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

No.: 002/2026/BBH/ĐHĐCĐ  
(Annual Meeting)

## MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS

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

### I. Time and Venue:

ITD Technology 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, July 7, 2026, at 14h40, at the meeting room of ITD Building, 01 Sang Tao Street, Tan Thuan Ward, Ho Chi Minh City, ITD Technology Corporation (hereinafter referred to as the “Company”) held its Annual General Meeting of Shareholders 2026.

### II. Procedures:

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

Mr. Dinh The Hien – Chairman of the Audit Committee reported the results of the shareholders’ eligibility verification for attending the Meeting:

According to the results of the shareholders’ eligibility verification, at 14h40 on 07/07/2026, the total number of shareholders and shareholder representatives entitled to attend the Annual General Meeting of Shareholders 2026 was: 17 shareholders (organizations and individuals), owning and/or representing 21.105.015 voting shares, accounting for 80.64% of the total voting shares of the company.

Mr. Dinh The Hien, based on Clause 1, Article 19 of the Company's Charter, declared that the 2026 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

#### 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:
  - o Mrs. Nguyen Mong Phuong Kieu
- b. Vote Counting Committee:
  - o Ms. Vu Thi Nu – Head of Committee
  - o Mrs. Tran Thi Huynh Nhu
  - o Ms. Nguyen Thi Thien Thu

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

### III. Meeting Agenda

#### 1. **2026 Meeting Agenda and Voting Procedures for reports, proposals, and election of Board of Directors members at the 2026 Meeting**

Presented by the representative of the Organizing Committee

❖ Shareholder Comments: None

❖ Voting Ratio:

- ✓ “Approve”: 21.105.015 shares /21.105.015 shares (accounting for 100%)
- ✓ “Disapprove”: 0 shares /21.105.015 shares (accounting for 0%)
- ✓ “Abstain”: 0 shares /21.105.015 shares (accounting for 0%)
- ✓ “Invalid votes: 0 shares /21.105.015 shares (accounting for 0%)

❖ Resolution of Approval:

Approve the 2026 General Meeting Agenda and the voting procedures for reports, proposals, and the election of Board of Directors members at the 2026 General Meeting.

#### 2. **Report on 2025 Business Results, Fund Utilization and Appropriation, and Dividends in 2025**

##### a. 2025 Business Results Report

Mr. Nguyen Huu Dung presented the business results and key events in 2025:

Consolidated business performance: Consolidated net revenue reached VND 568.6 billion, achieving 56.86% of the annual plan. Profit after tax attributable to owners of the parent company amounted to VND 71.1 billion, representing 177.8% of the annual plan. Basic earnings per share (EPS) were VND 2,719 per share.

Excluding reversal gains recognized during the year, profit after tax attributable to owners of the parent company was VND 10.8 billion, achieving 27% of the annual plan. Basic earnings per share (EPS) were VND 413 per share.

❖ Shareholder Opinions: None

❖ Voting Results:

✓ “Approve”: 21.105.015 shares /21.105.015 shares (accounting for 100%)

✓ “Disapprove”: 0 shares /21.105.015 shares (accounting for 0%)

✓ “Abstain”: 0 shares /21.105.015 shares (accounting for 0%)

✓ “Invalid votes: 0 shares /21.105.015 shares (accounting for 0%)

❖ Resolution of Approval:

The GMS approved the 2025 business results report.

Indicator	Unit of Measurement	Plan	Actual	Ratio
Consolidated Net Revenue	Million VND	1,000,000	568,666	56.86%
Consolidated Profit After Tax Attributable to Owners of the Parent Company	Million VND	40,000	71,152	177.8%
Consolidated Profit After Tax Attributable to Owners of the Parent Company, Excluding Non-recurring Items	Million VND	40,000	10,810	27%
Basic EPS (VND/share)	VND/share	1,528	2,719	177.8%
Basic EPS, Excluding Non-recurring Items (VND/share)	VND/share	1,528	413	27%

b. Appropriation and Utilization of 2025 Reward and Welfare Fund

Mr. Nguyen Huu Dung presented: The amount appropriated in 2025 includes welfare funds distributed by the subsidiaries to the Company, as follows:

Item	Amount
Beginning Balance (as of 01/04/2025)	1.805
Accrued during the period	1.083
Used during the period	(1.513)
<b>Ending Balance (as of 31/03/2026)</b>	<b>1.375</b>

❖ Shareholder Opinions: None

❖ Voting Results:

✓ “Approve”: 20.664.914 shares /21.105.015 shares (accounting for 97.91%)

✓ “Disapprove”: 440.101 shares /21.105.015 shares (accounting for 2.09%)

