HVAC equipment.	electronics. Sale of telecommunication equipment (coaxial cables, antennas for microwave transmission equipment, broadcasting antennas, and associated accessories). Sale of telephone switchboards. Sale of IT solutions and equipment. Sale of anti-corrosion materials, electrical system equipment, and HVAC equipment (Excluding software and hardware products, electronic goods that are recorded materials in any format)
4	Industry code: 4663 Wholesale of other construction materials and installation equipment Details: Sale of materials, machinery, spare parts, and components for the construction industry, lightning protection equipment.	Industry code: 4663 Wholesale of other construction materials and installation equipment Details: Sale of materials, machinery, spare parts, and components for the construction industry, lightning protection equipment. (Excluding software and hardware products, electronic goods that are recorded materials in any format)
5	Industry code: 4669 Wholesale of other specialized business not classified elsewhere Details: Wholesale of industrial chemicals: aniline, printing ink, essential oils, industrial gases, chemical adhesives, dyes, synthetic resins, methanol, paraffin, perfumes and flavorings, soda, industrial salt, acids, and sulfur, etc.	Industry code: 4669 Wholesale of other specialized business not classified elsewhere Details: Wholesale of industrial chemicals: aniline, printing ink, essential oils, industrial gases, chemical adhesives, dyes, synthetic resins, methanol, paraffin, perfumes and flavorings, soda, industrial salt, acids, and sulfur, etc. (Excluding: Tobacco, cigars, books, newspapers and magazines, recorded materials, precious metals and gems, pharmaceuticals, explosives, crude oil and refined oil, rice, sugarcane sugar and beet sugar).
6	Industry code: 4741 Retail of computers, peripherals, software, and telecommunications equipment in specialized stores Details: Sale of materials, machinery, spare parts, and components for consumer goods.	Industry code: 4741 Retail of computers, peripherals, software, and telecommunications equipment in specialized stores etails: Sale of materials, machinery, spare parts, and components for consumer goods (Excluding software and hardware products, electronic goods that are recorded materials in any format)
7	Industry code: 6810 Real estate business, land use rights	Industry code: 6810 Real estate business, land use rights owned,



	owned, used, or leased Details: Real estate business with ownership or leasing rights.	used, or leased Details: Real estate business with ownership or leasing rights (Excluding investment in infrastructure for cemeteries and graveyards for land use rights transfer with related infrastructure)
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2. Supplementation of business lines:

No.	Industry code (According to the Vietnam Standard Industrial Classification)	Industry name
1	6209	<p><b><i>Currently registered: Information technology services and other services related to computers</i></b></p> <p><b><i>Details: Computer troubleshooting and software installation</i></b></p> <p>Amended and additional details: Details: Providing specialized information system solutions; consulting, analysis, planning, classification, and design in the field of information technology; System integration, test runs, application management services, updates, cybersecurity; Design, hosting, and maintenance of electronic information websites; Warranty, maintenance, and assurance of network and information security; Administration, warranty, and maintenance services for software and information systems; Installation of internal network cabling systems; Installation of computer hardware and software; Trading in cybersecurity products and services (in accordance with Article 40 of the Cybersecurity Law 2015)</p> <p>(Excluding software and hardware products, and electronic products containing recorded media on any material)</p>
2	6311	Data processing, hosting and related activities
3	6312	Web portal: Developing and maintaining electronic and web information technology
5	6399	Other information services not yet classified. All services not included in other specific categories.
6	4690	<p>General wholesale trade. Details: Import and export of goods traded by the company</p> <p>(Excluding: Tobacco and cigars, books, newspapers and magazines, recorded media items, precious metals and gemstones, pharmaceuticals, explosives, crude oil and refined oil products, rice, cane sugar, and beet sugar.).</p>

No.	Industry code (According to the Vietnam Standard Industrial Classification)	Industry name
7	7212	Scientific research and technological development activities in the field of natural sciences and technology
8	9512	Repair of telecommunications equipment
9	9521	Repair of household electronic equipment
10	4329	Other building installation
11	4322	Installation of water supply, drainage, heating and air conditioning systems
12	7730	Rental of machinery, equipment and tangible assets without operator
13	9511	Repair of computers and peripheral equipment
14	2591	Forging, pressing, stamping and powder metallurgy
15	2511	Manufacture of metal structures
16	2670	Manufacture of optical instruments and equipment
17	2640	Manufacture of consumer electronics
18	2651	Manufacture of measuring, testing, navigation and control equipment
19	2710	Manufacture of electric motors, generators, transformers, distribution equipment and control equipment
20	2731	Manufacture of cables, fiber optic cables
21	2732	Manufacture of other electronic wires, cables and electronics
22	2790	Manufacture of other electrical equipment; electric motors, traffic lights, etc.
23	2814	Manufacture of gears, gearboxes, drives and motion control components
24	2610	Manufacture of electronic components
25	2620	Manufacture of computers and computer peripheral equipment
26	2630	Manufacture of communication equipment



No.	Industry code (According to the Vietnam Standard Industrial Classification)	Industry name
27	3313	Repair of electronic and optical equipment
28	3314	Repair of electrical equipment
29	7020	Management consulting activities
30	5225	Support services directly for road transport
31	5820	Software publishing
32	7710	Rental of motor vehicles

The addition of the above business lines, once approved by the General Meeting of Shareholders, will be updated and reflected in the Company's Charter and Enterprise Registration Certificate.

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

**O/B. BOARD OF DIRECTORS  
CHAIRMAN**

**MAI HOAI AN**

Ho Chi Minh City, day ... month .... year 2025

## PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS

*(Re: Approval of the plan for share issuance to increase charter capital in 2025)*

**To: Esteemed Shareholders of Innovative Technology Development Corporation**

- Pursuant to the Law on Securities No. 54/2019/QH14 promulgated by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to Law No. 56/2024/QH15 dated November 29, 2024, issued by the National Assembly amending and supplementing certain articles of the Securities Law No. 54/2019/QH14;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law;
- Pursuant to Circular No. 118/2020/TT-BTC issued by the Ministry of Finance on December 31, 2020, guiding several contents on offering, issuing securities, public tender offers, share repurchase, public company registration, and revocation of public company status;
- Pursuant to the Charter of Innovative Technology Development Corporation;
- Pursuant to The Company's business performance and capital needs.

The Board of Directors of Innovative Technology Development Corporation hereby submits to the General Meeting of Shareholders for approval the Plan for share issuance to increase charter capital in 2025, with the following details:

### **I. Overview of the 2025 share issuance plan:**

- Stock name: Shares of Innovative Technology Development Corporation
- Stock code: ITD
- Listed exchange: HOSE
- Type of shares: Common shares
- Par value per share: 10,000 VND/share
- Current charter capital: 245,335,910,000 VND
- Total shares issued: 24,533,591 shares



- Outstanding shares before the offering: 24,461,403 shares
- Treasury shares: 72,188 shares
- Expected number of shares to be issued: 9,564,408 shares, including:
  - ✓ Phase 1: Dividend payment in shares for 2024: 1,712,298 shares (corresponding to the entitlement ratio of 100:7)
  - ✓ Phase 2: Offering to existing shareholders via rights offering: 7,852,110 shares (corresponding to the entitlement ratio of 10:3, based on the number of shares outstanding after Phase 1).
- Total par value of shares to be issued: 95,644,080,000 VND
- Expected charter capital after issuance: 340,979,990,000 VND
- Planned implementation period: Expected within the 2025 fiscal year (no later than March 31, 2026). The exact timing will be determined by the Board of Directors based on approval from the competent State regulatory authorities and in alignment with market conditions.

## **II. Specific share issuance plan:**

### **1. Phase 1: Issuance of shares for 2024 dividend payment:**

- Expected number of shares to be issued: 1,712,298 shares
- Total expected par value of issued shares: 17,122,980,000 VND *(In words: Seventeen billion, one hundred twenty-two million, nine hundred eighty thousand Vietnamese Dong).*
- Issuance method: Issuance of shares to pay 2024 dividends.
- Target recipients: Existing shareholders whose names appear on the shareholder list on the record date for exercising the right to receive dividends in shares.
- Source of issuance: From undistributed after-tax profits according to the audited consolidated financial statements for the fiscal year ending March 31, 2025.
- Exercise ratio: 100:7. On the record date, a shareholder owning 100 shares will receive 07 additional new shares.
- Transferability: The right to receive the new shares is non-transferable. However, the newly issued shares are not subject to any transfer restrictions.
- Treatment of fractional shares: The number of dividend shares will be rounded down to the nearest whole number. Any fractional shares (if any) will be canceled.

*Example: Shareholder Nguyen Van A owns 3,520 shares on the record date. At the issuance ratio of 100:7, shareholder A will be entitled to  $(3,520 \times 7 / 100 = 246.4)$  new shares. Based on the rounding rule, shareholder A will receive 246 new shares. The remaining 0.4 fractional share will be canceled.*

- Compliance with foreign ownership limits: The Board of Directors is authorized to approve and implement a plan to ensure the share issuance complies with applicable regulations on foreign ownership limits.

- Expected issuance timeline: Within the 2025 fiscal year (no later than March 31, 2026). The specific issuance date shall be determined by the Board of Directors after obtaining necessary approvals from the competent state authorities.

## **2. Phase 2: Offering of shares to existing shareholders via rights offering**

- Expected charter capital after completion of Phase 1: 262,458,890,000 VND
- Expected outstanding shares after Phase 1 issuance: 26,173,701 shares
- Expected number of shares to be offered in Phase 2: Up to 7,852,110 shares

*The General Meeting of Shareholders authorizes the Board of Directors (BoD) to determine the actual number of shares to be offered based on the actual number of outstanding shares at the time of issuance, ensuring the exercise ratio of 10:3 based on the number of outstanding shares at that time.*

- Total par value of shares expected to be offered: 78,521,100,000 VND (*In words: Seventy-eight billion, five hundred twenty-one million, one hundred thousand Vietnamese Dong*).
- Offering price and pricing principle: The BOD is authorized to determine the pricing principles and specific offering price, ensuring it is not lower than the par value of 10,000 VND per share.
- Exercise ratio: 10:3. On the record date, each shareholder holding 01 share will receive 01 right, and every 10 rights entitle the holder to purchase 3 newly issued shares.
- Offering method: Rights offering to existing shareholders.
- Target recipients: Existing shareholders whose names appear on the list of shareholders on the record date for exercising the purchase rights.
- Transferability of purchase rights: Shareholders on the record date have the right to transfer their purchase rights to others during the specified period. Rights may only be transferred once. The transferee may not transfer the rights again. Both parties must negotiate the transfer price, handle payment, and comply with relevant transfer regulations.
- Treatment of fractional shares: The number of shares offered to existing shareholders will be rounded down to the nearest whole number.

*Example: Shareholder Nguyen Van A owns 3,525 shares on the record date, equivalent to 3,525 rights. With an exercise ratio of 10:3, shareholder A is entitled to purchase  $(3,525 * 3 / 10 = 1,057.5)$  shares. Based on rounding rules, A may purchase 1,057 new shares.*

- Treatment of fractional shares and unsold shares (if any):
  - ✓ Shares not subscribed by existing shareholders and/or declined and/or unpaid by the subscription deadline, as well as any fractional shares, will be re-offered to other parties at a price not lower and under conditions not more favorable than those offered to existing shareholders.
  - ✓ The General Meeting of Shareholders authorizes the BoD to identify and select investors to subscribe to unsold and fractional shares, ensuring compliance with Article 42 of Decree No. 155/2020/ND-CP dated December 31, 2020, and other applicable laws.





- ✓ The BoD may request the State Securities Commission of Vietnam (SSC) for an extension of the offering period if necessary.

If there are still unsold shares at the end of the statutory (or extended) offering period, those shares will be canceled and the BoD will decide to conclude the offering round.

- Transfer restrictions:

- ✓ Shares offered to existing shareholders are not subject to transfer restrictions.
- ✓ Shares arising from re-offering of fractional or unsubscribed shares to outside investors will be subject to a one-year lock-up period from the completion date of the offering.

- Plan for use of proceeds from the share offering:

Total expected proceeds from the offering are a minimum of 78,521,100,000 VND, based on the minimum offering price of VND 10,000 per share.

The entire proceeds from the offering will be allocated to expanding the Company's business operations with the following specific purposes:

No.	Purpose	Amount
1	Raise Innovative Technology Development Corporation's ownership ratio in Global Electrical Technology Corporation	30,000,000,000 VND
2	Contribute capital to establish/increase the charter capital of ITD Global Joint Stock Company	48,521,100,000 VND
<b>Total</b>		<b>78,521,100,000 VND</b>

The General Meeting of Shareholders authorizes the BOD to develop a detailed capital utilization plan and to make adjustments and allocate the proceeds from the offering to the above purposes in accordance with actual conditions and the Company's development plans.

- Plan to cover any capital shortfall from the offering: In the event the registered number of shares is not fully subscribed as expected, the remaining unsubscribed shares will be canceled, and the BOD will issue a resolution to close the offering. If the capital raised is lower than expected, the BOD may consider supplementing the shortfall through alternative fundraising methods such as loans from credit institutions or borrowing from other organizations/individuals in accordance with applicable laws.
- Compliance with foreign ownership limits: The General Meeting of Shareholders authorizes the BOD to approve and implement a plan to ensure the offering complies with regulations on foreign ownership limits.
- Expected timing of issuance: Within the 2025 fiscal year (before March 31, 2026), after the completion of Phase 1. The specific timeline will be decided by the BOD upon receiving approval from the competent state authorities.

### III. Registration for additional depository and listing

All shares actually issued after the completion of the offering will be registered for additional depository with the Vietnam Securities Depository and Clearing Corporation (VSDC) and registered for additional listing on the Ho Chi Minh Stock Exchange (HSX) in accordance with applicable laws and regulations.

**IV. The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the authorization to the BOD to carry out tasks related to the share issuance**

- Deciding and selecting the appropriate time and relevant milestones to implement the share issuance plan.
- Determining the actual number of shares to be offered in Phase 2 based on the rights offering ratio (offering to existing shareholders) and the number of outstanding shares at the time of implementation.
- Determining the offering price for existing shareholders appropriate to market conditions at the time of the offering.
- Deciding on the handling method and selecting investors to continue the distribution of unsubscribed shares and fractional shares (if any), ensuring compliance with Article 42 of Decree No. 155/2020/ND-CP dated December 31, 2020.
- Handling fractional shares and unsubscribed shares;
- To determine the detailed capital utilization plan and proactively adjust the use of proceeds, the disbursement schedule, and capital usage purposes when necessary and in accordance with the Company's actual situation.
- In case of necessity, the Board of Directors (BoD) shall have the authority to adjust, amend, supplement, or finalize the share issuance plan (including items not specified in this current plan) as required by competent State regulatory authorities to ensure the legality and compliance of the Company's share issuance.
- To approve a plan to ensure that the share issuance complies with regulations on foreign ownership limits.
- To implement all necessary procedures to complete the share issuance in accordance with applicable laws and regulations.
- To carry out procedures for amending the Enterprise Registration Certificate with the Ho Chi Minh City Department of Planning and Investment after the completion of the share issuance.
- To amend and supplement the Company's Charter to reflect the increase in charter capital resulting from the share issuance;
- To register additional depository of the newly issued shares with the Vietnam Securities Depository and Clearing Corporation (VSDC), and to register additional listing of the issued shares on the Ho Chi Minh Stock Exchange (HSX), in accordance with the approved issuance plan.
- And to decide on any other related matters necessary for implementing the share issuance plan as approved by the General Meeting of Shareholders.





- The BOD may delegate authority to the General Director to perform one or more of the aforementioned tasks.

The Board of Directors respectfully submits this proposal for consideration and approval by the General Meeting of Shareholders.

**O/B. BOARD OF DIRECTORS**

**CHAIRMAN**



*Mai Hoài An*



# CHARTER

## INNOVATIVE TECHNOLOGY DEVELOPMENT CORPORATION

*(Issued pursuant to the Resolution of the 2025  
Annual General Meeting of Shareholders -  
Appendix 3)*

*Hồ Chí Minh City, June, 26, 2025*



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## OPENING SECTION

This Charter are adopted by Innovative Technology Development Corporation and its shareholders pursuant to a valid resolution of the General Meeting of Shareholders officially held on date April 23, 2011, amended and supplemented several times, with the last amendment on... .., 2025.

### I. DEFINITIONS

#### Article 1. Definition

1. In the Charter, the following terms are construed as follows:
  - a. ***"The Company"*** defined in this Charter shall be "Innovative Technology Development Corporation";
  - b. ***"Charter Capital"*** means the total aggregate par value of outstanding shares of the Company and as mentioned in Article 6 of this Charter;
  - c. ***"Voting Capital"*** is the share capital, whereby the holder has the right to vote on matters within the authority of the General Meeting of Shareholders;
  - d. ***"The Law on Enterprises"*** means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of Socialist Republic of Vietnam on June 17 th, 2020 taking effect as from January 1 st , 2021, and as may be amended and supplemented from time to time;
  - e. ***"Law on Securities"*** means the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26 th , 2019 and took effect as from January 1st , 2021, and as may be amended and supplemented from time to time;
  - f. ***"Vietnam"*** means the Socialist Republic of Vietnam;
  - g. ***"Establishment Date"*** means the date on which the Company is granted the Business Registration Certificate for the first time;
  - h. ***"Managers"*** are the General Director, Deputy General Directors, Functional Directors, Chief Accountant, and other executives appointed by the Board of Directors;
  - i. ***"Dedicated member of the Board of Directors"*** refers to a member of the Board of Directors who does not hold any managerial positions within the Company's Executive Body, works on a full-time basis, and exclusively for the Company.
  - j. ***"Standing member of the Board of Directors"*** refers to a member of the Board of Directors who is designated to facilitate and represent the Board of Directors in handling ad-hoc matters directly related to the responsibilities of the Board and the Company's business operations.
  - k. ***"Related Person"*** means any individual or organization stipulated in Clause 23 of Article 4 of the Law on Enterprises, in Clause 46 of Article 4 of the Law on Securities;
  - l. ***"Shareholder"*** means a Shareholder that owns at least one share of the Company;



- m. **"Major Shareholder"** means a Shareholder as described in Clause 18, Article 4 of the Law on Securities;
  - n. **"Subsidiary"** means an enterprise in one of the following cases: (a) The Company holds over fifty per-cent (50%) of the charter capital of or total ordinary shares already issued by such enterprise; (b) the Company has the right to control such enterprise through: (i) direct or indirect right of appointment of a majority or all of members of the Board of Directors, the Directors or the General Director of such enterprise; (ii) to decide on amendment and supplement to the Charter of such enterprise; and (iii) other rights under the Law on Enterprises;
  - o. **"Regulations on Corporate Governance"** means the internal rules on corporate governance prepared by the Board of Directors, approved by the General Meeting of Shareholders and issued by the Board of Directors in order to stipulate the operation and management of the Company in accordance with the legislations time by time;
  - p. **"Audit Committee"** means the internal audit body under the Board of Directors as stipulated in Point b, Clause 1, Article 137 of the Law on Enterprises;
  - q.
2. In this Charter, any article or document referred to will include any amendment and supplement or any replacing document of such article or document.
  3. Headings (chapters, Articles of this Charter) are used herein for convenience only, and do not affect the nature of the content and structure of the Charter;
  4. Words or terms defined in the Law on Enterprises, the Law of Securities (if they do not contradict the subject or context) will have the same meanings in this Charter.