✓ “Abstain”: 0 shares /21.105.015 shares (accounting for 0%)

✓ “Invalid votes: 0 shares /21.105.015 shares (accounting for 0%)

❖ Resolution of Approval:

The GMS appropriated and utilized the Reward and Welfare Fund from 2025 profits as follows:

Unit: Million VND

Item	Amount
Beginning Balance (as of 01/04/2025)	1.805
Accrued during the period	1.083
Used during the period	(1.513)
<b>Ending Balance (as of 31/03/2026)</b>	<b>1.375</b>

c. 2025 Dividend Distribution

Mr. Nguyen Huu Dung presented that, based on the operating results for the fiscal year 2025 (from April 1, 2025 to March 31, 2026) and the Company's business direction for the coming period, the Board of Directors respectfully submitted to the General Meeting of Shareholders the proposed dividend distribution as follows:

• Dividend for fiscal year 2025: 28%, comprising:

- Cash dividend: 10% (interim dividend paid in February 2026);
- Share dividend: 18%.
  - Funding source: Undistributed after-tax profits as reflected in the audited financial statements for the fiscal year ended March 31, 2026.
  - Other relevant matters are set out in Appendix 1 to the Resolution of the 2026 Annual General Meeting of Shareholders
  - Implementation timeline: The General Meeting of Shareholders authorizes the Board of Directors to determine the specific implementation schedule and make the required information disclosure in accordance with applicable regulations.

❖ Shareholder opinions: none

❖ Voting ratio:

✓ “Approve”: 21.105.015 shares /21.105.015 shares (accounting for 100%)

✓ “Disapprove”: 0 shares /21.105.015 shares (accounting for 0%)

✓ “Abstain”: 0 shares /21.105.015 shares (accounting for 0%)

✓ “Invalid votes: 0 shares /21.105.015 shares (accounting for 0%)

❖ Resolution adopted:

The General Meeting of Shareholders approved the 2025 dividend distribution and the proposed plan as set out in the Proposal attached as Appendix 1 to the Resolution of the General Meeting of Shareholders

### 3. Business plan for 2026, expected dividend rate for 2026

Mr. Nguyen Huu Dung presented that the projected dividend for 2026, as previously disclosed, was 5%. However, due to changes in the proposed share issuance ratio and based on the Company's business plan, the projected dividend for 2026 may be increased to 7%. The Board of Directors respectfully submitted to the General Meeting of Shareholders for approval the 2026 business plan incorporating the revised projected dividend as follows:

Indicator	Plan
Consolidated Net Revenue	VND 1,000 Billion
Consolidated Profit After Tax attributable to Parent Company Shareholders	VND 30 Billion
Expected Dividend for 2026	7%

#### ❖ Shareholder opinions:

Shareholder Mr. Nguyen Uyen Nguyen: I would like to raise the issue of the tax authority's penalty decision, which was discussed at the previous Extraordinary General Meeting of Shareholders. According to the announcement regarding the restriction on margin trading imposed by HOSE due to overdue tax obligations, such restrictions are usually lifted at the beginning of the relevant period. However, our shares have not yet been removed from the margin restriction list. I have not seen sufficient attention from the Company regarding this matter. I urge the Company to take prompt action to have the restriction lifted as soon as possible, and I recommend that the Management pay close attention to this issue.

→ Mr. Nguyen Huu Dung responded: *On behalf of the Management, we acknowledge this comment and will make every effort to resolve the matter as soon as possible in compliance with applicable regulations. I would also like to confirm that the Board of Directors has paid close attention to this issue throughout the past period and has been actively seeking an appropriate solution*

#### ❖ Voting ratio:

- ✓ “Approve”: 21.105.015 shares /21.105.015 shares (accounting for 100%)
- ✓ “Disapprove”: 0 shares /21.105.015 shares (accounting for 0%)
- ✓ “Abstain”: 0 shares /21.105.015 shares (accounting for 0%)
- ✓ “Invalid votes: 0 shares /21.105.015 shares (accounting for 0%)

#### ❖ Resolution of Approval:

The General Meeting of Shareholders approved the business plan for 2026 as above.

### 4. Board of Directors' Operating Report for 2025

Mr. Mai Hoai An, Chairman of the Board of Directors, presented the Board of Directors' Report on the Board's activities during fiscal year 2025.

- During fiscal year 2025, the Board of Directors consisted of five (05) members elected and approved by the General Meeting of Shareholders.

- In terms of corporate governance, ITD has consistently upheld the principles of transparency and openness in its business operations and has complied fully with all applicable legal requirements. The Board of Directors has diligently performed its duties and exercised its powers in accordance with the Company's Charter and the Internal Regulations on Corporate Governance.
- The Board of Directors duly prepared and submitted all required Corporate Governance Reports and supervised the Company's information disclosure in compliance with the regulations of the State Securities Commission of Vietnam (SSC) and the Ho Chi Minh City Stock Exchange (HOSE). These reports were also publicly posted on the Company's website to enhance transparency in corporate governance and enable shareholders to keep abreast of the Company's operating performance in a timely manner.

❖ Shareholder opinions: none

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

Mr. Dinh The Hien, Independent Member of the Board of Directors, presented the report on the activities of the Independent Members of the Board of Directors during fiscal year 2025.

- During fiscal year 2025, the Board of Directors held eight (08) meetings. All meetings were duly convened and conducted in accordance with the prescribed procedures and meeting schedule. Meeting materials were provided to all Board members in a timely and complete manner. The matters submitted to the Board were thoroughly discussed and carefully evaluated to ensure that the most appropriate decisions and solutions were adopted in the best interests of the Company. All resolutions of the Board were approved based on the majority voting principle. Minutes of each meeting were duly prepared and signed by the attending Board members.
- The Board carried out its activities in accordance with its 2025 work plan, focusing on the implementation of the resolutions adopted by the General Meeting of Shareholders and complying with the Company's Charter, the Internal Regulations on Corporate Governance, and applicable corporate governance standards. The Board successfully completed substantially all of its planned programs and key initiatives for the year.
- The Board of Directors respected and facilitated the Supervisory Board in exercising its authority to examine the legality and appropriateness of the Company's management and executive activities. The Board also seriously considered and rectified deficiencies and outstanding issues in the Company's management as identified in the Supervisory Board's inspection findings.
- All members of the Board of Directors demonstrated a strong sense of responsibility and a high level of professionalism, clearly understood their assigned responsibilities, and exercised due care in performing their duties, powers, and responsibilities to safeguard the interests of the Company.
- The Board of Directors also created favorable conditions for the Independent Members of the Board of Directors to fully exercise their rights and fulfill their obligations in accordance with applicable regulations.

- Matters relating to the Company's business development strategy, the enhancement of its corporate governance framework and corporate culture, and the supervision of business operations were regularly reviewed and evaluated by the Board of Directors during its periodic meetings.
- The Board of Directors maintained regular discussions with the Board of Management to provide timely direction and support in the Company's operations, effectively supervise executive management, and participate in the development of internal regulations and operational policies to ensure a proper balance between the interests of the Company and its shareholders. In addition, the Board directly shared its knowledge and experience with the Board of Management to strengthen the Company's human resources and corporate governance capabilities.

❖ Shareholder opinions: none

#### **6. Board of Supervisors's Activity Report for 2025**

Mr. Dinh The Hien, Chairman of the Audit Committee, presented the Audit Committee's Report on its activities during fiscal year 2025:

- Reviewed the audited financial statements for fiscal year 2025.
- Presented comments on the Company's operating results for fiscal year 2025.
- Reviewed and assessed the Company's financial position, including its assets and sources of capital.
- Evaluated the performance of the Board of Directors and the Board of Management.
- Evaluated the activities of the Audit Committee.
- Presented the comments and recommendations of the Supervisory Board.

❖ Shareholder opinions: none

#### **7. 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 2026**

Mr. Dinh The Hien presented the Proposal to the General Meeting of Shareholder.

❖ Shareholder opinions: none

❖ Voting ratio:

- ✓ “Approve”: 21.105.015 shares /21.105.015 shares (accounting for 100%)
- ✓ “Disapprove”: 0 shares /21.105.015 shares (accounting for 0%)
- ✓ “Abstain”: 0 shares /21.105.015 shares (accounting for 0%)
- ✓ “Invalid votes: 0 shares /21.105.015 shares (accounting for 0%)

❖ 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 2026 of Innovative Technology Development Corporation.

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

- ❖ Mr. Mai Hoai An presented the Company's amended Charter, which has been revised in accordance with Decree No. 245/2025/ND-CP amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated 31 December 2020. The amended Charter was enclosed with the General Meeting documentation
- ❖ Shareholder opinions: none
- ❖ Voting ratio:
  - ✓ “Approve”: 21.105.015 shares /21.105.015 shares (accounting for 100%)
  - ✓ “Disapprove”: 0 shares /21.105.015 shares (accounting for 0%)
  - ✓ “Abstain”: 0 shares /21.105.015 shares (accounting for 0%)
  - ✓ “Invalid votes: 0 shares /21.105.015 shares (accounting for 0%)
- ❖ Resolution approved:

The General Meeting of Shareholders agreed to approve the amendments and supplements to the Company Charter (Appendix 2 – 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 amended Internal Regulations on Corporate Governance, which have been revised in accordance with Decree No. 245/2025/ND-CP amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated 31 December 2020. The amended Internal Regulations on Corporate Governance were enclosed with the General Meeting documentation.
- ❖ Shareholder opinions: None
  - ❖ Voting ratio:
    - ✓ “Approve”: 21.105.015 shares /21.105.015 shares (accounting for 100%)
    - ✓ “Disapprove”: 0 shares /21.105.015 shares (accounting for 0%)
    - ✓ “Abstain”: 0 shares /21.105.015 shares (accounting for 0%)
    - ✓ “Invalid votes: 0 shares /21.105.015 shares (accounting for 0%)
  - ❖ Resolution approved:

The General Meeting of Shareholders agreed to approve the amendments and supplements to the Internal Regulations on Corporate Governance (Appendix 3 - Full text of "Internal Regulations on Corporate Governance")

#### **10. Authorization of the Board of Directors to Amend and Promulgate the Board of Directors' Operating Regulations and the Audit Committee's Operating Regulations**

Mr. Mai Hoai An presented the amended Board of Directors' Operating Regulations and the Audit Committee's Operating Regulations of the Company, which have been revised in accordance with Decree No. 245/2025/ND-CP amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated 31 December 2020. The amended regulations were enclosed with the General Meeting documentation.

❖ Shareholder opinions: None

❖ Voting ratio:

✓ “Approve”: 21.105.015 shares /21.105.015 shares (accounting for 100%)

✓ “Disapprove”: 0 shares /21.105.015 shares (accounting for 0%)

✓ “Abstain”: 0 shares /21.105.015 shares (accounting for 0%)

✓ “Invalid votes: 0 shares /21.105.015 shares (accounting for 0%)

❖ Resolution approved:

The General Meeting of Shareholders approved the authorization of the Board of Directors to draft and promulgate the Board of Directors' Operating Regulations and the Audit Committee's Operating Regulations.

#### **11. Proposal for the Cancellation of the Share Issuance Plan to Existing Shareholders**

Mr. Nguyen Huu Dung presented the Proposal.

The 2025 Annual General Meeting of Shareholders approved the plan to issue shares to existing shareholders at a ratio of 30%. However, due to unfavorable business conditions and market circumstances, the 2025 share issuance plan could not be implemented.

Accordingly, the Board of Directors respectfully submitted to the General Meeting of Shareholders for approval the cancellation of the share issuance plan to existing shareholders

❖ Shareholder opinions: None

❖ Voting ratio:

✓ “Approve”: 18.848.235 shares /21.105.015 shares (accounting for 89.31%)

✓ “Disapprove”: 0 shares /21.105.015 shares (accounting for 0 %)

✓ “Abstain”: 2.256.780. shares /21.105.015 shares (accounting for 0 %)

✓ “Invalid votes: 0 shares /21.105.015 shares (accounting for 0%)

❖ Resolution approved:

The General Meeting of Shareholders approved the cancellation of the share issuance plan previously approved at the 2025 Annual General Meeting of Shareholders.

#### **12. Proposal on the 2026 ESOP Share Issuance Plan**

Mr. Nguyen Huu Dung presented the ESOP share issuance plan. Following consultation with the Company's securities firm regarding the applicable regulations, the criteria for selecting eligible employees and the share allocation formula have been revised to ensure compliance

with the prevailing regulations. Accordingly, the Board of Directors respectfully submitted to the General Meeting of Shareholders for approval the revised contents as set out in the updated meeting materials attached hereto.

❖ Shareholder opinions: none

❖ Voting ratio:

- ✓ “Approve”: 20.664.914 shares /21.105.015 shares (accounting for 97.91%)
- ✓ “Disapprove”: 440.101 shares /21.105.015 shares (accounting for 2.09%)
- ✓ “Abstain”: 0 shares /21.105.015 shares (accounting for 0%)
- ✓ “Invalid votes: 0 shares /21.105.015 shares (accounting for 0%)

❖ Resolution Passed:

The General Meeting of Shareholders approved the 2026 Employee Stock Ownership Plan (ESOP) Share Issuance Plan (based on the Company's 2025 business results), the 2026 Employee Stock Ownership Plan (ESOP 2026) Share Issuance Regulations, and the List of Employees Eligible to Participate in ESOP 2026. The principal terms are as follows:

- Proposed issuance ratio: 3.0% of the total outstanding shares upon completion of the 2025 dividend share issuance (expected).
- Issue price: VND 10,000 per share.
- Proposed number of shares to be issued: 926,517 shares.
- Total proposed issuance value: VND 9,265,170,000 (in words: Nine billion two hundred sixty-five million one hundred seventy thousand Vietnamese dong).
- Other terms and conditions are set out in Appendix 1 to the Resolution of the 2026 Annual General Meeting of Shareholders.
- The 2026 Employee Stock Ownership Plan (ESOP 2026) Share Issuance Regulations are set out in Appendix 4 to the Resolution of the 2026 Annual General Meeting of Shareholders.
- The List of Employees Eligible to Participate in ESOP 2026 and the proposed allocation by employee group are set out in detail in Appendix 5 to the Resolution of the 2026 Annual General Meeting of Shareholders.