## II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATION TERM AND LEGAL REPRESENTATIVE OF THE COMPANY

### Article 2. Name, form, head office, branches, representative offices, operation term of the Company

1. Name of Company
  - o Vietnamese name: **CÔNG TY CỔ PHẦN CÔNG NGHỆ TIỀN PHONG**
  - o English name: Innovative Technology Development Corporation
  - o Trading name: Innovative Technology Development Corporation
  - o The abbreviated name: ITD Corporation
2. The Company is a shareholding company having legal entity status in compliance with applicable law of Vietnam.
3. The Company's registered head office shall be:
  - o Address: ITD Building, No. 1 Sang Tao Street, Tan Thuan Dong Ward, District 7, Ho Chi Minh City

- Telephone: (028) 3 770 1114
- Fax: (028) 3 770 1116
- Email: info@itd.com.vn
- Website: www.itd.com.vn

4. The Company may establish branches and representative offices to to implement the Company's operational objectives in accordance with the decision of the Board of Directors, the Laws and the Charter.
5. Except for early termination in accordance with Clause 1 Article 51, the Company's operation Term shall be indefinite.

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

1. The Company may have one or more legal representatives. In the case of only one legal representative, the Chairman of the Board of Directors or the General Director is the legal representative of the Company. In the case of more than one legal representative, the Chairman of the Board of Directors and the General Director are naturally the legal representatives of the Company.
2. Powers and duties of the legal representative:
  - a. Represent the Company in exercising the rights and obligations arising from the Company's transactions;
  - b. Represent the Company as a claimant, plaintiff, defendant, person with related rights and obligations before Arbitration, Court, and other rights and obligations as prescribed by law;
  - c. Perform assigned rights and obligations honestly, carefully, and in the best way to ensure the legitimate interests of the Company;
  - d. Be loyal to the interests of the Company; do not abuse position, title and use information, secrets, business opportunities, other assets of the Company for personal gain or to serve the interests of other organizations or individuals;
  - e. Promptly, fully, and accurately notify the Company of the business that they, their Related Persons own or have shares or capital contributions in accordance with the law;
  - f. The Company's legal representative is personally liable for damages to the Company due to violations of the obligations specified in Clauses c, d, e, Section 2 of this Article.

## **III. OBJECTIVE, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY**

### **Article 4. Objective of the Company**

1. **The Company's business lines:**

No.	Description	Class (By national economic sector)
<b>A. Business</b>		
1	Wholesale of electronic and telecommunication equipment and components	4652
2	Wholesale of other construction materials and equipment	4663
3	Retail sale of computers, peripheral units, software and telecommunications equipment in specialized stores	4741
4	Wholesale of other machinery, equipment and machine parts	4659
5	Retail sale of household appliances, beds, cabinets, tables, chairs and similar furniture, lamps and lighting fixtures, other household articles n.e.c. in specialized stores	4759
6	Agents, brokers, auctioneers	4610
7	Wholesale of computers, peripheral equipment and software	4651
<b>B. Installation, repair and design</b>		
8	Installation of industrial machinery and equipment	3320
9	Other telecommunications activities	6190
10	Wired telecommunications activities	6110
11	Electrical system installation	4321
12	Repair of machinery and equipment	3312
13	Specialized design activities	7410
<b>C. Construction</b>		
14	Construction of railways and highways	4210
15	Construction of other civil engineering works	4290
16	Support activities for road transport	5225
<b>D. Real estate business</b>		
17	Real estate business, land use rights owned, used or leased	6810
<b>E. Consulting and scientific and technological activities</b>		



No.	Description	Class (By national economic sector)
18	Other professional, scientific and technical activities n.e.c.	7490
19	Research and experimental development on natural sciences and engineering	7210
20	Computer and computer system management consulting	6202
<b>F. Production</b>		
21	Computer programming	6201
22	Other specialized wholesale n.e.c.	4669
23	Information technology service activities and other computer related activities	6209

When necessary, the Board of Directors decides to transfer or expand the Company's business areas in accordance with legal regulations and carries out related procedures with competent authorities.

## **2. Objective of the Company:**

- a. Profitable business; preserve and develop the capital of shareholders investing in the Company and through the Company investing in other businesses;
- b. Maximize the operational efficiency of the group, including the parent company - Company's subsidiaries system;
- c. Research, apply and develop new technologies in Vietnam to meet social needs, enhance the brand and expand the Company's market share;
- d. Develop new business directions to optimally utilize resources within the Company;
- e. Invest, exercise the rights and obligations of shareholders, contributing members in Company's subsidiaries and associated companies;
- f. The Company may enter into joint ventures with domestic and foreign economic entities to invest in expanding the Company's scope of operations and expand the market when necessary.

## **Article 5. Scope of Business and Operations of the Company**

1. The Company shall be permitted to plan and carry out all business activities in accordance with the provisions of the Charter in compliance with the Law and shall be permitted to take appropriate measures to achieve the objectives of the Company.
2. The Company may carry out business operations in other sectors permitted by the Law and approved by the General Meeting of Shareholders.

#### **IV. CHARTER CAPITAL AND SHARES**

##### **Article 6. Charter Capital and Shares**

1. The Company's Charter Capital shall be VND 245,335,910,000 (In words: Two hundred forty-five billion three hundred thirty-five million nine hundred ten thousand VND). The total Charter Capital of the Company is divided into 24,533,591 common shares with a par value of 10,000 VND/share.
2. The Company may change its Charter Capital upon approval by the General Meeting of Shareholders and in accordance with legal regulations.
3. The shares of the Company on the date of approval of this Charter are common shares. The rights and obligations of shareholders holding common shares are specified in Article 12 and Article 13 of this Charter.
4. The Company may issue other types of preferred shares after obtaining approval from the General Meeting of Shareholders and in accordance with legal regulations.
5. Common shares must be offered preferentially to existing shareholders in proportion to their common share ownership in the Company, unless otherwise decided by the General Meeting of Shareholders. The Company must give a notice of offering which specifies the number of shares to be offered for sale and a reasonable time limit (not less than twenty one (21) days or other time-limit under the Law) so that Shareholders can order for subscription. The unsubscribed shares shall be decided by the Board of Directors. The Board of Directors may allocate the shares to other Shareholders and other persons in accordance with the conditions and in a manner that the Board of Directors deems appropriate, provided that such conditions are not more favourable than the conditions offered to the existing Shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise stipulated by the Law.
6. The Company may purchase its own shares in any way permitted in the Charter and applicable Law.
7. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in accordance with the provisions of the Law.

##### **Article 7. Share Certificate**

1. Shareholders of the Company are issued share certificates corresponding to the number and type of shares they own.
2. Share certificates must bear the Company's seal and the signature of the Company's legal representative in accordance with the provisions of the Enterprise Law. Share certificates must clearly state the number and type of shares held by the shareholder, the full name of the shareholder, and other information as prescribed by the Enterprise Law.
3. Within thirty (30) days from the date of submitting a complete application for share transfer as prescribed by the Company, or within thirty (30) days from the date of full payment for the share purchase as prescribed in the Company's share issuance plan,

the share owner shall be issued a share certificate. The share owner shall not be charged by the Company for the cost of printing the share certificate.

4. In cases of increase/decrease in the number of shares, the increase/decrease shall be recorded in the share certificate and bear the seal and signature of the Company's legal representative or an authorized representative of the Company, except for shares deposited at the stock exchange.
5. In case a share certificate is lost, damaged, or destroyed in any other way, the shareholder may be re-issued shares by the Company upon their request. The shareholder's request must include the following information: details of the lost, damaged, or destroyed share certificate; and a commitment to be responsible for any disputes arising from the re-issuance of new shares.

#### **Article 8. Other Securities Certificates**

The Company's bond certificates or other securities certificates (excluding offering letters, temporary certificates, and similar documents) issued with the seal and signature of the company's legal representative, unless otherwise specified in the terms and conditions of the issuance.

#### **Article 9. Share of Transfer**

1. All shares may be transferred freely unless otherwise stipulated by this Charter and the Law. All share certificates listed or registered on the Stock Exchange may be transferred in accordance with the regulations of the State Securities Commission and the Stock Exchange.
2. Shares that have not been fully paid shall not be transferred and shall not be entitled to related benefits such as dividend rights, rights to receive shares issued to increase charter capital from owner's equity, rights to purchase newly offered shares, and other rights as prescribed by law.

#### **Article 10. Withdrawal of shares**

1. In the event a shareholder fails to fully pay the amount due for share purchase on time, the Board of Directors shall notify and reserve the right to request such shareholder to pay the remaining amount plus interest on that amount and any expenses incurred by the Company due to the incomplete payment.
2. The aforementioned payment notice must clearly state the new payment deadline (at least seven (07) days from the date of notification), the payment location, and specify that in case of failure to pay as requested, the unpaid shares will be repurchased.
3. If the requests in the aforementioned notice are not fulfilled, including the shareholder's failure to fully pay all due amounts, interest, and related expenses, the Board of Directors has the right to repurchase such shares. The Board of Directors may accept the surrender of repurchased shares as stipulated in Clauses 4, 5, and 6 and in other cases specified in this Charter.
4. Repurchased shares are considered authorized for sale. The Board of Directors may directly or authorize the sale, redistribution, or disposal of repurchased shares to the



former owner or other parties under conditions and in a manner deemed appropriate by the Board of Directors.

5. Shareholders holding repurchased shares must relinquish their shareholder status with respect to those shares but are still liable for all related amounts plus interest at a rate (not exceeding one hundred and fifty percent (150%) of the base interest rate of the State Bank of Vietnam) at the time of repurchase as decided by the Board of Directors, from the repurchase date until the payment date. The Board of Directors has full authority to decide on the compulsory payment of the full share value at the time of repurchase.
6. The repurchase notice shall be sent to the holder of the repurchased shares prior to the repurchase. The repurchase shall remain valid even in case of errors or negligence in sending the notice.

## **V. ORGANIZATIONAL MANAGERIAL AND SUPERVISORY STRUCTURE**

### **Article 11. Organizational, Managerial and Supervisory Structure**

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

1. General Meeting of Shareholders;
2. Board of Directors, Audit Committee under the Board of Directors; and
3. General Director.

## **VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

### **Article 12. Rights of Shareholders**

1. Shareholders shall be the owners of the Company and shall have rights and obligations corresponding to the number and classes of shares owned by them. The Shareholders shall only be liable for the debts and other property obligations of the Company to the extent of the amount of capital they have contributed to the Company.
2. A Shareholder who owns ordinary shares shall have the following rights:
  - a. To attend and express opinions at the General Meeting of Shareholders and to exercise the right to vote directly at the General Meeting of Shareholders or through an authorized representative or vote via an online conference, or by casting an electronic vote or by other electronic forms. Each common share has one vote;
  - b. To receive dividends at the rate decided by the General Meeting of Shareholders;
  - c. To have pre-emptive rights to purchase newly issued shares in proportion to each shareholder's holding of ordinary shares;
  - d. To freely assign shares which have been paid for in full in accordance with this Charter and the applicable Law;
  - e. Review, look up, and excerpt information about the name and contact address in the list of shareholders with voting rights; request correction of their inaccurate information;

- f. Review, look up, excerpt, or copy the company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - g. If the Company is dissolved or goes bankrupt, to receive a part of the remaining assets in proportion to their holding of shares in the Company after the Company has paid creditors and shareholders holding other types of shares of the Company in accordance with the law;
  - h. To request the Company to redeem shares in the cases stipulated in Clause 1 Article 132 of the Law on Enterprises;
  - i. Be treated equally. Each share of the same type gives the owning shareholder equal rights, obligations, and benefits. In the event the Company has preferred shares, the rights and obligations attached to the preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
  - j. To access to periodic and extraordinary information disclosed by the Company as prescribed by Laws;
  - k. Have their legitimate rights and interests protected; request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Enterprise Law;
  - l. Other rights as stipulated in this Charter and the law.
3. A Shareholder or a group of Shareholders holding more than five percent (5%) of the total ordinary shares shall have the following rights:
- a. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Enterprise Law;
  - b. To examine, extract of the minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, contracts, transactions that must be approved by the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Company;
  - c. To request the Board of Directors to inspect each particular issue relating to the management of the Company's operation whenever necessary. The request must be made in writing and must contain the full name, mailing address, nationality, ID number of a Shareholder being an individual; or the name, enterprise/organizational ID number and head quarter of of a Shareholder being an organization; number of shares and total number of shares of the group of Shareholders and their holdings; the issues to be inspected and purpose of the inspection. In this case, the inspection shall be directly carried out and reported to the Board of Directors by the Audit Committee;
  - d. Propose inclusion of the issues in the agenda of the General Meeting of Shareholders. Proposals must be in writing and sent to the Company no later than three (03) business days before the opening day. The proposal must clearly state the Shareholder's name, the number of each type of share held by the Shareholder, and the proposed agenda item.

- e. Other rights stipulated in this Charter and other provisions of the Law.
- 4. The Shareholder or group of Shareholders that holds at least ten percent (10%) of total ordinary shares is entitled to nominate candidates to the Board of Directors as follows:
  - a. The Shareholder or a group of Shareholders that nominate candidates to the Board of Directors must inform the participating shareholders before the opening of the General Meeting of the Shareholders.
  - b. Depending on the quantity of members of the Board of Directors, the Shareholders or groups of Shareholders prescribed in this Clause may nominate one or more persons as Board of Directors candidates, as decided by the General Meeting of Shareholders. In case the number of candidates nominated by such Shareholders or groups of Shareholders is smaller than the maximum permissible number of candidates specified 11 in the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by Board of Directors and other shareholders.
- 5. The request for convening the General Meeting of Shareholders specified in Clause 3 of this Article must be in writing and must include the following information: full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, and registered office address for corporate shareholders; the number of shares and the registration date of shares for each shareholder, the total number of shares held by the shareholder group, and the ownership percentage in the total shares of the company, along with the basis and reasons for the request to convene the General Meeting of Shareholders. The request must be accompanied by documents and evidence of violations by the Board of Directors, the extent of the violation, or decisions made beyond the authorized scope.

### **Article 13. Obligations of Shareholders**

A Shareholder shall have the following obligations:

- 1. Pay in full and on time the number of shares registered to purchase according to the prescribed procedures, be responsible for the debts and other property obligations of the Company within the limit of the capital contributed to the Company.
- 2. Not withdraw the capital that has been contributed in the form of ordinary shares in any shape or form, unless these shares are repurchased by the Company or other persons. Otherwise, the shareholder and persons with related interests in the Company shall be jointly responsible for the debts and other liabilities of the Company within the value of withdrawn shares and the damage caused.
- 3. Comply with this Charter and the Corporate Governance Regulations.
- 4. Comply with the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
- 5. To protect the confidential of information provided by the Company in accordance with the Company's Charter and the law; only use the provided information for



exercising and protecting their lawful rights and interests; do not copy, send the information provided by the Company to any other organizations and individuals.

6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:
  - a. Attend and vote directly at the meeting.
  - b. Authorize another individual or organization to attend and vote at the meeting.
  - c. Attend and vote via online conference, electronic voting, or other electronic means.
  - d. Send voting ballots to the meeting via mail, fax, or email.

Shareholders may authorize a member of the Board of Directors to represent them at the General Meeting of Shareholders.

7. Provide an accurate address when registering to purchase shares.
8. Be personally responsible when acting on behalf of the company in any form to carry out any of the following actions:
  - a. Violate the law.
  - b. Business operations and other transactions for personal gain or serving the interests of other organizations and individuals;
  - c. Pay debts before their due date in anticipation of potential financial risks to the Company.
9. Be personally responsible for the costs when directly or indirectly requesting the convening of the General Meeting of Shareholders with inappropriate reasons or causes.
10. Fulfill other obligations as prescribed by applicable law.

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

1. The General Meeting of Shareholders shall be the highest competent authority of the Company and all Shareholders with voting rights. The annual General Meeting of Shareholders shall be organized once every year and must be hold within four (04) months from the end of a fiscal year. The Board of Director may delay the date of conducting the annual General Meeting of Shareholders, but not exceeding six (06) months from the end of the fiscal year. The extraordinary General Meeting of Shareholders may be conducted in additional to the annual General Meeting of Shareholders. The location of the General Meeting of Shareholders is where the chairman participates in the meeting and must be within Vietnam's territory.
2. The Board of Directors convenes the Annual General Meeting of Shareholders and decides on the format of the meeting, either online or at a suitable location, or a combination of both, ensuring compliance with regulations on organizing General Meetings of Shareholders. The annual meeting of the General Meeting of Shareholders shall make decisions on issues stipulated by the Law and the Company's Charter, especially the annual financial statements and the annual business plan of the

Company for the next fiscal year. In case the audit report of the annual financial statement contain qualified opinions, adverse opinions or disclaimers of opinions, the Company shall invite representatives of the accredited audit organization that audited the financial statements of the Company to attend the annual General Meeting of Shareholders and the invited representatives of the accredited audit organization shall attend the annual General Meeting of Shareholders.

3. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:
  - a. The Board of Directors considers that it is necessary to do so in the interests of the Company.
  - b. When the number of the Board of Directors' members is less than the minimum number of members required by law.
  - c. The number of the Board of Directors' members is reduced more than one third (1/3) compared to the Charter's regulations, or the number of independent members of the Board of Directors is reduced, not meeting the number of minimum members required by law.
  - d. At the request of a Shareholder or a group of Shareholders owning at least five percent (05%) of the total ordinary shares. The request to convene a General Meeting of Shareholders must be in writing, clearly stating the reasons and purposes of the meeting, with sufficient signatures of the relevant Shareholders, or the request can be made in multiple copies, collecting sufficient signatures from the relevant Shareholders.
  - e. Other cases as stipulated by the Law and this Charter.
4. Responsibility to convene an extraordinary meeting of the General Meeting of Shareholders
  - a. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders within thirty (30) days from the date on which the event stipulated in Clause 3(b) of this Article occurs or from the date of receipt of the request stipulated in Clause 3(d) of this Article or within sixty (60) days from the date on which the event stipulated in Clause 3(c) of this Article occurs. If the Board of Directors fails to convene a General Meeting of Shareholders as provided, the members of the Board of Directors who vote against the convene of the extraordinary General Meeting of Shareholders shall compensate for any damage arising to the Company.
  - b. Where the Board of Directors fails to convene a meeting of the General Meeting of Shareholders in accordance with Clause 4(a) of this Article, then within the next thirty (30) days, the requesting Shareholder or groups of Shareholders as stipulated in Clause 3(d) of this Article shall have the right to convene an extraordinary meeting of the General Meeting of Shareholders. In this case, the Shareholder or group of Shareholders convening the meeting of the General Meeting of Shareholders, if they consider it necessary, shall have the right to request the

licensing authority who issued the Enterprise Registration Certificate or other competent authority in accordance with the Law to supervise the formality and procedures for convening and conducting a meeting and making decisions of the General Meeting of Shareholders.

- c. Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Enterprise Law.
- 5. All expenses for convening and conducting an extraordinary meeting of the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include expenses born by the shareholders for attending the General Meeting of Shareholders, including travel and accommodation costs.