### **13. Proposal on the Private Placement of Shares**

Mr. Nguyen Huu Dung presented the private placement plan. Following a reassessment of the Company's funding requirements and consultation with the Company's securities firm regarding the applicable regulations, the private placement plan has been revised by reducing the proposed issuance ratio from 30% to 20% and revising the principles for determining the offering price to ensure compliance with the latest regulations. Accordingly, the Board of Directors respectfully submitted the revised contents, as set out in the updated meeting materials attached hereto, to the General Meeting of Shareholders for approval.

❖ Shareholder opinions:

Shareholder Mr. Lam Thieu Quan: *Why did the Company combine the capital increase into a single implementation plan instead of separating it into two separate phases?*

Mr. Nguyen Huu Dung responded: *With respect to the proposed share issuance, the Company has received advice from its securities firm to structure the transactions as separate issuance plans and implement them sequentially in accordance with the proposals set out in the Meeting materials*

❖ Voting ratio:

- ✓ “Approve”: 20.664.914 shares /21.105.015 shares (accounting for 97.91%)
- ✓ “Disapprove”: 440.101 shares /21.105.015 shares (accounting for 2.09%)
- ✓ “Abstain”: 0 shares /21.105.015 shares (accounting for 0%)
- ✓ “Invalid votes: 0 shares /21.105.015 shares (accounting for 0%)

❖ Resolution Passed:

The General Meeting of Shareholders approved the private placement of shares to professional securities investors at a ratio of 20% of the Company's outstanding shares. The principal terms are as follows:

- Purpose of the issuance: To increase the Company's ownership interest in Global Electrical Engineering Joint Stock Company by up to 15%, and to contribute capital to establish a new company operating in the data center infrastructure sector.
- Proposed issuance ratio: 20% of the Company's outstanding shares upon completion of the 2025 dividend share issuance and the ESOP 2026 share issuance.
- Proposed number of shares to be issued: 6,362,085 shares. The General Meeting of Shareholders authorized the Board of Directors to determine the specific number of shares to be issued in accordance with the above principle, provided that the total number shall not exceed 6,362,085 shares.
- Total proposed issuance value at par value: VND 63,620,085,000 (in words: Sixty-three billion six hundred twenty million eighty-five thousand Vietnamese dong).
- Transfer restriction: All shares offered under the private placement shall be subject to a transfer restriction for one (1) year from the date of completion of the offering.
- Principles for determining the offering price: The offering price shall be determined based on the average closing price of ITD shares over twenty (20) consecutive trading sessions commencing from the ex-rights date for the stock dividend distribution, with a maximum discount of 30%. The General Meeting of Shareholders authorized the Board of Directors to determine the specific offering price through negotiation with the investors and in accordance with market conditions, provided that such price shall not be lower than VND 10,000 per share.
- Other detailed terms and conditions are set out in Appendix 1 to the Resolution of the 2026 Annual General Meeting of Shareholders.

**14. Approval of the Resignation of Mr. Dinh The Hien as a Member of the Board of Directors**

Mr. Mai Hoai An presented that Mr. Dinh The Hien had submitted his letter of resignation from his position as a member of the Board of Directors on 30 June 2026.:

❖ Shareholder opinions:

❖ Voting ratio:

- ✓ “Approve”: 21.105.015 shares /21.105.015 shares (accounting for 100%)
- ✓ “Disapprove”: 0 shares /21.105.015 shares (accounting for 0%)
- ✓ “Abstain”: 0 shares /21.105.015 shares (accounting for 0%)
- ✓ “Invalid votes: 0 shares /21.105.015 shares (accounting for 0%)

❖ Resolution Passed:

The General Meeting of Shareholders approved the resignation of Mr. Dinh The Hien from his position as a Member of the Board of Directors with effect from 30 June 2026.

**15. Proposal on the Dismissal of All Members of the Board of Directors for the 2024–2028 Term**

Mr. Mai Hoai An presented that, based on the Company's strategic direction for the coming period, the Company intends to focus on expanding its core business areas with strong long-term growth potential, including:

- Data center infrastructure;
- Software development and technology solutions;
- Projects related to digital transformation and the application of Artificial Intelligence (AI); and
- Strengthening financial management capabilities to ensure the efficient utilization of capital and support the Company's long-term development strategy.