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

- 1. The General Meeting of Shareholders has the following rights and obligations:
  - a. Approving the Company's development orientation;
  - b. Decide the types of authorized shares and quantity of each type; decide annual dividends of each type of shares;
  - c. Elect, dismiss, or remove members of the Board of Directors;
  - d. Deciding to invest in or sell assets with a value from fifty percent (50%) of the total asset value or more recorded in the Company's most recent financial statements;
  - e. Decide revisions to the Company's Charter;
  - f. Approve annual financial statements;
  - g. Decide repurchase of over 10% of shares of each type;
  - h. Consider taking actions against violations committed by members of the Board of Directors and if they cause damage to the Company and its shareholders;
  - i. Decide on the reorganization or dissolution of the Company;
  - j. Deciding the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors;
  - k. Approving the Corporate Governance Regulations; the Regulations on Operation of the Board of Directors;
  - l. Approving the list of approved audit firms; deciding on the approved audit firm to conduct audits of the Company's operations, dismissing the approved auditor when deemed necessary;
  - m. Other rights and obligations as prescribed by law.
- 2. The General Meeting of Shareholders discusses and approves the following matters:
  - a. The Company's annual business plan;
  - b. Audited annual financial statements; setting aside and using funds from profits as proposed by the Board of Directors;



- c. Board of Directors' report on governance and performance of the Board of Directors and each Board of Director' member; adoption of the Audit Committee Report;
- d. Dividend rate for each share type;
- e. Number of Board of Director' members;
- f. Election, dismissal, and removal of Board of Director' members;
- g. Decision on budget or total remuneration, bonuses, and other benefits for the Board of Directors;
- h. Approval of the list of approved audit firms; decision on the approved audit firm to conduct audits of the Company's operations when deemed necessary;
- i. Amendments and supplements to the Company Charter;
- j. Type of shares and number of new shares issued for each share type;
- k. Division, split, consolidation, merger, or conversion of the Company;
- l. Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;
- m. Decision to invest in or sell assets with a value of fifty percent (50%) or more of the total asset value recorded in the Company's latest financial statement;
- n. Decision to repurchase more than ten percent (10%) of the total sold shares of each type;
- o. Company signing contracts, transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than twenty percent (20%) of the Company's total assets recorded in the latest financial statement;
- p. Granting loans or guarantees to Board of Director' members, General Director, other managers who are not Shareholders, and affiliated individuals and organizations of these entities;  
  
In the case of granting loans or guarantees to affiliated organizations of Board of Director members, General Director, other managers where the Company and that organization are companies in the same group or companies operating in a group of companies, including parent company - subsidiary company, economic group, the Board of Directors shall approve in accordance with the Company Charter;
- q. Contracts, loan transactions, sale of assets with a value greater than ten percent (10%) of the total asset value recorded in the latest financial statement between the Company and Shareholders owning fifty-one percent (51%) or more of the total voting shares or affiliated persons of such Shareholders.
- r. Approval of the Corporate Governance Regulations, the Regulations on Operation of the Board of Directors;
- s. Other matters as prescribed by law and this Charter.

3. Shareholders are not allowed to participate in voting in the following cases:
  - a. Contracts specified in Clause 2 of this Article when that Shareholder or a person related to that Shareholder is a party to the contract;
  - b. Purchase of shares of that Shareholder or of a person related to that Shareholder, except for the case of share repurchase conducted in proportion to the ownership of all Shareholders or the repurchase conducted through order matching or public offering on the Stock Exchange.
4. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Article 16. Proxy Representative**

1. Shareholders entitled to attend the General Meeting of Shareholders under the law may authorize their representatives to attend. In the case of more than one appointed representative, the number of shares and votes authorized for each representative must be specified.
  - a. Individual Shareholders of the Company authorize another person to attend the meeting in writing.
  - b. A Company Shareholder, being an organization owning at least ten percent (10%) of the total outstanding common shares, may authorize a maximum of three (03) representatives. Representatives authorized by a Shareholder organization must be granted written authorization in the name of the owner, member, or Shareholder to exercise the rights and fulfill the obligations as stipulated for Shareholders.
2. The authorization for a representative to attend the General Meeting of Shareholders must be in writing, following the Company's template or as stipulated by civil law. The authorization document must clearly state the authorizing Shareholder's name, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the authorization period, and the signatures of both the authorizing party and the authorized party.
  - a. If the authorizing Shareholder is an individual, the authorization must bear the signatures of both the Shareholder and the authorized attendee.
  - b. If the authorizing Shareholder is an organization, the authorization document must bear the signatures of the authorized representative, the legal representative of the Shareholder, and the individual or legal representative of the organization authorized to attend the meeting.
  - c. In other cases, the authorization must bear the signatures of the Shareholder's legal representative and the authorized attendee.

The authorized attendee of the General Meeting of Shareholders must submit the authorization document during registration before entering the meeting room.

3. In cases where a lawyer signs the proxy on behalf of the authorizing party, the proxy is only valid if presented with the Shareholder's power of attorney to the lawyer or a certified copy thereof (if not previously registered with the Company).
4. Except as provided in Clause 3 of this article, the vote of an authorized attendee within the scope of their authorization remains valid in any of the following circumstances:
  - a. The authorizing party has died, has limited civil capacity, or has lost civil capacity.
  - b. The authorizing party has revoked the authorization.
  - c. The authorizing party has revoked the authority of the person who granted the authorization.

This provision shall not apply if the Company receives notification of any of the above events before the commencement of the General Meeting of Shareholders or before the reconvening of the meeting.

#### **Article 17. Changes of rights**

1. Resolutions of the General Meeting of Shareholders (in cases specified in Clause 2, Article 15, regarding the Company's share capital being divided into different share classes) to amend or revoke special rights attached to a class of preferred shares are effective when passed by Shareholders representing at least sixty-five percent (65%) of the total votes of all shareholders present at the meeting. A General Meeting of Shareholders resolution that adversely affects the rights and obligations of preferred shareholders is only passed if approved by preferred shareholders of the same class representing at least seventy-five percent (75%) of the total preferred shares of that class present at the meeting, or if approved in writing by preferred shareholders of the same class representing at least seventy-five percent (75%) of the total preferred shares of that class.
2. Such a meeting is only valid with the presence of at least two (02) Shareholders (or their authorized representatives) holding at least one-third (1/3) of the par value of the issued shares of that class. If the number of participating Shareholders is not adequate, another meeting shall be carried out within thirty (30) days regardless of the number of participating Shareholders of that type of shares (or their Proxy) and the quantity of their shares. At such separate meetings, holders of shares of that class present in person or through representatives may request a secret ballot. Each share of the same class has equal voting rights at such meetings.
3. Procedures for carrying out such a meeting are similar to those specified in Articles 19, 20, and 21 of this Charter.
4. Unless otherwise prescribed by shares issuance clauses, special rights associated with preference shares regarding some or all issues relevant to distribution of profit or assets of the Company shall not be changed when the Company issues additional shares of the same type.



## **Article 18. Convening, agenda and invitations to the General Meeting of Shareholders**

1. The Board of Directors convenes the annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.
2. The person who convenes the General Meeting of Shareholders shall perform the following tasks:
  - a. Compile the list of Shareholders eligible to participate in and vote at the General Meeting of Shareholders. Such list shall be prepared no earlier than ten (10) days prior to the date on which the notice of invitation to the General Meeting of Shareholders is sent. The Company shall publish information of the preparation of the list of Shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the book closing date.
  - b. Prepare the meeting agenda and contents.
  - c. Draft resolutions of the General Meeting of Shareholders according to the intended content of the meeting.
  - d. Determine the meeting time and location.
  - e. Make an announcement and send invitations to all shareholders that are eligible to participate in the General Meeting of Shareholders.
  - f. Perform other tasks serving the general meeting.
3. The notice of the General Meeting of Shareholders is sent to all Shareholders by means to ensure it reaches the Shareholder's contact address (including but not limited to methods such as sending by post, fax, email, text message, or other means), and simultaneously published on the information channels of the State Securities Commission, Stock Exchange, and on the Company's website. The notice of the General Meeting of Shareholders must be sent to all Shareholders on the list of Shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the meeting (from the date the notice is sent or validly transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting are sent to Shareholders and/or posted on the Company's website. In case documents are not sent with the notice of the General Meeting of Shareholders, the notice must clearly state the link to all meeting documents for Shareholders to access, including:
  - a. Meeting agenda and documents used in the meeting;
  - b. List and details of candidates in the case of electing members of the Board of Directors;
  - c. Voting ballots;
  - d. Proxy form for attending the meeting;
  - e. Draft resolutions for each issue on the meeting agenda.

4. The Shareholder or group of Shareholders mentioned in Clause 3, Article 12 of this Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company no later than three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must include the Shareholder's full name, permanent address, nationality, ID card number, citizen identification number, passport, or other legal personal identification for individual Shareholders; name, enterprise code, or establishment decision number, head office address for institutional Shareholders; the number and type of shares held by that shareholder; and the issue proposed for inclusion in the meeting agenda.
5. The person who convenes the General Meeting of Shareholders is entitled to reject the proposal mentioned in Clause 4 of this Article in any of the following cases:
  - a. The proposal is not submitted in accordance with the provisions of Clause 4 of this Article;
  - b. At the time of the proposal, the Shareholder or group of Shareholders does not hold at least five percent (5%) of the common shares as prescribed in Clause 3, Article 12;
  - c. The proposed matter is not within the decision-making 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 proposal specified in Clause 4 of this Article in the proposed agenda and content of the meeting, unless otherwise provided in Clause 5 of this Article; the proposal will officially be added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.
7. The Board of Directors must prepare the draft of resolution for the contents in the agenda.

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

1. The General Meeting of Shareholders is conducted when the number of Shareholders present represents more than fifty percent (50%) of the total voting shares.
2. If the first meeting does not meet the conditions for proceeding as prescribed in Clause 1 of this Article, the notice of the second meeting shall be sent within thirty (30) days from the intended date of the first meeting. The second General Meeting of Shareholders is conducted when the number of Shareholders present represents at least thirty-three percent (33%) of the total voting shares.
3. If the second meeting does not meet the conditions for proceeding as prescribed in Clause 2 of this Article, the notice of the third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third General Meeting of Shareholders is conducted regardless of the total voting shares of the Shareholders present and has the right to decide on all matters that the first General Meeting of Shareholders could approve.

## **Article 20. Procedures for carrying out and voting at the General Meeting of Shareholders**

1. On the date of the General Meeting of Shareholders, the Company must carry out shareholder registration procedures and must perform the registration until all Shareholders entitled to attend the meeting have registered in the following order:
  - a. When conducting shareholder registration, the Company issues each Shareholder or authorized representative with voting rights a voting card, which states the registration number, name of the Shareholder, name of the authorized representative, and the number of voting shares (equivalent to the number of voting shares owned) of that Shareholder. The General Meeting of Shareholders discusses and votes on each matter in the agenda. Voting is conducted by voting in favor, against, and abstaining. At the General Meeting, the cards in favor of the resolution are collected first, the cards against the resolution are collected next, and finally, the total number of votes in favor or against is counted to make a decision. The vote counting results are announced by the Chairman immediately before the closing of the meeting. The General Meeting elects those responsible for counting the votes or supervising the vote count at the suggestion of the Chairman. The number of members of the vote counting board is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;
  - b. Shareholders, authorized representatives of Shareholders who are organizations, or authorized persons arriving after the meeting has commenced have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The chairman of the meeting does not have the responsibility to suspend the meeting to allow late Shareholders to register, and the validity of the contents voted on previously remains unchanged.
2. Election of the chairman, secretary and vote counting committee:
  - a. The Chairman of Board of Directors presides over or authorizes another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by majority vote. In other cases, the person who signs the convening notice of the General Meeting of Shareholders shall preside so that the General Meeting of Shareholders can elect the chairman of the meeting, and the person with the highest number of votes shall preside over the meeting.
  - b. The chairman shall appoint one (01) or some people as secretaries of the General Meeting of Shareholders.
  - c. The General Meeting of Shareholders shall elect one or some persons to the vote counting committee at the request of the chairman.
3. The meeting agenda and contents shall be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically define the time allocated for each item on the agenda.



4. The chairman of the general meeting has the right to implement necessary and reasonable measures for making sure the General Meeting of Shareholders is kept in order, in accordance with the approved agenda, and reflects the needs of the majority of participants, specifically:
  - a. Arrange seats at the meeting location.
  - b. Ensure safety of the participants.
  - c. Enable Shareholders to participate in (or continue to participate in) the General Meeting of Shareholders. The person who convenes the General Meeting of Shareholders has the full authority to change the aforementioned measures and implement any necessary measures such as issuing entry passes or other methods of selection.

In a case where the General Meeting of Shareholders takes the above measures, when determining the venue of the meeting, the Board of Directors may:

- a. Notify that the meeting shall be conducted at the venue in the notice and the Chairman of the meeting shall be present there (the “Official Venue of the Meeting”);
- b. Arrange for Shareholders or Proxies who are unable to attend the meeting in accordance with this Article or the persons who want to attend the meeting of the General Meeting of Shareholders at a venue different from the Office Venue of the Meeting can attend the meeting at the same time.

The notice on holding the Meeting shall not be required to state the detailed organizational measures in accordance with this Article.

In this Charter (unless where the context otherwise requires), all Shareholders and Proxies shall be considered to attend the meeting at the Official Venue of the Meeting.

5. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by voting in approve, disapprove, and abstain. The voting results are announced by the Chairman immediately before the closing of the meeting.
6. Shareholders or Proxies who arrive after the meeting has commenced are still registered and have the right to participate in the voting immediately after registration; in this case, the validity of the contents previously voted on remains unchanged.
7. The convener or chairman of the General Meeting of Shareholders has the following rights:
  - a. Request all attendees to undergo inspection or other lawful and reasonable security measures.
  - b. Request competent authorities to maintain order at the meeting; expel from the General Meeting of Shareholders those who do not comply with the chairman's authority, intentionally disrupt order, obstruct the normal progress of the meeting, or do not comply with security inspection requirements.

8. The chairperson has the right to postpone the General Meeting of Shareholders, even if the maximum registered attendees are present, for a period not exceeding three (03) working days from the intended opening date, and may only postpone the meeting or change the meeting venue in the following circumstances:
  - a. The meeting venue does not have sufficient and convenient seating for all attendees.
  - b. The communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote.
  - c. Attendees obstruct or disrupt the order, potentially preventing the meeting from proceeding fairly and legally.

If the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of this clause, the General Meeting of Shareholders shall elect another person among the attendees to replace the chairperson and conduct the meeting until its conclusion; all resolutions passed at that meeting shall be valid and enforceable.

9. The Company holds a General Meeting of Shareholders at least once annually. The annual General Meeting of Shareholders may not be conducted in writing.

#### **Article 21. Conditions for ratification of resolution of the General Meeting of Shareholders**

1. Resolutions on the following matters are passed if approved by shareholders representing at least sixty-five percent (65%) of the total voting shares of all shareholders present at the meeting, except as provided in Clauses 3, 4 of Article 21 and Clause 1 of Article 17:
  - a. Type of shares and total number of shares of each type.
  - b. Changes in industries, trades, and business lines.
  - c. Changes in the organizational structure of the Company's management.
  - d. Investment projects or sale of assets with a value of fifty percent (50%) or more of the total asset value recorded in the Company's most recent financial statements.
  - e. Reorganization or dissolution of the Company.
2. Resolutions are passed when approved by shareholders holding more than fifty percent (50%) of the total voting shares of all shareholders present at the meeting, except as provided in Clauses 1, 3, 4 of Article 21 and Clause 1 of Article 17.
3. The election of members of the Board of Directors must comply with the provisions of Clause 3, Article 148 of the Enterprise Law.
4. In the case of resolutions passed in writing, a resolution of the General Meeting of Shareholders is passed if approved by shareholders holding more than fifty percent (50%) of the total votes of all shareholders with voting rights.
5. Resolutions of the General Meeting of Shareholders passed with one hundred percent (100%) of the total voting shares are legal and effective even if the procedures for

convening the meeting and passing the resolution violate the provisions of the Enterprise Law and the Company's Charter.

**Article 22. Authority and procedures for obtaining Shareholder opinions in writing to pass Resolutions of the General Meeting of Shareholders**

The authority and procedures for obtaining Shareholder opinions in writing to pass Resolutions of the General Meeting of Shareholders are implemented as follows:

1. The Board of Directors shall have the right to collect written opinions in order to pass a resolution of the General Meeting of Shareholders if it is considered necessary for the interests of the Company.
2. The Board of Directors must prepare voting ballots, draft Resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send them to all shareholders with voting rights at least ten (10) days before the deadline for returning the voting ballots. The requirements and methods for sending voting ballots and accompanying documents are implemented according to the provisions of Clause 3, Article 18 of this Charter.
3. The ballot must include the following main contents:
  - a. Name, address of the headquarters, business registration code;
  - b. Purpose of the consultation;
  - c. Full name, contact address, nationality, personal legal document number for individual Shareholders; name, business registration code or legal document number of the organization, address of the headquarters for institutional Shareholders or full name, contact address, nationality, personal legal document number for representatives of institutional Shareholders; number of shares of each type and number of voting shares of the Shareholder;
  - d. Issues requiring consultation for decision approval;
  - e. Voting options include approved, disapproved, and abstain for each issue;
  - f. Deadline for submitting the completed ballot to the Company;
  - g. Full name and signature of the Chairman of the Board of Directors.
4. The completed ballot must be signed by the individual Shareholder, the authorized representative, or the legal representative of the institutional Shareholder.

Shareholders can submit their completed ballots to the Company by mail, fax, or email as follows:

- a. By mail: The ballot sent to the Company must be in a sealed envelope and no one has the right to open it before the vote counting;
- b. By fax or email: The ballot sent to the Company must be kept confidential until the vote counting.

Ballots submitted to the Company after the deadline specified in the ballot or opened in the case of mail and disclosed in the case of fax or email are invalid. Ballots not submitted are considered abstentions.

5. The Board of Directors counts the votes and prepares the vote counting minutes witnessed by the Audit Committee or by a Shareholder who does not hold the management position. The vote counting minutes must include the following main contents:
  - a. Name, address of the headquarters, business registration code;
  - b. Purpose and issues requiring consultation for resolution approval;
  - c. Number of Shareholders with the total number of voting shares participating in the vote, distinguishing between the number of valid votes and the number of invalid votes and the method of submitting ballots, attached with an appendix listing the participating shareholders;
  - d. Total number of votes in approve, disapprove, and abstent for each issue;
  - e. Approved issues and corresponding approval rates;
  - f. Full name and signature of the Chairman of the Board of Directors, vote counters, and vote counting supervisors.

Members of the Board of Directors, vote counters, and vote counting supervisors are jointly responsible for the honesty and accuracy of the vote counting minutes; jointly liable for damages arising from decisions approved due to dishonest and inaccurate vote counting.