In this context, it is necessary to further strengthen and enhance the quality of the Company's governance structure to ensure its alignment with the new strategic direction and its ability to lead the Company through a period of significant transformation in its business model and technological capabilities.

Accordingly, the Board of Directors resolved to submit to the General Meeting of Shareholders for approval the re-election of the entire Board of Directors, as follows:

1. To dismiss all six (06) members of the Board of Directors for the 2024–2028 term, including Mr. Dinh The Hien, who submitted his letter of resignation on 30 June 2026.
2. To elect a new Board of Directors for the 2026–2030 term comprising five (05) members, including one (01) independent member.

❖ Shareholder opinions: none

❖ Voting Results on the Dismissal of All Members of the Board of Directors for the 2024–2028 Term:

- ✓ “Approve”: 21.105.015 shares /21.105.015 shares (accounting for 100%)
- ✓ “Disapprove”: 0 shares /21.105.015 shares (accounting for 0%)

- ✓ “Abstain”: 0 shares /21.105.015 shares (accounting for 0%)
- ✓ “Invalid votes: 0 shares /21.105.015 shares (accounting for 0%)

❖ Resolution adopted:

The General Meeting of Shareholders approved the dismissal of all members of the Board of Directors for the 2024–2028 term, including:

- Mr. Mai Hoai An – Chairman of the Board of Directors;
- Mr. Nguyen Huu Dung – Vice Chairman of the Board of Directors;
- Mr. Nguyen Ngoc Trung – Member of the Board of Directors;
- Mr. Vo Xuan Vinh – Member of the Board of Directors;
- Mr. Dinh The Hien – Member of the Board of Directors; and
- Mr. Nguyen Van Manh – Member of the Board of Directors.

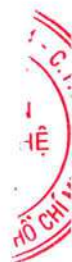
**16. Election of the Board of Directors for the 2026–2030 Term Comprising Five (05) Members, Including One (01) Independent Member**

Mr. Mai Hoai An presented that, pursuant to the Proposal submitted to the 2026 General Meeting of Shareholders, the Company would elect a new Board of Directors for the 2026–2030 term comprising five (05) members, including one (01) independent member. The Company had received nominations for candidates for the Board of Directors from shareholder groups as follows:

1. The shareholder group consisting of Mr. Mai Hoai An, Mr. Lam Vi Quoc, and Ms. Mai Thi Quynh Trang (holding 13.89% of the voting shares) nominated Mr. Mai Hoai An;
2. The shareholder group consisting of Ms. Doan Thi Bich Ngoc, Mr. Mai Minh Tan, and Ms. Nguyen Thi Phuong Dung (holding 12.44% of the voting shares) nominated Ms. Doan Thi Bich Ngoc;
3. The shareholder group consisting of Ms. Luong Thi Ngoc Thuy, Ms. Nguyen Thi Mai Phuong, Mr. Vu Ngoc Tuyen, Ms. Nguyen Phuong Nhi, Mr. Duong The Phuong, Mr. Phan Thanh Vinh, and Mr. Nguyen Van Thanh (holding 10.55% of the voting shares) nominated Mr. Nguyen Van Manh;
4. The shareholder group consisting of Tanh Linh Joint Stock Company, Ms. Huynh Tu Quyen, Mr. Huynh Nhat Hoang, Mr. Nguyen Ngoc Duy, and Mr. Nguyen Huu Dung (holding 16.16% of the voting shares) nominated Mr. Nguyen Huu Dung; and
5. The shareholder group consisting of Mr. Luong Quoc Binh, Ms. Do Nguyen Thuy Nga, Mr. Nguyen Ngoc Trung, and Ms. Ngo Thi Quynh Giao (holding 8.62% of the voting shares) nominated Mr. Vo Xuan Vinh.

At the General Meeting, Ms. Do Thi Thanh Nhan, acting as the authorized representative of shareholders Ms. Nguyen Thi Khanh Trinh and Mr. Lam Binh Thanh, representing 9.86% of the voting shares, nominated Mr. Vo Xuan Vinh

❖ Accordingly:



- The list of candidates for non-independent members of the Board of Directors comprises four (04) nominees: (1) Mr. Mai Hoai An, (2) Mr. Nguyen Huu Dung, (3) Mr. Nguyen Van Manh, and (4) Ms. Doan Thi Bich Ngoc, (5) Mr. Vo Xuan Vinh.