6. The vote counting minutes and Resolution must be sent to Shareholders within fifteen (15) days from the end of the vote counting. Sending the vote counting minutes and Resolution can be replaced by posting them on the Company's website within twenty-four (24) hours from the end of the vote counting.
7. Completed ballots, vote counting minutes, approved Resolutions, and related documents attached to the ballots must be kept at the Company's headquarters;
8. A Resolution is passed in the form of a written Shareholder consultation if it is approved by Shareholders owning more than fifty percent (50%) of the total voting shares of all Shareholders with voting rights and has the same validity as a Resolution passed at the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be written in Vietnamese, may also be written in a foreign language, and must include the following main content:
  - a. Name, address of the head office, business registration code;
  - b. Time and place of the General Meeting of Shareholders;
  - c. Meeting agenda and content;



- d. Full name of the chairperson and secretary;
  - e. Summary of the meeting proceedings and comments made at the General Meeting of Shareholders on each issue on the agenda;
  - f. Number of Shareholders and total votes of Shareholders attending the meeting, appendix of the list of registered shareholders, shareholder representatives attending the meeting with corresponding number of shares and votes;
  - g. Total votes for each voting issue, specifying the voting method, total valid votes, invalid votes, votes in approve, disapprove, and abstent; corresponding percentage of the total votes of Shareholders attending the meeting;
  - h. Issues approved and the corresponding percentage of votes in favor;
  - i. Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the minutes of the meeting, these minutes are valid if signed by all other members of the Board of Directors attending the meeting and include all the content as prescribed in this clause. The minutes clearly state the refusal of the chairperson or secretary to sign the minutes of the meeting.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting or other persons signing the minutes are jointly responsible for the truthfulness and accuracy of the content of the minutes.
  3. Minutes prepared in both Vietnamese and a foreign language have equal legal validity. In case of discrepancies in content between the Vietnamese and foreign language versions, the content of the Vietnamese version shall prevail.
  4. The Resolution, Minutes of the General Meeting of Shareholders, appendix of the list of registered shareholders attending the meeting with shareholders' signatures, proxy documents, all documents attached to the Minutes (if any), and relevant documents attached to the meeting invitation must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.

#### **Article 24. Demand for cancellation of resolutions of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the voting results of the General Meeting of Shareholders, the Shareholder or group of shareholders specified in Clause 3, Article 12 of this Charter has the right to request the Court or Arbitration to review and cancel the resolution or part of the content 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 Law on Enterprises and this Charter, except for the case specified in Clause 5, Article 21 of this Charter;
2. The content of the resolution violates the law or this Charter.

In case the resolution of the General Meeting of Shareholders is canceled by the decision of the Court or Arbitration, the convener of the canceled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders according to the procedures prescribed in the Law on Enterprises and this Charter.

## **VII. BOARD OF DIRECTORS**

### **Article 25. Nomination and self-nomination of members of the Board of Directors**

1. In the event that the Board of Director' member candidates have been identified, the Company must publish information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's electronic information page so that Shareholders can learn about these candidates before voting. Board of Director' member candidates must have a written commitment to the honesty and accuracy of the published personal information and must commit to performing their duties honestly, carefully, and in the best interests of the Company if elected as a Board of Director' member. Information related to the Board of Director' member candidates to be published includes:
  - a. Full name, Date of birth;
  - b. Work experience;
  - c. Other management positions (including Board of Directors positions at other companies);
  - d. Interests related to the Company and related parties of the Company;
  - e. Other information (If any).
2. A Shareholder or a group of Shareholders owning from 10% or more of the total number of ordinary shares has the right to nominate Board of Director' member candidates. A Shareholder or a group of Shareholders owning from 10% to less than 20% of the total voting shares has the right to nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to less than 80% may nominate a maximum of seven (07) candidates; and from 80% to less than 90% may nominate a maximum of eight (08) candidates.
3. In the event that the number of Board of Director member candidates through nomination is still insufficient, the incumbent Board of Directors shall introduce additional candidates, and the supplementary nomination list must be published on the Company's electronic information page at least five (05) days before the opening date of the General Meeting of Shareholders. The additional nomination of members at the General Meeting must ensure the approval rate as prescribed in Clause 2, Article 21 of this Charter.
4. Board of Director' member must meet the standards and conditions as prescribed in Clause 1, Clause 2, Article 155 of the Law on Enterprises and the company's charter.

## **Article 26. Composition and term of Board of Director's member**

1. The number of Board of Directors members is at least five (05) and at most eleven (11).
2. The term of the Board of Directors is four (04) years. The term of a Board of Director' member must follow the term of the Board of Directors. Board of Director' member may be re-elected with an unlimited number of terms. An individual may only be elected as an independent Board of Director' member of a company for no more than two (02) consecutive terms. In the event that all Board of Directors members end their terms at the same time, those members shall continue to be Board of Directors members until new members are elected to replace and take over the work.

In the case of an additional election or replacement election of a dismissed or discharged Board of Director' member, the term of the newly elected or replacement member is the remaining term of the Board of Directors.

3. Composition of the Board of Directors is as follow:
  - a. The Company must ensure that at least one-third (1/3) of the total number of Board of Directors members are non-executive members;
  - b. The total number of independent Board of Director' members must account for at least one-third (1/3) of the total number of Board of Directors, the minimum number of independent Board of Director' members is determined by rounding down.

A Board of Director' member may only concurrently serve as a Board of Director' member at a maximum of five (05) other companies.

4. A Board of Director member is no longer qualified as a Board of Director' member in the event of being dismissed, removed, or replaced by the General Meeting of Shareholders as follows:
  - a. Not meeting the standards and conditions as prescribed in Article 155 of the Law on Enterprises or being prohibited by law from being a Board of Director' member.
  - b. Submitting a written resignation letter and having it approved.
  - c. Having a mental disorder and having professional evidence proving that the person is not fully capable of civil acts.
  - d. Not participating in the Board of Directors' activities continuously for six months without the Board of Directors' approval, and the Board of Directors decides that this person's position is vacant.
  - e. Being dismissed by the Decision of the General Meeting of Shareholders.
  - f. Intentionally providing inaccurate personal information when submitting it to the Company as a Board of Directors candidate.
  - g. Other cases as prescribed by law and this Charter.

5. The appointment of a Board of Director' member must be disclosed in accordance with the law on information disclosure in the securities market.
6. A Board of Director member may not be a Shareholder of the Company in the following cases:
  - a. Representing the capital of individuals or organizations who are Shareholders of the Company.
  - b. Being an individual with capacity and prestige in society, nominated by the previous term's Board of Directors with a majority of votes or nominated by a Shareholder or a group of Shareholders owning at least ten percent (10%) of the total voting shares.
7. An independent Board of Director' member must notify the Board of Directors of no longer meeting the standards and conditions as prescribed in Clause 2, Article 155 of the Law on Enterprises and is automatically no longer an independent Board of Director' member from the date of not meeting the standards and conditions. The Board of Directors must notify the case of an independent Board of Director' member no longer meeting the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replacement independent Board of Director' members within six (06) months from the date of receiving the notification from the relevant independent Board of Director' member.

#### **Article 27. Rights and Obligations of the Board of Directors**

1. Business activities and affairs of the Company must be supervised and directed by the Board of Directors. The Board of Directors shall be the body with full powers to exercise all rights and obligations on behalf of the Company, excluding except the authorities which belongs to the General Meeting of Shareholders.
2. The powers and duties of the Board of Directors shall be stipulated by the Law, this Charter, the Regulations on the Corporate Governance, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:
  - a. To decide the medium-term strategy and development plan and annual business plans of the Company.
  - b. Defining operating objectives based on the strategic objectives approved by the General Meeting of Shareholders.
  - c. Recommendation for share classes and the total number of shares offered for sale for each class.
  - d. Decision to sell unsold shares within the authorized offering limit for each share class.
  - e. Proposal for the issuance of convertible bonds into shares and warrants allowing holders to purchase shares at a predetermined price.



- f. To decide on the issuance of bonds and other forms of capital mobilization of the Company.
- g. Decision on the offering price of bonds, shares, and convertible warrants of the Company.
- h. Valuation of non-cash assets contributed to the Company related to the issuance of shares or bonds, including gold, land use rights, intellectual property rights, technology, and know-how.
- i. Repurchase or acquisition of no more than ten percent (10%) of each share class; Decision on the repurchase or acquisition price of the Company's shares.
- j. Decision on investment plans and projects within the authorized scope and limits as prescribed by law.
- k. Decision on market development, marketing, and technology solutions.
- l. Approval of purchase, sale, loan, borrowing contracts, and other transactions with a value of 30% or more of the total assets recorded in the company's latest financial statements; except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as stipulated in points m, o, and q, Clause 2, Article 15 of this Charter.
- m. Borrowing and implementation of mortgages, guarantees, indemnities, and compensations for other companies.
- n. Investments not included in the business plan or with an investment value exceeding 10% of the annual business plan value.
- o. Election, dismissal, and removal of the Chairman of the Board of Directors.
- p. Appointment, dismissal, removal, contract signing, and termination of contracts with the General Director and Managers of the Company; deciding on salaries, remuneration, bonuses, and other benefits for these managers.
- q. Decision on the appointment, dismissal, and removal of authorized representatives to exercise ownership of shares or capital contribution in other organizations/enterprises; deciding on salaries, remuneration, bonuses, and other benefits for these individuals. The aforementioned dismissal must not violate the contractual rights of the dismissed individuals (if any).
- r. Decision on the specific salary, remuneration, bonus, and other benefits for each member of the Board of Directors based on the budget or the total remuneration, bonus, and other benefits for the Board of Directors approved by the General Meeting of Shareholders.
- s. Supervising and directing the General Director and Managers of the Company in managing the daily business operations of the Company.
- t. Resolving the Company's complaints against the Managers as well as deciding on the selection of the Company's representatives to resolve issues related to legal procedures against those managers.

- u. Appointing and dismissing individuals authorized by the Company as commercial representatives and lawyers of the Company.
  - v. Decision on the organizational structure and internal management regulations of the Company; relocation of the Company's headquarters within Ho Chi Minh City.
  - w. Decision on the establishment and termination of branches or representative offices of the Company.
  - x. Decision on the establishment, merger, division, consolidation, conversion of legal form, and dissolution of Subsidiaries.
  - y. Decision regarding the purchase or sale of shares or capital contributions in other enterprises established in Vietnam or abroad.
  - z. Approve the program and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or obtain opinions for the General Meeting of Shareholders to pass resolutions.
  - aa. Submit the audited annual financial statements to the General Meeting of Shareholders.
  - bb. Report to the General Meeting of Shareholders on the Board of Directors' appointment of the General Director.
  - cc. Decide the interim dividend rate; propose the dividend rate to be paid; decide the time limit and procedures for paying dividends or handling losses incurred during business operations.
  - dd. Propose the reorganization or dissolution of the Company; request bankruptcy of the Company.
  - ee. Decide to issue the Board of Directors operating regulations and the Corporate Governance Charter 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.
  - ff. Decide on any other business matters or transactions that the Board of Directors deems necessary to obtain approval within the scope of its authority and responsibility to ensure the Company's operations.
  - gg. Other rights and obligations are stipulated in the Law on Enterprises, the Law on Securities, other legal provisions, and the Company's Charter.
3. The Board of Directors must report the results of its operations to the General Meeting of Shareholders as prescribed in Article 280 of Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of certain articles of the Law on Securities.
  4. Unless otherwise stipulated by law and the Charter, the Board of Directors may authorize employees and other Managers to represent and handle work on behalf of the Company.

5. In the event that a resolution or decision approved by the Board of Directors violates legal provisions, resolutions of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, the members who approve such resolution or decision shall be jointly and severally liable for such resolution or decision and must compensate the Company for the damage; members who object to the aforementioned resolution or decision are exempt from liability. In this case, the company's shareholders have the right to request the Court to suspend the implementation or annul the aforementioned resolution or decision.

**Article 28. Remuneration, salary, bonuses, and other benefits of Board of Director' members.**

1. Board of Director members are entitled to remuneration and bonuses based on the Company's operating results and efficiency. This remuneration is divided among the Board of Director' members according to an agreement within the Board of Directors or equally divided in case of no agreement.
2. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each Board of Director member is included in the Company's business expenses according to the provisions of the law on corporate income tax, is shown 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 of Director members holding management positions; or permanent/full-time Board of Director' members; or Board of Director' members working in committees or subcommittees of the Board of Directors; or performing other tasks that, in the Board of Directors' view, are outside the normal duties of a Board of Director member, may be paid additionally in the form of a lump-sum payment, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.
5. Board of Director member has the right to be reimbursed for all travel, meal, accommodation, and other reasonable expenses incurred in carrying out their responsibilities as a member of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees/sub-committees of the Board of Directors.

**Article 29. Chairman, Vice Chairman of the Board of Directors**

1. The Board of Directors selects from among its members to elect one (01) Chairman and Vice Chairman (if any) by majority vote.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director of the Company.
3. The Chairman of the Board of Directors shall have the following rights and duties:
  - a. To prepare working plans and programs of the Board of Directors.
  - b. Prepare or organize the preparation of programs, content, and documents for meetings; convene, preside over, and chair meetings of the General Meeting of Shareholders and meetings of the Board of Directors.

- c. The Chairman of the Board of Directors is responsible to ensure that the Board of Directors submit annual financial reports, operational reports of the Company, its audit and inspection reports to the Shareholders at the meeting of the General Meeting of Shareholders.
  - d. Organize the approval of resolutions and decisions of the Board of Directors; sign resolutions and decisions of the Board of Directors on behalf of the Board of Directors.
  - e. Supervise the implementation of resolutions and decisions of the Board of Directors.
  - f. Other rights and obligations as prescribed by the Business Law and the Company's Charter.
4. The Vice Chairman has the same rights and obligations as the Chairman when authorized by the Chairman, but only in the event that the Chairman has notified the Board of Directors of their absence or necessary absence due to force majeure or inability to perform their duties. In the above case, if the Chairman does not appoint a Vice Chairman, the remaining members of the Board of Directors will appoint a Vice Chairman. In the event that both the Chairman and Vice Chairman are temporarily unable to perform their duties for any reason, the Board of Directors may elect another person among them to perform the duties of the Chairman by a majority vote.
5. In the event that the Chairman and/or Vice Chairman of the Board of Directors resigns or is dismissed or relieved of their duties, the Board of Directors must elect a replacement within ten (10) days from the date the Company receives the resignation letter or from the date the Board of Directors approves the decision on dismissal or removal of duties.

#### **Article 30. Meeting of the Board of Directors**

1. Initial meeting of the office term of the Board of Directors.

Chairman of the Board of Directors is elected during the first meeting of the Board of Directors and within seven (07) working days after the same Board of Directors is elected. Such meeting shall be convened by the member who received the most votes. If two or more members obtain the same highest number of votes, such members shall elect a person amongst them to convene the meeting by a majority vote to select one (01) person among them to convene the Board of Directors meeting.

2. Regular Board of Directors meeting.

The Chairman of the Board of Directors must convene regular meetings of the Board of Directors, prepare the meeting agenda, determine the appropriate time and venue of the meetings at least five (05) working days before the proposed date of such meetings. The Chairman may convene a regular meeting of the Board of Directors whenever necessary, but there must be at least one (01) meeting every quarter.

3. Extraordinary Board of Directors meeting.

The Chairman must convene an extraordinary meeting of the Board of Directors when he/she sees necessary for the interests of the Company. In addition, the Chairman of



the Board of Directors must convene a meeting of the Board of Directors which shall not be delayed without a legitimate reason, when any of the following subjects makes a written request specifying the purpose of the meeting and the issues to be discussed.

- a. An independent member of the Board of Directors;
- b. The General Director or at least five (05) other Company Managers;
- c. At least two (02) members of the Board of Directors.
- d. At the independent auditor's request to discuss the audit report and the Company's situation.

4. Meetings of the Board of Directors stipulated in Clause 3 of this Article must be conducted within seven (07) working days after the request for the meeting is made. If the Chairman of the Board of Directors does not accept to convene a meeting as requested, then the Chairman must be liable for any damage caused to the Company; the person making the request as referred to in Clause 3 of this Article may himself or herself convene a meeting of the Board of Directors.

5. Venue.

The meeting of the Board of Directors as specified in Clause 1, Clause 2 and Clause 3 of this Article shall be conducted at the registered address of the Company or at another address in 28 Vietnam or abroad as proposed by the Chairman of the Board of Directors and unanimously approved by the Board of Directors.

6. Notice of Board of Directors meeting.

Notice of the Board of Directors meeting must be sent to Board members at least three (03) working days before the meeting. The notice can be sent by invitation letter, mail, fax, email, or other means depending on the circumstances, but must ensure delivery to each Board member's registered address with the Company. The notice must specify the meeting time and location, agenda, matters to be discussed and decided upon, along with accompanying documents and the member's ballot.

7. Minimum number of attendees:

The first Board of Directors meeting is held when at least three-quarters (3/4) of the Board members are present. A Board member is considered present and voting at the meeting when: (i) attending and voting in person; or (ii) through an authorized representative (the authorized representative has the right to attend when approved by all Board members); or (iii) attending and voting via video conference, electronic voting, or other electronic means; or (iv) submitting a ballot to the meeting via mail, fax, or email; or (v) submitting a ballot by other means approved by the majority of members.

If the required number of members is not present, a second meeting shall be convened within seven (07) days of the first scheduled meeting date. In this case, the meeting proceeds if more than half (1/2) of the Board of Directors's members are present.

8. Voting:

- a. Except as provided in point b of this clause, each Board member or authorized representative (if any) attending a Board meeting has one (01) vote;
- b. A Board member may not vote on contracts, transactions, or proposals in which they or their Related Persons have an interest that conflicts or may conflict with the Company's interests. The Board member shall not be counted towards the minimum number of members required for a Board meeting to make decisions on matters where the member is ineligible to vote.

Any Board of Director member benefiting from a contract or transaction stipulated in points a and b, clause 7, Article 38 of this Charter shall be deemed to have a significant interest in such contract or transaction.

- c. As regulated in point b of this clause, when issues arise in a Board of Directors meeting concerning the interests of a Board of Director' member or relating to a member's voting rights, and these issues are not resolved by the voluntary waiver of voting rights by the relevant Board of Director' member, such arising issues shall be submitted to the meeting's chairman for decision.

**9. Voting to adopt resolutions.**

The Board of Directors approves matters and makes decisions by following the consensus of the majority of Board of Directors members present at the meeting (over fifty percent (50%)); in case of a tie, the final decision rests with the Chairman of the Board of Directors.

**10. Declaration of interests.**

Any member of the Board of Directors who directly or indirectly benefits from a contract or transaction signed or intended to be signed with the Company and aware that he/she has an interest in such contract or transaction is responsible to disclose the nature and contents of such interest at the meeting where the Board of Directors considers the signing of such contract or transaction for the first time. Where a member of the Board of Directors is not aware that such member and his/her Related Person have interest at the time a contract or transaction is signed with the Company, such member must publicly announce his/her related interests at the first meeting of the Board of Directors to be held after such member becomes aware that he/she has or will have an interest in the relevant contract or transaction.

**11. Board of Directors meetings may be held via online conference between Board of Directors members when all or some members are in different locations, provided that each participating member can:**

- a. Hear every other Board of Director member participating and speaking in the meeting.
- b. Speak to all other participating members simultaneously.

Communication between members can be conducted directly via telephone or other means of communication (including the use of these means at the time of adoption of the Charter or later), or a combination of all these methods. A Board of Director member participating in such a meeting is considered "present" at that meeting. The

location of the meeting held under this provision is the location where the largest group of Board of Directors members gathers, or if there is no such group, the location where the meeting Chairman is present.

Decisions adopted in a validly held and conducted telephone meeting are effective immediately upon the conclusion of the meeting but must be confirmed by the signatures of all attending Board of Directors members in the minutes.

Board of Director' members may send their votes to the meeting via mail, fax, or email. In the case of sending votes via mail, the votes must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one (01) hour before the commencement of the meeting. Votes are only opened in the presence of all attendees. In the case of sending votes via fax or email, they must be sent before the end of the vote counting.

**12. Decision by way of collecting written opinions.**

Decision by way of collecting written opinions is passed on the basis of the consent of the majority of members of the Board of Directors who have voting rights. This decision has the same effect and validity as the decision adopted by the members of the Board of Directors at the meeting convened and organized as usual.

**13. Minutes of the Board of Directors meeting**

- a. Board of Directors meetings must be recorded in minutes and may be audio-recorded, video-recorded, and stored in other electronic forms. Meeting minutes include the following main contents:
  - Name, head office address, business registration code;
  - Time and place of the meeting;
  - Purpose, agenda, and content of the meeting;
  - Full name of each attending member or authorized representative and method of attendance; full name of absent members and reasons for absence;
  - Issues discussed and voted on at the meeting;
  - Summary of each member's comments in the order of the meeting's proceedings;
  - Voting results, clearly stating members who agree, disagree, and abstain;
  - Matters approved and the corresponding approval rate;
  - Full name and signature of the chairperson and minute-taker.
- b. In cases where the chairperson and/or minute-taker refuse to sign the minutes, but if all other Board of Directors members attending the meeting sign and the minutes have complete content as prescribed in point a, clause 13 of this Article, the minutes are still valid.
- c. The chairperson, minute-taker, and signatories of the minutes are responsible for the truthfulness and accuracy of the Board of Directors meeting minutes.
- d. The minutes must be prepared in Vietnamese and can also be prepared in a foreign language. In this case, the minutes in Vietnamese and the foreign language have

equal legal validity. If there is a discrepancy in content between the Vietnamese and foreign language versions, the content of the Vietnamese version shall prevail.

- e. Board of Directors meeting minutes and documents used in the meeting must be kept at the Company's head office.

#### **Article 31. Sub-committees of the Board of Directors**

1. The Board of Directors may establish sub-committees to be in charge of development policies, human resources, compensation and benefits, internal audit, and risk management.
2. The number of sub-committee members is decided by the Board of Directors, with a minimum of three (03) people, including members of the Board of Directors and external members.
3. Sub-committee activities must comply with the regulations of the Board of Directors. Sub-committee resolutions are only valid when approved by a majority of members attending and voting at the sub-committee meeting.
4. The implementation of decisions of the Board of Directors or its sub-committees must comply with current laws and regulations and the provisions of the company's Charter and Corporate Governance Regulations.

#### **Article 32. Audit Committee**

1. The Audit Committee is a specialized body under the Board of Directors.
2. Nomination and election of Audit Committee members:
  - a. The Chairman of the Audit Committee and other members are nominated by the Board of Directors and must not be the Company's Executive Officers.
  - b. The appointment of the Chairman of the Audit Committee and other members must be approved by the Board of Directors at a Board meeting.
3. Composition of the Audit Committee:
  - a. The Audit Committee must have at least two (02) members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.
  - b. Members of the Audit Committee must have knowledge of accounting, auditing, a general understanding of the law, and the operations of the Company, and must not fall into the following categories:
    - Working in the Company's accounting or finance department;
    - Being a member or employee of the audit firm approved to audit the Company's financial statements for the past three (03) consecutive years.
  - c. The Chairman of the Audit Committee must hold a bachelor's degree or higher in one of the fields of economics, finance, accounting, auditing, law, or business administration.



**4. Rights and duties of the Audit Committee:**

- a. Monitor the accuracy of the Company's financial statements and official disclosures regarding the Company's financial results;
- b. Review the internal control system and risk management;
- c. Review transactions with Related Persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on transactions requiring approval from the Board of Directors or the General Meeting of Shareholders;
- d. Monitor the Company's internal audit department;
- e. Recommend the independent auditing firm, audit fees, and terms in the audit contract to the Board of Directors for approval before presenting it to the General Meeting of Shareholders for approval;
- f. Monitor and evaluate the independence, objectivity, and effectiveness of the auditing firm, especially if the Company uses non-audit services from the auditor;
- g. Ensure the Company complies with legal regulations, regulatory authorities' requirements, and the Company's internal rules;
- h. Have access to relevant documents related to the Company's operations and communicate with Board members and Executive Officers to gather information necessary for the Audit Committee's activities;
- i. Have the right to request a representative of the approved auditing firm to attend and answer questions related to audited financial reports at Audit Committee meetings;
- j. Use external legal, accounting, or other advisory services as necessary;
- k. Develop and present risk identification and management policies to the Board of Directors; propose solutions to mitigate risks arising from the Company's operations;
- l. Prepare written reports to the Board of Directors if Board members or Executive Officers fail to perform their responsibilities as specified by the Law on Enterprises and the Company's Charter;
- m. Develop the Audit Committee's operational regulations and present them to the Board of Directors for approval;
- n. Other rights and responsibilities as specified in the Company's Charter, Corporate Governance Regulations, Audit Committee's operational regulations, and legal provisions.

**5. Audit Committee meetings:**

- a. The Audit Committee must meet at least twice (02) a year. Detailed and clear minutes must be taken and properly stored. The minute-taker and participating members of the Audit Committee must sign the meeting minutes;

- b. The Audit Committee makes decisions by voting during the meetings, or by written consent or other forms as stipulated by the Company's Charter or the Audit Committee's operational regulations. Each member of the Audit Committee has one vote. Decisions of the Audit Committee are passed if they are approved by the majority of members attending the meeting; in case of a tie, the decision will be made based on the Chairman of the Audit Committee's opinion.
- 6. Report on the activities of independent Board members in the Audit Committee at the Annual General Meeting of Shareholders:**
- a. Independent Board members of the Audit Committee must report on their activities at the Annual General Meeting of Shareholders;
  - b. The report must include the following:
    - Fees, operational costs, and other benefits of the Audit Committee and each member as stipulated by the Law on Enterprises and the Company's Charter;
    - A summary of the Audit Committee meetings and its conclusions, recommendations;
    - Results of monitoring the financial statements, operations, and financial status of the Company;
    - Report on the evaluation of transactions between the Company, Subsidiaries, companies under the Company's control (over 50% of capital) and Board members, Executive Officers, and related parties; transactions with companies where Board members or Executive Officers are founders or managers within the last three (03) years;
    - Evaluation of the Company's internal control system and risk management;
    - Results of monitoring the Board of Directors and Executive Officers;
    - Evaluation of cooperation between the Audit Committee, Board of Directors, General Director, and Shareholders.

## **VIII. GENERAL DIRECTOR, EXECUTIVE, AND SECRETARY**

### **Article 33. Organizational structure**

The managerial system of the Company must ensure that the managerial apparatus shall be liable to the Board of Directors and shall be under the leadership of the Board of Directors. The Company has one General Director, Deputy General Directors, Functional Directors, and a Chief Accountant appointed by the Board of Directors. The appointment, dismissal, and removal of the above positions must be approved by a Resolution or Decision of the Board of Directors.

### **Article 34. Executives**

1. Executives include the General Director, Deputy General Directors, Functional Directors, Chief Accountant, and other executives appointed by the Board of Directors.

2. At the General Director's recommendation and with the Board of Directors' approval, the Company may recruit other executives in numbers and standards suitable to the Company's organizational structure and management regulations as stipulated by the Board of Directors. Executives are responsible for supporting the Company in achieving its operational and organizational goals.
3. Salaries, remuneration, bonuses, benefits, and other terms in labor contracts for: (i) the General Director will be decided by the Board of Directors; (ii) other Company Executives will be approved by the Board of Directors based on the General Director recommendation.
4. Executives' salaries are included in the Company's business expenses as prescribed by corporate income tax laws, 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 (01) Board member or hires another person as General Director and will sign a labor contract stipulating salary, remuneration, benefits, and other terms related to the recruitment.
2. The General Director manages the Company's daily business operations; is supervised and directed by the Board of Directors; and is responsible to the Board of Directors and the law for the execution of assigned rights and obligations.
3. The General Director term is four (04) years and is renewable for an unlimited number of terms. The appointment may expire based on the provisions of the labor contract. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the Company Charter.
4. The General Director has the following rights and obligations:
  - a. Implement the resolutions and decisions of the Board of Directors and the General Meeting of Shareholders.
  - b. Implement the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders.
  - c. Decide on matters related to the Company's daily business operations that are not within the authority of the Board of Directors or the General Meeting of Shareholders.
  - d. Approve purchase, sale, loan, borrowing contracts, and other contracts and transactions with a value of less than 30% of the total asset value recorded in the Company's most recent financial statements; except in cases where the contract or transaction falls under the decision-making authority of the Board of Directors as prescribed in point 1, clause 2, Article 27 of this Charter.
  - e. Propose the number and individuals the Company needs to recruit for the Board of Directors to appoint or dismiss as necessary to implement best management

practices and the organizational structure proposed by the Board of Directors, and advise the Board of Directors in deciding on salaries, remuneration, benefits, and other terms of the labor contracts of Executives.

- f. To consult the Board of Directors to make decisions on the number of employees, wage rate, allowances, benefits, appointments and dismissals and other terms relating to their employment contracts.
  - g. To appoint, discharge, dismiss managers' titles of the Company, except for those subject to the authority of the Board of Directors and General Meeting of Shareholders.
  - h. To propose measures to improve the operation and management of the Company.
  - i. To prepare the mid-term developmental strategy plan and annual business plan to submit to the Board of Directors for approval.
  - j. To make recommendations on methods of paying dividends and dealing with losses in business.
  - k. Carry out all other activities as prescribed by this Charter, the Company's regulations, Board of Directors' resolutions, the General Director's labor contract, and the law.
5. Report to the Board of Directors and Shareholders: The General Director shall be responsible before Board of Directors and the General Meeting of Shareholders for implementing of the assigned duties and powers, and must report to such bodies if so required.
6. The Board of Directors may remove, or dismiss the General Director when at least two-thirds of the members of the Board of Directors vote for it (excluding the votes of a member of the Board of Directors in the case where such member acts as the General Director) and may appoint a new General Director as replacement.
7. The General Director attends Board of Directors meetings as an observer but does not have voting rights unless the General Director is also a Board of Director member.

#### **Article 36. Corporate Secretary**

- 1. The Company's Board of Directors must appoint at least one (01) person to serve as Corporate Secretary to support the effective conduct of corporate governance.
- 2. The Corporate Secretary must have legal knowledge and must not concurrently work for an approved audit organization that is auditing the Company's financial statements.
- 3. The Board of Directors may dismiss or appoint a Corporate Secretary when necessary, but not in violation of current labor laws.
- 4. The Corporate Secretary has the following rights and obligations:
  - a. Advise the Board of Directors on organizing the General Meeting of Shareholders according to regulations and related matters between the Company and Shareholders.



- b. Prepare meetings of the Board of Directors and the General Meeting of Shareholders as requested by the Board of Directors.
- c. Advise on meeting procedures.
- d. Attend meetings.
- e. Advise on the procedures for establishing resolutions and decisions of the Board of Directors in accordance with legal regulations.
- f. Provide financial information, copies of minutes of Board of Directors meetings, and other information to Board of Director' members.
- g. Monitor and report to the Board of Directors on the Company's information disclosure activities.
- h. Act as a liaison with relevant stakeholders.
- i. Maintain confidentiality of information in accordance with legal regulations and the Company's Charter.
- j. Other rights and obligations as prescribed by law and the Company's Charter.

## **IX. RESPONSIBILITIES OF BOARD OF DIRECTOR' MEMBERS, GENERAL DIRECTOR, AND COMPANY EXECUTIVES**

### **Article 37. Responsibility to be prudent**

Members of the Board of Directors, the General Director and the Executive Directors are responsible to perform their duties including those as a member of committees under the Board of Directors in bona fide for the best interests of the Company and with an extent of prudence expected from any prudent peer under similar circumstances.

### **Article 38. Responsibility to be honest and avoid conflicts of interest**

1. Board of Director members, the General Director, and the Company's Executive Officers must disclose relevant interests as prescribed by the Business Law and relevant legal documents.
2. Members of the Board of Directors, the General Director and the Executive Directors shall be obliged to notify the Board of Directors of any interests to which may conflict with those of the Company and to which they may be entitled via other economic legal entities, transactions or individuals.
3. Board of Director members, the General Director, and the Executives are obligated to inform the Board of Directors of all interests that may conflict with the Company's interests, which they may receive through economic entities, transactions, or other individuals.
4. The Company shall not be allowed to grant any loan or guarantee to any member of the Board of Directors, the General Director, the Executive and their Related Person; or to any legal entity in which the above-mentioned persons have financial interests, except where such loan or guarantee has been approved by the General Meeting of Shareholders.

5. A Board of Director member may not vote on a transaction that benefits that member or that member's Related Person as prescribed by the Business Law.
6. Board of Director members, the General Director, the Executives, and their Related Persons may not use or disclose to others inside information to conduct related transactions.
7. A contract or transaction between the Company and one or more Board of Director' members, the General Director, Executives, and individuals or organizations related to these subjects is not invalidated in the following cases:
  - a. For contracts or transactions with a value of less than 20%, or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction with a value of less than 20% of the total asset value recorded in the most recent financial statement, the important contents of the contract or transaction, as well as the relationships and interests of the Board of Director' member, General Director, and Executives, have been reported to the Board of Directors and approved by the Board of Directors with a majority vote of the Board of Director' members without related interests.
  - b. For contracts or transactions with a value greater than or equal to 20%, or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction with a value of 20% or more of the total asset value recorded in the most recent financial statement, the important contents of the contract or transaction, as well as the relationships and interests of the Board of Director' member, General Director, and Executives, have been disclosed to the Shareholders and approved by the General Meeting of Shareholders with the votes of Shareholders without related interests.

#### **Article 39. Responsibility for loss and compensation**

1. Members of the Board of Directors, the General Director and the Executive who breach the obligations and responsibilities for honesty and prudence or fail to fulfil their obligations with due diligence and professional capability must be responsible for any damages caused by their breaches.
2. The Company shall pay compensation to any person who has been, is, or is likely become a related party in any claim, suit, or legal proceeding (including civil and administrative cases other than those initiated by the Company) if such person was or is a member of the Board of Directors, the General Director, the Executive Directors, the employee of the Company, or an Authorized Representative of the Company, or such person acted or is acting at the request of the Company, provided that such person acted honestly, prudently and diligently in the best interests or without countering the best interests of the Company in compliance with Law and that there is no evidence that such person committed a breach of his/her responsibilities.
3. Indemnification expenses include judgment costs, penalties, actual payments incurred (including legal fees) when resolving these matters within the legal framework. The Company may purchase insurance for these individuals to avoid the aforementioned indemnification responsibilities.

## **X. RIGHT TO INVESTIGATE BOOKS AND RECORDS OF THE COMPANY**

### **Article 40. Right to investigate books and records**

1. The Shareholder have the rights to access the Company's documents and records. To be specific:
  - a. The Shareholders are entitled to access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves; examine, access, extract or copy the Company's Charter, meeting minutes and resolutions of the General Meeting of Shareholders.
  - b. A Shareholder or a group of shareholders holding from five percent (05%) or more of the total common shares has the right to examine, access, extract the book of minutes and resolutions of the Board of Directors, biannual and annual financial statements, contracts and transactions subject to approval by the Board of Directors and other documents, except for documents related to the Company's trade secrets.
2. In cases where an authorized representative of a Shareholder or a group of shareholders requests to inspect books and records, they must enclose a power of attorney from the Shareholder or the group of shareholders they represent, or a notarized copy of this power of attorney.
3. Members of the Board of Directors, the General Director and the Executive shall have the right to inspect the Company's shareholder register book, the list of Shareholders and other books and records of the Company for any purposes relating to their positions on the condition that the information must be treated as confidential.
4. The Company shall keep this Charter and its amendments and additions, the Enterprise Registration Certificate, regulations, documents proving asset ownership, meeting minutes and resolutions of the General Meeting of Shareholders, meeting minutes and resolution of the Board of Directors, reports of the Board of Directors, annual financial statements, accounting books, and any other documents in accordance with the Law at the head office of the Company or another location, provided that the Shareholders and business registration authorities are informed of the location where these documents are retained.
5. The Company's Charter must be published on the Company's website.

## **XI. EMPLOYEES AND TRADE UNIONS**

### **Article 41. Employees and Trade Unions**

1. The General Director must prepare a plan for the Board of Directors to approve the matters relating to recruitment, dismissal of employees, salary, social insurance, welfare, rewards and discipline applicable to employees and the Executive.
2. The General Director must prepare a plan in order for the Board of Directors to approve the matters relating to the relationship between the Company and trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the regulations of the Company, and applicable law.

## **XII. PROFIT DISTRIBUTION**

### **Article 42. Profit Distribution**

1. The General Meeting of Shareholders shall decide the rate of dividends to be paid and the method of annual dividend payment from the Company's retained profits.
2. As stipulated by the Law on Enterprises, the Board of Directors may decide mid-term dividends advances upon considering such advance payment conforms to the Company's profitability.
3. The Company shall not pay interest on dividend payments or on payments relating to any class of shares.
4. The Board of Directors may request the General Meeting of Shareholders to approve payment of all or part of dividends by shares, and the Board of Directors shall be the body implementing such decision.
5. Where any dividend payment or other payments relating to one class of shares shall be made in cash, the Company must make such payment in Vietnamese dong. The payment may be made directly or via banks based on the bank details provided by the Shareholders. If the Company makes a bank transfer based on the exact banking detail provided by a Shareholder but such Shareholder cannot receive money, the Company shall not be liable for amount which it has transferred to the Shareholder entitled to such amount. Dividend payments for shares listed on the Stock Exchange can be made through a securities company or the Vietnam Securities Depository.
6. With approval of the Shareholders at the General Meeting of Shareholders, the Board of Directors may decide and announce that the owners of ordinary share certificates shall have the right to choose to receive their dividends in ordinary shares instead of dividends in cash. These additional shares will be recorded as paid-up shares of which the buying prices are determined equivalent to the cash amounts payable for cash dividends paid in cash according to the most accurate computations.
7. Pursuant to the Enterprise Law and the Securities Law, the Board of Directors passes a resolution to determine a specific date as the last registration date to exercise shareholder rights of the Company (also known as the record date). Based on such date, any person who has registered as a Shareholder or owner of other securities shall be entitled to receive dividends, interest, profit distribution, receive share certificates, notices or other documents.
8. Other matters relating to profit distribution shall be implemented in accordance with Law.

## **XIII. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING REGIME**

### **Article 43. Bank accounts**

1. The Company will open bank account(s) at one or more Vietnamese banks or at the branches of the foreign banks permitted to operate in Vietnam.
2. With the prior approval of the competent authority, if necessary, the Company may open bank accounts abroad in accordance with the provisions of law.
3. The Company will make all payments and accounting transactions via its Vietnamese dong accounts or foreign currency accounts at the bank where the Company opened such accounts.