At the General Meeting, each candidate for the Board of Directors introduced himself/herself and affirmed his/her commitment to making positive contributions and applying his/her expertise and experience to enhance the Company's business performance

❖ Shareholder opinions:

Shareholder Mr. Lam Thieu Quan: Mr. Manh currently serves as a member of the Board of Directors of both ELC and ITD. What measures or principles will Mr. Manh apply to avoid any conflict of interest between ITD and ELC, and how will such potential conflicts be managed?

->Mr. Nguyen Van Manh responded: *I currently do not hold any shares in either ITD or ELC. Therefore, I am independent in that respect and have no conflict of interest arising from investment or financial ownership.*

*ELC has a significant market presence in Vietnam, with a broad customer base including the Ministry of Public Security, the construction sector, the Ministry of National Defence, and many other major clients. In my view, ITD's target customer base does not materially overlap with these customers, and therefore there is no significant conflict.*

*ITD and ELC both operate in the Intelligent Transportation Systems (ITS) business, where there may be potential competition. However, we intend to transform such potential competition into cooperation between the two companies. Although the two companies may share certain customers, the products and services offered are different. ITD and ELC can cooperate in the provision of a wide range of solutions and products.*

*While there may be some overlap in the ITS business, ITD's new strategic direction is not to prioritize further expansion of the ITS segment. From a business perspective, it is more beneficial for us to cooperate with a leading market player so that both companies can achieve sustainable growth.*

Mr. Nguyen Huu Dung added: At present, one of the Company's Deputy General Directors has resigned, while the majority of the Company's market and customer base is located in Northern Vietnam, particularly in Hanoi. Accordingly, the Company's current plan is for Mr. Manh to assume the position of Deputy General Director in charge of ITD's business operations in Northern Vietnam.

Shareholder Mr. Lam Thieu Quan: The Company should establish appropriate confidentiality measures and information barriers between ITD and ELC in view of the fact that the two companies may share common insiders.

❖ Voting Results on the Election of the Board of Directors for the 2026–2030 Term Comprising Five (05) Members, Including One (01) Independent Member:

- ✓ “Approve”: 21.105.015 shares /21.105.015 shares (accounting for 100%)
- ✓ “Disapprove”: 0 shares /21.105.015 shares (accounting for 0%)
- ✓ “Abstain”: 0 shares /21.105.015 shares (accounting for 0%)
- ✓ “Invalid votes: 0 shares /21.105.015 shares (accounting for 0..%)

❖ Voting Results on the List of Candidates for the Board of Directors:

- ✓ “Approve”: 21.105.015 shares /21.105.015 shares (accounting for 100%)

- ✓ “Disapprove”: 0 shares /21.105.015 shares (accounting for 0%)
- ✓ “Abstain”: 0 shares /21.105.015 shares (accounting for 0%)
- ✓ “Invalid votes: 0 shares /21.105.015 shares (accounting for 0%)

❖ Election Results:

Total valid votes cast for the election of the Board of Directors: 105.525.075 votes.

Votes received by each candidate for the Board of Directors:

- Mr. Mai Hoai An: 20.937.882 votes.
- Mr. Nguyen Huu Dung: 23.989.102 votes.
- Mr. Nguyen Van Manh: 17.996.412 votes.
- Ms. Doan Thi Bich Ngoc: 17.759.332 votes.
- Mr. Vo Xuan Vinh: 24.842.347 votes.

❖ Resolution: The Members of the Board of Directors for the 2026–2030 Term are as follows:

- Mr. Mai Hoai An
- Mr. Nguyen Huu Dung
- Ms. Doan Thi Bich Ngoc
- Mr. Vo Xuan Vinh
- Mr. Nguyen Van Manh - Independent Member of the Board of Directors

**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 2026 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 2026 Annual General Meeting of Shareholders, with an approval rate of: 100%.
- The Minutes were prepared at 05:00 P.M. on 07/07/2026, 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**

C.P. HN/12/2026



**RESOLUTION**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**

- 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 2025;
- Pursuant to the Minutes of the Annual General Meeting of Shareholders 2026 of the company on 07/07/2026;

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

**RESOLVES**

**Article 1.** Approve the Consolidated Financial Statements for 2025.

Items	Unit	Plan	Actual	Ratio
Consolidated Net Revenue	VND Million	1,000,000	568,666	56.86%
Consolidated After-tax Profit attributable to Parent Company's Shareholders	VND Million	40,000	71,152	177.8%
onsolidated Profit After Tax Attributable to Owners of the Parent, Excluding Extraordinary Items	VND Million	40,000	10,810	27%
Basic EPS (VND/share)	VND/share	1,528	2,719	177.8%
EPS Excluding Extraordinary Items	VND/share	1,528	413	27%

**Article 2.** Approve the appropriation and use of the bonus and welfare fund from 2025 profits as follows: Unit: VND Million

Items	Amount
Beginning balance (as of 01/04/2025)	<b>1.805</b>
Provision during the period	1.083
Utilized during the period	(1.513)
<b>Ending balance (as of 31/03/2026)</b>	<b>1.375</b>

**Article 3.** The General Meeting of Shareholders approved the 2025 dividend at a total rate of 28%, comprising:

- Cash dividend: 10% (which was advanced in February 2026).
- Stock dividend: 18%.