#### **Article 44. Reserve funds**

The Company sets up reserve funds in accordance with current legal regulations, such as:

1. Science and Technology Fund for the purpose of:
  - a. Creating financial resources to fund the Company's science and technology activities through research, application and development, and technological innovation leading to product, service and solution innovation and improvement.
  - b. Achievements from the research process are the premise for creating quality products that meet the increasing needs of society and enhance the Company's competitive advantage.
  - c. Priority is given to sponsoring new science and technology application research projects with challenging nature and a trial and evaluation period of less than 03 years.
2. Development Investment Fund for the purpose of:
  - a. Creating capital for the Executives to be proactive in researching, applying new technology products and solutions, and implementing investment projects to expand the scale of production and business or in-depth investment of the company with an implementation and capital recovery period of more than 03 years.
  - b. Provision for losses due to natural disasters or fire.
3. Financial reserve funds and other funds (if any).

The appropriation and use of Reserve Funds are reported and submitted to the Board of Directors for approval at the last periodic meeting of the year; the Development Investment Fund is reported by the Board of Directors and submitted to the General Meeting of Shareholders for approval at the annual meeting.

#### **Article 45. Fiscal year**

The Company's fiscal year begins on April 1st annually and ends on March 31st annually.

#### **Article 46. Accounting regime**

1. The Company's accounting regime uses Vietnam Accounting Standards (VAS) or other specific accounting regimes issued by competent authorities and approved by the Ministry of Finance.
2. The Company maintains accounting books in Vietnamese and keeps accounting records in accordance with accounting laws and related regulations. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.
3. The Company uses Vietnamese Dong as its accounting currency.

### **XIV. FINANCIAL STATEMENTS, ANNUAL REPORT AND INFORMATION DISCLOSURE RESPONSIBILITIES**

#### **Article 47. Annual, semi-annual, and quarterly financial statements**

1. The Company must prepare annual financial statements, and the annual financial statements must be audited in accordance with legal regulations. The Company publishes the audited annual financial statements according to regulations on



information disclosure in the securities market and submits them to competent state agencies.

2. Annual financial statements must include all reports, appendices, and explanations as prescribed by law on enterprise accounting. The annual financial statements must reflect truthfully and objectively the Company's operational status. If the Company is a parent company, in addition to the parent company's annual financial statements, it must also include the consolidated financial statements of the Company and its Subsidiaries at the end of each fiscal year.
3. The Company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to competent state agencies.
4. Audited annual financial statements, reviewed semi-annual financial statements, and quarterly financial statements must be published on the Company's website.
5. Interested organizations and individuals have the right to inspect or copy the audited annual financial statements, reviewed semi-annual reports, and quarterly financial statements during the Company's working hours, at the Company's headquarters, and must pay a reasonable fee for copying.

#### **Article 48. Annual report**

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

### **XV. COMPANY AUDIT**

#### **Article 49. Audit**

1. The General Meeting of Shareholders appoints an independent audit firm or approves a list of independent audit firms and authorizes the Board of Directors to decide to select one of these units to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Board of Directors. The independent audit firm conducting the audit for the Company must be an audit firm approved by the State Securities Commission.
2. The Company must prepare and submit an annual financial statement to the independent auditing company after the end of each fiscal year.
3. The independent auditing company shall inspect, certify and make a report on the annual financial statements which reflects the income and expenditure of the Company, and shall prepare an audit report and submit the same to the Board of Directors within three (03) months from the end of a fiscal year.
4. A copy of the audit report must be sent with the annual financial statement of the Company.
5. The auditor or a representative of the audit firm may be invited to attend the Annual General Meeting of Shareholders to express their opinion at the General Meeting of Shareholders on matters related to the annual financial statements in case the audit report contains material exceptions.

### **XVI. SEAL**

#### **Article 50. Seal**

1. Seal includes physical seal or seal in the form of digital signatures as prescribed by regulations of law on electronic transactions.

2. The Board of Directors decides the type, quantity, form, and content of the seals of the Company, 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 law.

## **XVII. TERMINATION OF OPERATIONS AND LIQUIDATION**

### **Article 51. Termination of Operations**

1. The Company may be dissolved or its operations terminated in the following cases:
  - a. The Company's operating term expires without a decision to extend it.
  - b. A competent court of Vietnam declares the Company bankrupt in accordance with current law.
  - c. The Business Registration Certificate is revoked.
  - d. Dissolution before the deadline according to a resolution or decision of the General Meeting of Shareholders.
  - e. Other cases as prescribed by law.
2. The early dissolution of the Company (including any extended period) shall be decided by the General Meeting of Shareholders and shall be implemented by the Board of Directors. The decision on dissolution must be notified to, or must be approved by (if so required) the competent body in accordance with the regulations.

### **Article 52. Resolving Deadlocks between Board Members and Shareholders**

Unless otherwise provided in this Charter, Shareholders holding more than half of the outstanding shares with voting rights in the election of Board members have the right to file a complaint with the court to request dissolution on one or more of the following grounds:

1. The Board members disagree in managing the Company's affairs, resulting in a failure to achieve the required number of votes as prescribed for the Board of Directors to operate.
2. The Shareholders disagree and cannot achieve the required number of votes as prescribed to elect members of the Board of Directors.
3. There is internal disagreement and two or more factions of Shareholders are divided, making dissolution the most beneficial option for all Shareholders.

### **Article 53. Liquidation**

1. When there is a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members, of which two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent audit firm. The Liquidation Committee prepares its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation are prioritized by the Company for payment before other debts of the Company.
2. The Liquidation Committee shall be responsible to report its dates of establishment and commencement of operation to the business registration authority. From such point of time, the Liquidation Committee will represent the Company in all work relating to the liquidation before a Court and the administrative authorities.

3. Proceeds from the liquidation shall be disbursed in the following order:
  - a. Expenses of liquidation;
  - b. Salaries, severance allowances, social insurance, and other employee benefits under the collective labor agreement and signed labor contracts;
  - c. Tax debts;
  - d. Other debts of the Company;
  - e. After all the debts from (a) to (d) above have been paid, the balance shall be distributed to Shareholders. Payment of the preferential shares shall be given priority.

## **XVIII. INTERNAL DISPUTE RESOLUTION**

### **Article 54. Internal Dispute Resolution**

1. In the event of any dispute or complaint related to the Company's operations, the rights and obligations of Shareholders as prescribed by the Enterprise Law, the Company Charter, other legal regulations, or agreements between:

- a. Shareholders and the Company;
- b. Shareholders and the Board of Directors, General Director, or Executives;

The involved parties shall attempt to resolve such disputes through negotiation and conciliation. Except where such dispute concerning the Board of Directors or the Chairman of the Board of Directors, such Chairman will preside over any meeting for dispute resolution and shall require each party to present the actual factors relating to the dispute within fifteen (15) working days from the date of the arising. If the conflict concerns the Board of Directors or the Chairman of the Board, either party may request appointment of an independent expert who shall act as an arbitrator for the dispute resolution.

2. If no conciliation decision is reached within six (06) weeks from the start of the conciliation process, or if the mediator's decision is not accepted by the parties, any party may bring the dispute to Arbitration or Court.
3. The parties shall bear their own costs related to the negotiation and conciliation procedures. Payment of Court costs shall be made according to the Court's ruling.

## **XIX. CHARTER SUPPLEMENT AND AMENDMENT**

### **Article 55. Company Charter**

1. Any supplement or amendment to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In the event that any legal regulations related to the Company's operations are not mentioned in this Charter, or in the event of new legal regulations that differ from the provisions of this Charter, those legal regulations shall automatically apply to govern the Company's operations.

## **XX. EFFECTIVE DATE**

### **Article 56. Effective Date**

1. This Charter, consisting of XX items and 56 articles, was unanimously approved by the General Meeting of Shareholders of Innovative Technology Development Corporation on 23/04/2011, has been amended and supplemented several times, with the last amendment on .../.../2025, and the full text of this Charter is hereby approved.

2. The Charter is made in 10 copies, having equal value, and must be kept at the Company's headquarters.
3. This Charter is the sole and official Charter of the Company.
4. Copies or extracts of the Company Charter are valid when signed by the Chairman of the Board of Directors, or at least one-half (1/2) of the total members of the Board of Directors, or the General Director, or a person authorized by the General Director.

Full name and signature of the Company's legal representative

**GENERAL DIRECTOR**

**NGUYEN NGOC TRUNG**



# **INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

## **INNOVATIVE TECHNOLOGY DEVELOPMENT CORPORATION**

*(Issued pursuant to the Resolution of the 2025 Annual  
General Meeting of Shareholders - Appendix 4)*

*Ho Chi Minh City, June, 26, 2025*



# **CHAPTER I**

## **GENERAL PROVISIONS**

### **Article 1. Governing scope and applicable entities**

#### **1.1. Governing scope**

The Internal Regulations on Corporate Governance (the “Regulations”) provide for the basic corporate governance principles in order to protect the legitimate rights and interests of the Shareholders, and establish standards of behavior and professional ethics of members of the Board of Directors, the General Director and other managers.

These Regulations are also the basis for the Shareholders and other relative parties to evaluate the corporate governance performance of the Company.

These Regulations provide for:

- a. Roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, the General Director;
- b. Procedures for meetings of the General Meeting of Shareholders and meetings of the Board of Directors;
- c. Nomination, self-nomination, election, dismissal and removal of members of the Board of Directors, the General Director, and members of the Committees;
- d. Other activities in accordance with the Company's Charter and other applicable laws and regulations.

#### **1.2. Applicable entities**

These Regulations apply to members of the Board of Directors, the General Director, the Executives, and other related persons.

### **Article 2. Definitions**

Unless the subject or context otherwise requires, words defined in the Company’s Charter shall have the same meanings when used in these Regulations.

# **CHAPTER II**

## **GENERAL MEETING OF SHAREHOLDERS**

### **Article 3. Roles, rights and obligations of the General Meeting of Shareholders**

- 3.1. The General Meeting of Shareholders consisting all Shareholders with voting rights and is the highest decision-making body of the Company.
- 3.2. The rights and obligations of the General Meeting of Shareholders are stipulated in Article 15 of the Company Charter.

### **Article 4. Procedures for convening the General Meeting of Shareholders to pass resolutions by way of voting at the meeting**

#### **4.1. Authority to convene the General Meeting of Shareholders**

- a. The Board of Directors is responsible for convening the annual General Meeting of Shareholders and selecting the appropriate venue in the territory of Vietnam.

- b. The extraordinary General Meeting of Shareholders shall be convened by (i) the Board of Directors or (ii) Shareholders or a group of Shareholders owning at least five percent (05%) of the total number of ordinary shares as stipulated in Clause 3 and Clause 4 of Article 14 of the Company Charter.

#### **4.2. Notice of convening and closing the list of shareholders entitled to attend the meeting of the General Meeting of Shareholders**

- a. Before convening the General Meeting of Shareholders, the Board of Directors must hold a meeting of the Board of Directors to decide on issues related to the General Meeting of Shareholders such as preparations for the Meeting, the agenda, and the content of the Meeting. In addition, the Board of Directors must determine the last registration date to establish the list of Shareholders entitled to attend the meeting.
- b. After the meeting of the Board of Directors, the Board of Directors will issue a Resolution of the Board of Directors, which clearly states the reason for convening of the General Meeting of Shareholders, the date of closing the list of Shareholders entitled to attend the meeting (the last registration date), the date and the venue to convene the General Meeting of Shareholders.
- c. The person convening the General Meeting of Shareholders must disclose information on the compilation of the list of Shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the deadline for registration at least 20 days before the last registration date. Notice of convening the General Meeting of Shareholders must be published on the websites of the Company, the State Securities Commission, the Stock Exchange, and on the Company's website.
- d. The person who convenes the General Meeting of Shareholders shall perform the following tasks:
  - Prepare the list of Shareholders entitled to attend and vote at the General Meeting of Shareholders;
  - Provide information and resolve complaints related to the list of Shareholders entitled to attend and vote at the General Meeting of Shareholders;
  - Prepare the meeting program and agenda of the General Meeting of Shareholders;
  - Prepare documents for the General Meeting of Shareholders;
  - Draft resolution of the General Meeting of Shareholders according to the expected content of the General Meeting of Shareholders; list and details of candidates in case of election of members of the Board of Directors;
  - Determine the time and venue to convene the General Meeting of Shareholders;
  - Send meeting invitation to each Shareholder listed in the list of Shareholders entitled to attend the General Meeting of Shareholders;
  - Other works as required for the General Meeting of Shareholders.

#### **4.3. Prepare the list of Shareholders entitled to attend the General Meeting of Shareholders**

- a. The list of Shareholders entitled to attend the General Meeting of Shareholders shall be made no later than (10) days before the date of sending the meeting invitation.

- b. The preparation of the list of Shareholders eligible to attend the meeting is carried out in accordance with the provisions of the Company's Charter, the Enterprise Law, and the Securities Law.

#### **4.4. Invitations to the General Meeting of Shareholders**

- a. The invitations to the General Meeting of Shareholders shall be sent to all Shareholders in the list of Shareholders entitled to attend the meeting at least twenty one (21) days before the convening date of the General Meeting of Shareholders, counting from the day on which the invitations are validly sent.
- b. The notice of the General Meeting of Shareholders can be sent by methods ensuring it reaches the Shareholder's contact address (including but not limited to methods such as postal mail, fax, email, SMS, or other means), and simultaneously publicized on the State Securities Commission's, Stock Exchange's, and the Company's official websites.
- c. The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the General Meeting of Shareholders are sent to Shareholders and/or posted on the Company's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice must clearly state the link to all meeting documents for Shareholders to access.
- d. Shareholders are responsible for providing complete and accurate information (including but not limited to organization, individual information, contact address, email address, or phone number) to receive the meeting invitation. In case the information provided by the Shareholder is incomplete and/or inaccurate, leading to the Company's inability to send the notice of the General Meeting of Shareholders, the Shareholder will be fully responsible for not receiving the notice of the General Meeting of Shareholders.

#### **4.5. Program and agenda of the General Meeting of Shareholders**

- a. The person who convenes the General Meeting of Shareholders must prepare the program and agenda of the meeting of the General Meeting of Shareholders.
- b. The meeting agenda are matters subject to the authority of the General Meeting of Shareholders, accompanied by explanatory documents, explanations, reports related to the meeting agenda or details of the candidate in the case of election of Board members at the General Meeting of Shareholders. The program and agenda must specify the time applicable to each issue in the agenda for the meeting.
- c. Proposal of Shareholders to be included in the agenda as stipulated in Clause 4, Clause 5, and Clause 6, Article 18 of the Company Charter.

#### **4.6. Authorization for a Proxy to attend the General Meeting of Shareholders**

- a. Shareholders entitled to attend the General Meeting of Shareholders may authorize their representatives to attend or may authorize a member of the Board of Directors to represent them at the General Meeting of Shareholders.
- b. Authorizing a representative to attend the General Meeting of Shareholders as stipulated in Article 16 of the Company Charter.

#### **4.7. The method of registration to attend the General Meeting of Shareholders**

- a. Shareholders g can register their attendance at the General Meeting of Shareholders of the Company prior to the opening date of the meeting through many forms (provided that this

registration is made within the time limit as specified in the invitations to the General Meeting of Shareholders), specifically as follows: (i) sending an email or sending a facsimile to the Company to register; or (ii) register via phone; or (iii) sending by post mail. In case of registration before the opening date of the meeting, Shareholders and Proxy still needs to bring and present the ID card/passport, authorization letter and other related documents as necessary for the Organizing Committee to check and register the attendees at the venue of the meeting.

- b. In case Shareholders do not register to attend the meeting before the opening date, Shareholders can directly register at the venue of the meeting.
- c. Before the opening of the meeting, the Company must carry out the registration procedure for attending Shareholders. A Shareholder or Proxy shall register at the registration desk before attending the meeting and sign for confirmation on the list of attending shareholders prepared by the Organizing Committee.
- d. Shareholders or Proxies who arrive after the opening of the meeting shall still be registered and have the right to participate in voting immediately after registration. In such case, the effectiveness of any items which was previously voted on shall not be affected.
- e. When registering to attend the General Meeting of Shareholders, based on the meeting documents that were attached to the invitation letter and/or posted on the website of the Company, Shareholders are responsible for a detailed and honest declaration of their related interests for the contents of the agenda of the General Meeting of Shareholders for the Company to consider and remove this Shareholder's Vote (in case this Shareholder still participates in the vote) when conducting the counting of votes. In case a Shareholder fails to declare or declare incorrectly or truthfully the related interests of such Shareholder with the contents of the agenda and cause damage to other Shareholders and/or the Company, such Shareholders shall be fully responsible before the law and shall indemnify all damages suffered by the Company and/or other Shareholders (if any).

#### **4.8. Conditions for conducting the General Meeting of Shareholders**

- a. To conduct a meeting of the General Meeting of Shareholders, the number of Shareholders and Proxies present at the meeting of the General Meeting of Shareholders must meet a minimum percentage as prescribed in Article 19 of the Charter of the Company.
- b. In the case of convening a second and third meeting as prescribed in Clause 2 and Clause 3, Article 19 of the Company Charter, the convener of the General Meeting of Shareholders does not need to re-establish the list of shareholders eligible to attend the meeting and can use the list provided by the Vietnam Securities Depository in the first meeting convocation.
- c. The agenda and content of the second and/or third meeting will remain the same as the agenda and content of the meeting prepared for the first meeting.

#### **4.9. Way of casting votes**

- a. After completing the shareholder registration procedure, shareholders and/or their authorized representatives will receive voting ballot with content depending on the agenda of the General Meeting of Shareholders. In cases where the meeting agenda includes the election of members of the Board of Directors, the Company will issue ballot papers to shareholders.
- b. When voting at the General Meeting, shareholders and/or their authorized representatives shall vote on each item on the meeting agenda on the ballot. Voting is conducted by marking

one of the following voting statuses: " affirmative", "disagreeing", or "no-opinion" for each item.

- c. A valid voting ballot must clearly show the approval, disapproval, and or opinion on each specific issue and be duly signed by the Shareholder or Proxy.
- d. The election of members of the Board of Directors is conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares held multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to cast all or part of their total votes for one or several candidates.
- e. To ensure the avoidance of conflicts of interest, the Shareholders with related interests will not participate in voting on matters for which such Shareholder or the Related Person of the Shareholder is determined to have a right to and related interests to ensure transparency and fairness of the meeting. For other contents, such Shareholder still has the right to vote as usual.

#### **4.10. Method of counting votes**

- a. The General Meeting of Shareholders will elect one or more persons to be responsible for counting Vote or supervising the ballot counting process as proposed by the chairperson of the meeting. The number of members of the Vote counting committee is decided by the General Meeting of Shareholders based on the chairperson's proposal.
- b. During the voting process, the "Approve" votes are counted first, followed by the "Disapprove " votes, then the "Abstain" votes, and finally, the total number of votes is counted to determine the outcome. The total number of "Approve", "Disapprove", "Abstain", or invalid votes, corresponding to the voting percentage for each issue, is fully recorded by the ballot counting committee in the ballot counting minutes.
- c. The ballot counting committee is entitled to use appropriate electronic means to count the ballots.