- Source of funds: Retained earnings (undistributed after-tax profits) as reported in the audited financial statements for the fiscal year ended 31 March 2026.
- Payment schedule: The General Meeting of Shareholders authorized the Board of Directors to determine the specific payment date and make the required information disclosure in accordance with applicable regulations.
- Other detailed terms and conditions are set out in Appendix 1 to the Resolution of the 2026 Annual General Meeting of Shareholders

**Article 4.** Decide on the company's financial year plan for 2026 with the following financial targets:

Items	Plan
Consolidated Net Revenue	VND 1,000 Billion
Consolidated Profit After Tax Attributable to Equity Holders of the Parent, Excluding Extraordinary Gains for the Year	VND 30 Billion
Expected Dividend for 2026	7%

**Article 5.** Approve the amendment and supplementation of the company's Charter (Appendix 2 – 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 6.** Approve the amendment and supplementation of the Internal Regulations on Corporate Governance (Appendix 3 - Full text of "Internal Regulations on Corporate Governance")

**Article 7.** 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 8.** 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 2026.

**Article 9.** The General Meeting of Shareholders approved the cancellation of the share issuance plan to existing shareholders that had been approved by the 2025 Annual General Meeting of Shareholders.

**Article 10.** The General Meeting of Shareholders approved the private placement of shares to professional securities investors at a ratio of 20% of the Company's outstanding shares. Details are as follows:

- Purpose of the issuance: To increase the Company's equity interest in Global Electrical Engineering Joint Stock Company by up to 15%, and to contribute capital to establish a new company operating in the data center infrastructure sector.
- Proposed issuance ratio: 20% of the Company's outstanding shares upon completion of the stock dividend issuance and the ESOP 2026 share issuance.

- Proposed number of shares to be issued: 6,362,085 shares. The General Meeting of Shareholders authorized the Board of Directors to determine the exact number of shares to be issued in accordance with the above principle, provided that the total number shall not exceed 6,362,085 shares.
- Total proposed issuance value at par value: VND 63,620,085,000 (in words: Sixty-three billion six hundred twenty million eighty-five thousand Vietnamese dong).
- Transfer restriction: All shares offered under the private placement shall be subject to a transfer restriction of one (1) year from the completion date of the offering.
- Principles for determining the offering price: The offering price shall be determined based on the average closing price of ITD shares over twenty (20) consecutive trading sessions commencing from the ex-rights date of the stock dividend distribution, with a maximum discount of 30%. The General Meeting of Shareholders authorized the Board of Directors to determine the specific offering price through negotiation with the investors and in accordance with market conditions, provided that such price shall not be lower than VND 10,000 per share.
- Other detailed terms and conditions are set out in Appendix 1 to the Resolution of the 2026 Annual General Meeting of Shareholders.

**Article 11.** The General Meeting of Shareholders approved the 2026 Employee Stock Ownership Plan (ESOP) Share Issuance Plan (based on the Company's 2025 business results), the 2026 Employee Stock Ownership Plan (ESOP 2026) Share Issuance Regulations, and the List of Employees Eligible to Participate in ESOP 2026. Details are as follows:

- Proposed issuance ratio: 3.0% of the Company's outstanding shares upon completion of the proposed 2025 stock dividend issuance.
- Issue price: VND 10,000 per share.
- Proposed number of shares to be issued: 926,517 shares.
- Total proposed issuance value: VND 9,265,170,000 (in words: Nine billion two hundred sixty-five million one hundred seventy thousand Vietnamese dong).
- Other detailed terms and conditions are set out in Appendix 1 to the Resolution of the 2026 Annual General Meeting of Shareholders.
- The 2026 Employee Stock Ownership Plan (ESOP 2026) Share Issuance Regulations are set out in Appendix 4 to the Resolution of the 2026 Annual General Meeting of Shareholders.
- The List of Employees Eligible to Participate in ESOP 2026 and the proposed allocation of shares by employee group are set out in detail in Appendix 5 to the Resolution of the 2026 Annual General Meeting of Shareholders.

**Article 12.** Approval of the Resignation of Mr. Dinh The Hien as a Member of the