#### **4.11. Notification of vote counting results**

- a. After conducting the counting of votes, the vote counting committee will prepare the minute of counting votes and announce the results of counting votes right before the closing of the meeting. The announcement of the voting results must specify the number of "Approve" votes, "Disapprove" votes, "Abstain" votes, and invalid votes, corresponding to the voting percentage for each issue voted on by the shareholders at the meeting.
- b. The vote counting minutes must be published on the website of the Company within twenty four (24) working hours from the time of passing the Resolution of the General Meeting of Shareholders.

#### **4.12. Conditions for the resolution to be approved**

- a. The issues in the agenda of the General Meeting of Shareholders are approved if the approval ratio is satisfied as prescribed in the Company's Charter.
- b. In addition, the Meeting will approve the Minutes of the Meeting and Resolutions of the General Meeting of Shareholders before the end of the meeting. The approval of the Minutes of the Meeting and the full text of the Resolution will be passed by public voting at the meeting.

#### **4.13. Method of protesting against resolutions of the General Meeting of Shareholders**



- a. Shareholders who voted against the decision of the General Meeting of Shareholders on the reorganization of the company or change of the rights and obligations of Shareholders as stipulated in the Company's Charter have the right to request the Company to buy back shares of the Company. The request must be in writing, clearly stating the name and address of the Shareholder, the number of shares of each class, the intended selling price, the reason for the request to be repurchased by the Company. The request must be sent to the Company within 10 days from the date of the General Meeting of Shareholders approving the decision on the reorganization of the Company or the change of rights and obligations of Shareholders as stipulated in the Company's Charter.
- b. The Company must repurchase shares at the request of shareholders as stipulated in point a of this clause at market price or the price calculated according to the principles specified in the Company Charter within ninety (90) days from the date of receiving the request. If the parties cannot agree on a price, they may request a valuation from a valuation organization.

#### **4.14. Prepare minutes of the General Meeting of Shareholders**

The preparation of the minutes of the General Meeting of Shareholders shall comply with the provisions of Article 23 of the Company Charter.

#### **4.15. Announce the Resolution of the General Meeting of Shareholders**

- a. Resolution of the General Meeting of Shareholders takes effect from the date of its adoption or from the effective date noted in that Resolution.
- b. Minutes, Resolutions of the General Meeting of Shareholders and enclosed documents (if any) must be posted on the website of the Company and must be disclosed in accordance with the law within twenty-four (24) hours after being issued.

### **Article 5. Order and procedures of the General Meeting of Shareholders to pass resolutions by way of collecting written opinions**

#### **5.1. The cases are allowed and not allowed to collect written shareholders opinions**

- a. All issues under the authority of the General Meeting of Shareholders can be passed by way of collecting written opinions. The resolution passed in the form of collecting written opinions of Shareholders has the same value as a resolution passed in the case of a meeting of the General Meeting of Shareholders.
- b. Cases where written opinions are not collected: the organization of the Annual General Meeting of Shareholders is not done through the form of collecting written opinions of Shareholders.

#### **5.2. Order and procedures for the General Meeting of Shareholders to pass a Resolution by collecting written opinions**

##### **5.2.1. The right to organize collecting written opinions of Shareholders**

The Board of Directors has the right to collect shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders if it deems it necessary for the benefit of the Company.

##### **5.2.2. Notice of collecting written opinions of Shareholders and Prepare the list of Shareholders to send opinion ballots**

Notification of written shareholder opinion solicitation and compilation of the list of shareholders whose opinions are solicited shall be carried out according to the procedures specified in Clause 4.2 and Clause 4.3 of Article 4 of these Regulations.

**5.2.3. Opinion form and deadline for sending opinion form**

Ballot papers and the deadline for submitting ballot papers shall comply with the provisions of Clause 2 and Clause 3 of Article 22 of the Company Charter.

**5.2.4. Ways to send opinion form**

- a. The Board of Directors sends ballot papers to all Shareholders on the Shareholder list by methods ensuring delivery to the Shareholders' contact addresses (including but not limited to methods such as postal mail, fax, email, text message, or other means).
- b. The explanatory documents for the draft Resolution and the contents to be consulted can be attached to the opinion form or posted on the Company's website for the Shareholders to consider before answering the opinion form.
- c. Shareholders submit completed ballot papers to the Company as stipulated in Clause 4, Article 22 of the Company Charter.

**5.2.5. Vote counting and counting minutes**

Ballot counting and the preparation of minutes of ballot counting are carried out as stipulated in Clause 5, Article 22 of the Company Charter.

**5.2.6. Announcing the results of counting votes and announcing Resolutions of the General Meeting of Shareholders**

Notification of ballot counting results and announcement of resolutions of the General Meeting of Shareholders are carried out as stipulated in Clauses 6, 7, and 8, Article 22 of the Company Charter.

**Article 6. Order and procedures of the General Meeting of Shareholders to pass resolutions by online conference**

In addition to holding a physical meeting, the annual and extraordinary General Meeting of Shareholders can be held in the form of an online conference in the event of (i) events. force majeure, including but not limited to: natural disasters, wars, epidemics, insurrections, riot, terrorism, restrictions or prohibitions by the State and / or (ii) events other objectively which the Board of Directors deems inconvenient and / or inappropriate to hold a meeting of the General Meeting of Shareholders in the form of physical meeting.

**6.1. Notice of invitation to the online General Meeting of Shareholders**

The method of announcing the invitation to the meeting of the online General Meeting of Shareholders is the same as the method of inviting the General Meeting of Shareholders directly, specifically the convener of the General Meeting of Shareholders will send the meeting invitation and other meeting documents for the Shareholders of the Company or posting them on the Company's website. However, in the case of the online General Meeting of Shareholders, the convener of the General Meeting of Shareholders is obliged to prepare additional documents for the Shareholders to register and attend the online meeting.

**6.2. The method to register to attend the online General Meeting of Shareholders**

- a. Shareholders will register to attend the online General Meeting of Shareholders according to the guidance document of the Company that was sent to Shareholders and/or posted on the

website of the Company. Accordingly, Shareholders will access the link announced by the the Company and declare and verify their status as Shareholders to attend the meeting.

- b. Shareholders are only allowed to attend the online meeting if the Shareholder is declared and verified. The Company also ensures that Shareholder access is unique and that each Shareholder has only one account to access the online meeting room at a certain time.

#### **6.3. Conditions for conducting the online meeting**

The online General Meeting of Shareholders proceeds when the number of attending Shareholders meets the minimum ratio as stipulated in Clause 4.8, Article 4 of these Regulations.

#### **6.4. The method of electronic voting**

- a. The Company will prepare technical 36 equipment or means, a way for Shareholders to make e-voting, electronic voting and/or other electronic means and recording. receive this online voting of a Shareholder or Proxy to attend the Meeting for the agenda of the agenda. The specific method will depend on the electronic equipment used by the Company for voting and will be announced to Shareholders prior to each meeting.
- b. Shareholders or Proxies may also vote by email / fax or by post to the email or fax number or mailing address provided by the Company, provided that The Organizing Committee must receive Shareholders' votes before the vote counting ends.

#### **6.5. The method of online vote counting**

The Company will apply modern technologies to perform the counting of votes of the Shareholders. The counting of votes will be calculated based on the number of votes that the Shareholder and/or the Proxy to attend the Meeting conducts online voting, electronic voting and/or other electronic means, and number of Votes sent by the Shareholder and/or Proxy to the Meeting by post, email and fax. The Vote Counting Committee is responsible for the accuracy of this counting and is responsible for damages arising from resolutions passed due to untruthful, inaccurate vote counting.

#### **6.6. Notification of vote counting results**

The vote counting results will be announced at the online meeting of the General Meeting of Shareholders after completing the counting of votes and before the closing of the meeting.

#### **6.7. Prepare the minutes of the General Meeting of Shareholders**

The minutes of the online General Meeting of Shareholders shall be made in the same way and includes contents similar to those of the minutes of the meeting of the physical General Meeting of Shareholders as specified in Clause 4.14, Article 4 of these Regulations.

#### **6.8. Announce the Resolution of the General Meeting of Shareholders**

Resolutions of the online General Meeting of Shareholders must be posted on the website of the Company and must be disclosed in accordance with the law within twenty-four (24) hours from the time of issuance.

### **Article 7. Procedures for the General Meeting of Shareholders to ratify resolutions through both physical and online meetings**

Beside the physical and/or online General Meeting of Shareholders in the manner prescribed in Article 4 and Article 6 of these Regulations, the Board of Directors may hold the General Meeting of Shareholders by both physical and online depending on the actual situation.

### **7.1. How to register to participate in the General Meeting of Shareholders**

- a. The method of notifying the General Meeting of Shareholders in the form of a combination of in-person and online meetings is carried out in the same manner as the notice of the in-person or online General Meeting of Shareholders as specified in Clause 4.4, Article 4 and Clause 6.1, Article 6 of these Regulations.
- b. Shareholders can attend the General Meeting of Shareholders directly at the venue or attend the online meeting by technology means. Accordingly, at the venue of the meeting of the General Meeting of Shareholders, the Organizing Committee will arrange projectors and screens, computers, audio and 38 broadcasting equipment with internet connection to be able to broadcast live for online participants. The meeting must have stable connection, display uniformity images and audio between live and online meetings in order to ensure the interests of Shareholders.

### **7.2. Registration Method for the General Meeting of Shareholders**

Registration for the General Meeting of Shareholders, combining in-person and online attendance, is conducted as follows:

- a. For Shareholders attending in person: register at the shareholder verification desk located at the meeting venue, following the in-person registration procedure outlined in Clause 4.7, Article 4 of these Regulations.
- b. For Shareholders attending online: register as instructed in Clause 6.2, Article 6 of these Regulations.

### **7.3. Conditions for opening the General Meeting of Shareholders**

The General Meeting of Shareholders by this combination method shall be carried out when the total number of Shareholder/Proxies attending the meeting directly and online meets the minimum rate as specified in Clause 4.8, Article 4 of these Regulations.

### **7.4. How to vote**

The Shareholders can vote in the following manners: (i) voting directly at the meeting; sending votes to the convener of the meeting by post / email / fax, (iii) electronic voting or other electronic means.

### **7.5. Method of counting votes**

- a. The Company will use modern technologies to count votes of Shareholders. The votes will be calculated based on (i) the number of e-voting of the Shareholder and / or the Proxy, electronic voting and / or other electronic means. and (ii) the number of votes that the Shareholder and / or Proxy directly votes at the meeting (put the voting cards to ballot box); and (iii) the number of votes that the Shareholder and / or Proxy sending to the meeting by post, email and fax.
- b. The Vote Counting Committee totalize the votes of agree, disagree, no comment from above three methods on each agenda and divide by the total voting shares of all Shareholders attending and voting at the General Meeting to calculate the voting rate of agree, disagree and no comment for each issue, then, determine whether each issue has enough rate to approve or not.

### **7.6. Announce the results of vote-counting**

The counting results will be announced at the General Meeting of Shareholders after completing the counting of votes and before closing the meeting.

**7.7. Prepare minutes of the General Meeting of Shareholders**

The Company Secretary will prepare the Minutes of the General Meeting of Shareholders at the meeting and submit to the General Meeting of Shareholders for approval before the closing. The minutes of the General Meeting of Shareholders include the contents as prescribed in Clause 4.14, Article 4 of these Regulations.

**7.8. Announce the resolution of the General Meeting of Shareholders**

Resolutions of the General Meeting of Shareholders must be posted on the website of the company and disclose information in accordance with Laws within twenty-four (24) hours from the date of issuance.

## **CHAPTER III**

### **BOARD OF DIRECTORS**

**Article 8. Roles, rights and obligations of the Board of Directors, responsibilities of members of the Board of Directors**

- 8.1.** The Board of Directors is a managerial body of the Company and has the full authority to exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the General Meeting of Shareholders.
- 8.2.** Rights and obligations of the Board of Directors shall be prescribed in Article 27 of the Company Charter.
- 8.3.** Board of Director members are entitled to request the General Director and/or the Executive Directors to provide information and documents about the finance and business performance of the Company and its units, provided however that such provision of information is to serve the fulfilling by the requesting member of his/her obligations and duties in the Board of Directors. The request for providing information shall be made in writing, specifying the reason for such request, purpose of using information and undertaking of the requesting member to use information requested for the stated purpose and to keep such information in strict confidence. The written request shall be sent to the Executive at least twenty-four (24) hours in advance. The person requested to provide information must promptly provide the complete and accurate information and data requested by the requesting member.
- 8.4.** In case members of the Board of Directors use the information to be provided for wrong purpose or disclose such information, they must take responsibility for all damages incurred by the Company.

**Article 9. Election, nominating for election, voting, electing, dismissing and removing members of the Board of Directors**

**9.1. Term of office and quantity of members of the Board of Directors**

The term and number of Board of Directors members are implemented in accordance with the provisions of Clause 1 and Clause 2, Article 26 of the Company Charter.

**9.2. Structure, criteria of Board members**



- a. Structure of the Board of Directors: implemented in accordance with the provisions of Clause 3, Article 26 of the Company Charter.
- b. Criteria and standards of Board of Directors members
  - Board of Director members must meet the standards and conditions as prescribed in Clause 1, Article 155 of the Law on Enterprises and the Company Charter;
  - Independent Board of Director members must meet the standards and conditions as prescribed in Clause 2, Article 155 of the Law on Enterprises and the Company Charter;
  - The independent member of the Board of Directors shall inform the Board of Directors when he/she no longer fully satisfies as prescribed in Clause 2, Article 155 of the Law on Enterprises and is obviously no longer an independent member from the day on which such requirements are not fully satisfied. The Board of Directors shall report this during the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replacement independent Board of Director' members within six (06) months from the date of receiving the notification from the relevant independent Board of Director' member.

### **9.3. Election or nominate candidates to the Board of Directors**

The nomination and self-nomination for Board of Directors members are implemented in accordance with the provisions of Clause 1 and Clause 2, Article 25 of the Company Charter.

### **9.4. Method of introducing candidates for Board of Directors members**

The introduction of candidates for Board of Directors members is implemented in accordance with the provisions of Clause 3, Article 25 of the Company Charter.

### **9.5. Method of electing members of the Board of Directors**

- a. The voting to elect Board of Directors members is conducted by cumulative voting and in one (01) round on the same list, whereby each Shareholder has the total number of votes corresponding to the total number of shares multiplied by the number of elected members of the Board of Directors and the Shareholder has the right to place all their votes in one or more candidates.
- b. Elected Board of Director members are determined by the number of votes from highest to lowest, starting with the candidate with the highest number of votes until the number of independent and non-independent members is sufficient as prescribed in the Company's Charter.
- c. In the event that two (02) or more candidates receive the same number of votes for the last position on the Board of Directors, a re-election will be held among the candidates with the same number of votes, and the candidate with the highest number of votes will be selected.
- d. The number of selected candidates must not exceed the number of Board of Directors members to be elected.

### **9.6. Cases of dismissal, removal and addition of members of the Board of Directors**

- a. A Board of Director member is no longer a member of the Board of Directors in the event of being dismissed or removed by the General Meeting of Shareholders, as stipulated in Clause 4, Article 26 of the Company's Charter.
- b. The election of additional members of the Board of Directors shall be conducted in the following cases:

- The number of members of the Board of Directors decreases by more than one third of the number specified in the Charter of Company;
- The number of independent members of the Board of Directors falls below the minimum number specified in the Charter of Company and prescribed by laws;
- The General Meeting of Shareholders elects new Board of Directors members to replace members who have been dismissed or removed at the nearest meeting.

The election of additional members of the Board of Directors will be elected based on the list of candidates by (i) Shareholders, group of Shareholders nominated (ii) The Board of Directors recommend.

#### **9.7. Announcement of election, dismissal and removal of members of the Board of Directors**

All cases of change of the Board members related to the election, dismissal or removal, after being approved by the General Meeting of Shareholders, after being approved by the General Meeting of Shareholders, must be publicly disclosed in accordance with the provisions of law on securities and the securities market.

#### **9.8. Election, dismissal and removal of the President and Vice Chairman of the Board of Directors**

- a. The Board of Directors selects from among its members to elect one (01) Chairman and Vice Chairman (if any) by majority rule.
- b. The Chairman of the Board of Directors shall not concurrently hold the position of General Director of the Company.
- c. The Chairman and Vice Chairman are elected in the first meeting of the Board of Directors term within seven (07) working days from the end of the election of that Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that there is more than one member with the highest and equal number or percentage of votes, the members shall vote by majority rule to select one (01) person among them to convene the Board of Directors meeting.
- d. In the event that the Chairman and/or Vice Chairman of the Board of Directors resigns or is removed or dismissed, the Board of Directors must elect a replacement within ten (10) days from the date the Company receives the resignation letter or from the date the Board of Directors approves the decision on removal or dismissal.
- e. The removal or dismissal of the Chairman and/or Vice Chairman of the Board of Directors shall be carried out according to the decision of the Board of Directors.

#### **Article 10. Remuneration, salary, bonuses, and other benefits of members of Board of Directors**

**10.1.** Board of Director' members receive remuneration and bonuses based on the Company's operational results and effectiveness. This remuneration is divided among the Board of Directors members as agreed upon within the Board of Directors or equally divided if no agreement is reached.

**10.2.** In addition to the above remuneration and bonuses:

- Executive Board of Director members receive income (salary and bonus) for the executive position they hold at the Company;
- Standing/ dedicated Board of Director' members; or Board of Director' members working in committees, sub-committees of the Board of Directors; or performing other tasks that,

in the Board of Directors view, are outside the normal duties of a Board of Directors member, may be paid extra in the form of a lump-sum payment, salary, commission, percentage of profit, or in another form as decided by the Board of Directors.

In the event that standing/dedicated Board of Director members are paid extra in the form of a monthly lump-sum remuneration, the additional payment shall not exceed 50% of the monthly gross salary of the highest level of the Executive.

- 10.3.** The total remuneration and bonus of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.
- 10.4.** Remunerations of each member of the Board of Directors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the annual General Meeting of Shareholders.
- 10.5.** Board of Director members are entitled to be reimbursed for all travel, food, accommodation, and other reasonable expenses they have incurred in carrying out their responsibilities as Board of Director members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees/sub-committees of the Board of Directors.

#### **Article 11. The procedures for holding meetings of the Board of Directors**

##### **11.1. Minimum number of meetings quarterly / year**

The Board of Directors shall have at least 01 meeting per quarter and may have ad hoc meetings to pass a decision by voting at the meeting or can pass a decision by collecting written opinions.

##### **11.2. Cases in which extraordinary meeting of the Board of Directors must be convened**

The convening of an extraordinary Board of Directors meeting is carried out according to the provisions of Clause 3 and Clause 4, Article 30 of the Company's Charter.

##### **11.3. The notice of a Board of Directors meeting**

The invitation shall specify the meeting time, location, agenda, issues that need discussing and deciding, is carried out according to the provisions of Clause 5 and Clause 6, Article 30 of the Company's Charter.

##### **11.4. Conditions for carrying out meetings of the Board of Directors**

A Board of Directors meeting is held when the minimum number of members are present as prescribed in Clause 7, Article 30 of the Company's Charter.

##### **11.5. Voting method**

- a. The Board of Directors shall ratify its resolution and decisions by voting at the meeting or collecting written opinions.
- b. Each member of the Board of Directors or his/her Proxy who is present in his/her capacity as an individual at the meeting of the Board of Directors shall have one (01) vote.
- c. Members of the Board of Directors can send the answered votes to the meeting by post, fax, or email. In case the votes are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the President of the Board of Directors at least 01 hour before the opening hour. The

votes shall only be opened in the presence of the meeting participants In case of sending fax or email, it must be sent before the vote counting ends.

- d. In cases where the Board of Directors meeting is held in person, online, or through other electronic means, Board of Director members may vote by expressing their agree, disagree, or no comment, or by raising their hands for each matter voted upon.
- e. Members of the Board of Directors are not allowed to vote on contracts or transactions in which such member or Related Person has interests and such interests conflict or may conflict with the interests of the Company as prescribed in points b and c, clause 8, Article 30 of the Company's Charter.

#### **11.6. Conditions for passing a Resolution of the Board of Directors**

The conditions for passing a Resolution of the Board of Directors are implemented according to the provisions of Clause 9 and Clause 12, Article 30 of the Company's Charter.

#### **11.7. The members of the Board of Directors authorize another person to participate in the meeting**

- a. A member may authorize another person to participate in the meeting and vote if it is approved by the majority of the members of the Board of Directors.
- b. The authorization must be made in writing and notified in advance to the Board of Directors for approval before the meeting opens.
- c. The Proxy to attend the meeting must present the power of attorney and other individual documents when participating in the Board of Directors meeting.

#### **11.8. Preparation of the minutes of meeting of the Board of Directors**

The preparation of the minutes of the Board of Directors meeting is carried out according to the provisions of Clause 13, Article 30 of the Company's Charter.

#### **11.9. Announcement of resolutions and decisions of the Board of Directors**

Resolutions of the Board of Directors on certain matters are disclosed according to the provisions of law on information disclosure in the securities market.

## **CHAPTER IV**

### **AUDIT COMMITTEE**

#### **Article 12. Rights and obligations of the Audit Committee**

The rights and obligations of the Audit Committee are specified in Clause 4, Article 32 of the Company's Charter.

#### **Article 13. Nomination and self-nomination of members of the Audit Committee**

##### **13.1. Term of the Audit Committee**

The term of the Audit Committee corresponds to that of the Board of Directors. Accordingly, the term of a member of the Audit Committee is not more than four (04) years.

##### **13.2. Number and structure of the Audit Committee**

- a. The Audit Committee has two (02) or more members. The numbers of the Audit Committee shall be decided by the Board of Directors in the first meeting of the Board of Directors' term, in which:
  - (i) The President of the Audit Committee shall be an independent member of the Board of Directors and be appointed by the Board of Directors; and
  - (ii) The other member shall be non-executive member of the the Board of Directors.
- b. Members of the Audit Committee may be assigned to be in charge of one or several specific areas and are responsible for the assigned tasks. The Chairman of the Audit Committee assigns tasks to the members of the Committee based on the capacity and professional experience of each member and the Committee's operational plan.

### **13.3. Standards of the Audit Committee**

Members of the Auditing Committee must meet the following requirements:

- a. Members of the Audit Committee shall have knowledge about accounting, audit, law and the Company' operation, and must not:
  - Work in the Company's accounting or finance department.
  - Be a member of employee of the accredited audit organization that is auditing the Company's financial statements over the last three (03) consecutive years.
- b. The President of the Audit Committee shall have a bachelor's degree or higher in economics, finance, accounting, audit, law or business administration.

### **13.4. Nomination and self-nomination of members of the Audit Committee**

- a. Upon the election of the members of the Board of Directors of the new term of office, in the first meeting, the Board of Directors shall elect the Chairman of the Board of Directors. The Chairman shall, based on the CVs of the candidates who were elected as the members of the Board of Directors, nominate a list of candidates to be elected to 64 the Audit Committee and nominate a member of the Board of Directors to be elected as the President of the Audit Committee.
- b. Other members of the Board of Directors can self-nominate himself or herself to the Audit Committee if he or she deems fit.
- c. The entire member of the Board of Directors shall vote to elect the President of the Audit Committee and elect remaining members of the Audit Committee based on the list of candidates as prepared in the manner mentioned above.

## **Article 14. The operation of the Audit Committee**

The Audit Committee is responsible for all related activities:

- Financial statements.
- Internal audit activities.
- Services provided by independent auditors.
- Internal control and risk management.
- Compliance with professional ethics and comply with the law.

### **14.1. Financial Statements**



- a. Reviewing the quarterly, biannual, annual financial statements before the Executive Board submits to the Board of Directors, the General Meeting of Shareholders or communicate outside in accordance with the law; To make comments on the truthfulness, completeness, timeliness and compliance of the financial statements with the Accounting Regulations, the Accounting Standards and the laws in force.
- b. Examining key issues in accounting and financial reporting; the impact of the law and professional regulation on the company financial statements.
- c. Discussing and reviewing the results of the audit of financial statements together with the Executives and independent auditors.
- d. Review the independent auditor's management letter; provide opinions to the Executives regarding significant findings, recommendations, and related implementation plans.
- e. Overseeing the internal control system relating to the preparation of data, preparation of accounting reports, financial statements.

#### **14.2. Internal Audit Activities**

- a. Management and supervision of internal audit function are stipulated as follows:
  - (i) The General Director and the Audit Committee manages and decides matters relating to organisational structure, personnel including the recruitment, appointment of titles, salaries, bonuses and remuneration policies for the Head of Internal Audit and auditors.
  - (ii) Audit Committee oversees issues related to internal audit functions, including:
    - Audit plan.
    - Internal audit charter.
    - Auditing methodology.
    - Audit quality and performance.

Before approving the audit plan and internal audit charter, the Audit Committee needs to have comments from the General Director.

Reviewing internal audit reports; focusing on recommendations and relevant actions plans.

- b. Regularly or on an ad-hoc basis, the Audit Committee and the Internal Audit Director shall discuss issues deemed necessary by the Committee or the Internal Audit.

#### **14.3. Services provided by the independent auditor**

- a. To propose selection of an independent auditing company, auditing fees and all related matters for the Board of Directors to submit to the General Meeting of Shareholders for approval.
- b. Considering the scope of the audit and the approach proposed by the Independent Audit, including the coordination with the Internal Audit (if any).
- c. Periodically or on an ad hoc basis, the Audit Committee and the Independent Auditors shall discuss matters deemed necessary by the Committee or the 67 Independent Auditor ((Management letter, difficulties and shortcomings found from the results audit, ...)).

#### **14.4. Internal Control, Risk Management**

- a. Overseeing the internal control system, risk management system.

- b. Review independent audit reports and internal audit assessments of the internal control and risk management systems (including issues related to financial reporting and information technology), noting audit findings and recommendations, and feedback from the reports of independent audits, internal audits about assessing internal control systems, risk management (including issues related to financial reporting and information technology); focusing on the findings, recommendations of the audit and feedback from the Company's Executives.

#### **14.5. Compliance**

- a. Overseeing the effectiveness of activities (or programs) for fraud prevention, violations of company rules, regulations, and professional ethics or law violations.
- b. Discussing with the General Director and / or Management Board's Members about fraud prevention measures, violations of professional ethics.
- c. Examining the results and reports (periodical or ad-hoc) on the investigation conducted by the Management Board; following up reactions after the investigation conclusion.

## **CHAPTER V**

### **SUB-COMMITTEES UNDER THE BOARD OF DIRECTORS**

#### **Article 15. Sub-committees under the Board of Directors**

The Board of Directors may establish sub-committees under its authority to be responsible for development policy, human resources, compensation, internal audit, and risk management to support the Board of Directors' operations.

#### **Article 16. Nomination, self-nomination, election, dismissal and removal of members of Sub-Committees under the Board of Directors.**

##### **16.1. Term of Sub-committees of the Board of Directors**

The term of the sub-committees of the Board of Directors is similar to the term of the Board of Directors. Accordingly, the term of members of sub-committees is no more than four (04) years.

##### **16.2. Quantity and structure of Sub-Committees under the Board of Director**

- a. The number and structure of members of each sub-committee are decided by the Board of Directors at the first meeting of the Board's term or when the need to establish a sub-committee arises and is considered at each time, but each sub-committee will have at least three (03) members.
- b. Members of a Sub-committee are not required to be members of the Board of Directors. In each Committee, there is at least two members of the Board of Directors, in which at least one member meeting all criteria and conditions of an independent member or a non-executive member of the Board of Directors. The Board of Directors shall appoint a member of the Board of Directors in a Sub-committee as the Head of the sub-committee.
- c. In each Committee, the number of members who are not members of the Board of Directors shall not exceed the number of members who are members of the Board of Directors and such number shall be decided by the Board of Directors.

##### **16.3. Criteria of members of the Committees under the Board of Director**

- a. The head of the subcommittee in charge of human resources and compensation is selected from among the non-executive members of the Board of Directors. The head of a subcommittee is responsible for reporting the Chairman of the Board of Directors on the subcommittee's work. In addition, the heads of subcommittees must be present at the General Meeting of Shareholders to answer shareholders' questions.
- b. The head of a subcommittee must:
  - (i) Inform the Board of Directors of all important issues relating to the subcommittee's works at least once per three (03) months.
  - (ii) Submit all data as requested by the Board of Directors without any delay.
  - (iii) Take administrative measures necessary for ensuring the fulfilment of by subcommittee of its responsibilities.
- c. Depending on the function of the subcommittee, members of each subcommittee are required to have a firm grasp of the basic principles of business ethics, integrity, management, economics, finance, law, and other relevant regulations, or to have experience in the Company's fields of operation.

#### **16.4. Method of nomination and self-nomination of members to Committees under the Board of Directors**

The method of nomination and self-nomination of member to other Committees under the Board of Directors is similar to those of the Audit Committee.

#### **Article 17. Roles and duties of other subcommittees of the Board of Directors**

The roles and responsibilities of the Board of Directors subcommittees are specified in detail through resolutions of the Board of Directors upon establishment, in which the duties of each member of the subcommittee will be assigned by the head of that subcommittee.

## **CHAPTER VI**

### **GENERAL DIRECTOR AND CORPORATE GOVERNANCE SECRETARY**

#### **Article 18. Roles, responsibilities, rights, and obligations of the General Director**

- 18.1.** The General Director manages the day-to-day business operations of the Company; is supervised by the Board of Directors, and is responsible to the Board of Directors and before the law for the exercise of his or her delegated powers and the performance of his or her delegated obligations.
- 18.2.** The General Director shall manage the day-to-day business operations of the Company in accordance with law, the Charter, the employment contract signed with the Company and the resolutions and decisions of the Board of Directors. Where such management is inconsistent with this clause and causes any loss to the Company, the General Director shall be responsible before the law and shall indemnify the Company for such loss.
- 18.3.** In relation to the Board of Directors, the General Director and other members of the Management Board are the executive and operating body of the Company, ensuring the normal and effective operation of the Company.

- 18.4.** The General Director is entitled to decide on measures beyond his authority in emergencies such as natural calamities, enemy sabotage, fires, epidemics..., but must report in writing to the Board of Directors as soon as possible and be responsible to the Board of Directors and the most recent General Meeting of Shareholders.
- 18.5.** The General Director has the right to refuse to execute and reserve his/her opinions regarding a Board of Directors' decision in case he/she considers that such decisions are unlawful or detrimental to the interests of shareholders. In this case, the General Director must immediately send an explanatory report in writing to the Board of Directors and Audit Committee.

**Article 19. Designation, dismissal, conclusion and termination of contract with the General Director**

**19.1. The term of office, criteria and qualification of the General Director**

- a. The term of office of the General Director is four (04) years and the General Director may be re-appointed for an unlimited number of terms. The appointment may expire based on the provisions of the labor contract.
- b. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the company's charter.

**19.2. Designation and signing of labor contract with the General Director**

- a. The Board of Directors appoints one (01) Board member or hires another person as General Director. The designation of the General Director must be made in writing by the resolution of the Board of Directors.
- b. The Chairman of the Board of Directors shall on behalf of the Board of Directors sign labor contract with the General Director. Remuneration, salary, benefits and other conditions shall be approved by the Board of Directors and shall be indicated in the labor contract entered into with the General Director.

**19.3. Dismissal and termination of the labor contract with the General Director**

- a. The Board of Directors may convene a meeting to vote on the dismissal of the General Director with at least two-thirds (2/3) of the Board members voting in favor (excluding the vote of the Board member if this member concurrently holds the position of General Director) and appoint a new General Director as a replacement.
- b. The Company shall terminate the labor contract with the General Director upon the decision by the Board of Directors on dismissal of the General Director. The termination of labor contract with the General Director must fully comply with the applicable laws and regulations, the Charter, this Regulation and other internal regulations of the Company.

**19.4. Announcement of designation, dismissal, signing and termination of the contract with the General Director**

Announcement of designation, dismissal, signing and termination of the contract with the General Director shall be conducted in accordance with the applicable laws and regulations on information disclosure.

**19.5. Salary and other benefits of the General Director**

- a. The General Director is entitled to salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.

- b. The remuneration of each member of the Board of Management and the salary of the General Director shall be included in the business expenses of the Company in accordance with the law on corporate income tax, and shall be presented as a separate item in the annual financial statements of the Company and must be reported to the General Meeting of Shareholders at its annual meeting.

## **Article 20. Selection, appointment, and dismissal of the Corporate Governance Secretary**

### **20.1. Criteria of the Corporate Governance Secretary**

The Corporate Governance Secretary must be knowledgeable about the law and must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

### **20.2. Appointment of the Corporate Governance Secretary**

The Company's Board of Directors must appoint at least one (01) person as Company Secretary to support the effective conduct of corporate governance.

### **20.3. Cases of dismissal of the Corporate Governance Secretary**

The Board of Directors may dismiss the Corporate Governance Secretary when necessary, but not in violation of current labor laws.

### **20.4. Notification of Appointment and Dismissal of the Corporate Governance Secretary**

Notification of appointment and dismissal of the Corporate Secretary will be implemented in accordance with regulations on information disclosure.

### **20.5. Rights and Obligations of the Corporate Governance Secretary**

The rights and obligations of the Corporate Governance Secretary are specified in Clause 4, Article 36 of the Company Charter.

## **CHAPTER VII**

## **OTHER ACTIVITIES**

## **Article 21. Coordination between the Board of Directors and the General Director**

### **21.1. Procedures for convening the meeting, sending meeting invitations and announcing the results of meetings of the Board of Directors and the General Director**

- a. The General Director attends Board of Directors meetings as an observer but does not vote unless also a member of the Board of Directors.
- b. Procedures for convening, notifying, and announcing the results of Board of Directors meetings are implemented according to the regulations in these Bylaws.
- c. If necessary and based on the Company's actual situation, the Chairman may organize meetings and consultations between the Board of Directors and the General Director on matters related to the management and operation of the Company's production and business activities. These meetings and consultations are advisory in nature for decisions of the Board of Directors.

### **21.2. Notification of resolutions and decisions of the Board of Directors to the General Director**



- a. The Chairman is responsible for notifying the General Director of Board resolutions for monitoring and implementation.
- b. The General Director is responsible for preparing content for Board of Directors and General Meeting of Shareholders meetings within their authority and as requested by the Chairman.

**21.3. Cases in which the General Director demand a meeting of the Board of Directors be convened, and issues that need consultation with the Board of Directors**

The General Director has the right to propose convening a Board of Directors meeting in cases specified in the Company Charter.

**21.4. Report of the General Director to the Board of Directors on the Performance of Assigned Duties and Powers**

- a. The General Director is responsible for promptly reporting and seeking the Board of Directors' opinion on arising matters within the Board's decision-making authority.
- b. Annually, the General Director submits the business plan for the next fiscal year to the Board of Directors for approval.

**21.5. Evaluation of the Implementation of Resolutions and Other Delegated Matters of the Board of Directors to the General Director**

Annually, the Board of Directors evaluates the implementation of resolutions and other delegated matters to the General Director, reflected in the Board's activity report.

**21.6. Matters the General Director must Report, Provide Information, and Methods of Notification to the Board of Directors**

The General Director must report and provide information through appropriate channels when Board members request information and documents regarding the Company's financial status and business operations, in accordance with legal regulations.

**21.7. Coordinate control, management, and supervision activities among Board of Director members and the General Director according to the specific duties of the members mentioned above.**

- a. Board of Director members and the General Director shall control, manage, and supervise each other according to the duties and powers prescribed in the Company Charter and legal regulations.
- b. The Board of Directors, General Director, and other Executives are subject to the supervision of the Audit Committee as prescribed by law, the Company Charter, and must facilitate the Audit Committee in performing its duties.
- c. The Audit Committee must regularly inform the Board of Directors of the results of performing its functions and duties, consult with the Board of Directors before submitting reports, results, and recommendations to the General Meeting of Shareholders.
- d. The Audit Committee must keep records of the disclosure of interests of Board of Director members, the General Director, and other Executives to monitor their civil economic transactions with Related Persons according to the provisions of law and the Company Charter; prevent potential damage to the Company and Shareholders; receive Shareholders' complaints related to the management and administration of the Company, organize verification of complaints, and respond to Shareholders' complaints according to the provisions of law and the Company Charter.

- e. The General Director is responsible for reporting and explaining matters within their authority as requested by Board of Director members and the Audit Committee at meetings.
- f. The Board of Directors may suspend or cancel the implementation of the General Director's decisions if they are deemed to be contrary to legal regulations, violate the Company Charter, and Board resolutions.

**Article 22. Provisions on annual assessment of activities of rewarding and disciplining members of the Board of Directors, the General Directors and other Executives.**

The Board of Directors shall submit a report on rewards and disciplines for Board of Director members, the General Director, and other Company Executives to the General Meeting of Shareholders for consideration and decision.

## **CHAPTER VIII**

### **EFFECT**

**Article 23. Effect**

- 23.1.** This Regulation was unanimously approved by the General Meeting of Shareholders on .....,2025. From the effective date, this Regulation replaces the internal regulations on corporate governance approved by the General Meeting of Shareholders on 17 June, 2024. During the implementation process, if there are new issues arising that are deemed necessary to amend and supplement the regulations to comply with legal regulations and the actual operating situation of the Company, the Board of Directors shall submit them to the General Meeting of Shareholders for consideration and decision.
- 23.2.** Any issues not stipulated in these Regulations will be governed by the provisions of the Company's Charter and/or the applicable existing laws and regulations. In case of any inconsistency between the provisions of these Regulations and the provisions of the Company's Charter, the provisions of the Company's Charter will prevail.
- 23.3.** In case of any provisions of laws relating to the operation of the Company not stipulated in the Company's Charter and these Regulations or any new provisions of laws different from the terms of these Regulations, such provision of law shall be applied to govern the operation of the Company.
- 23.4.** Board of Director' members, the General Director, and other Executives are responsible for guiding and organizing the implementation of these Regulations to all officers and employees of the Company.

**ON BEHALF OF BOARD OF DIRECTORS**

**CHAIRMAN**

**MAI HOAI AN**

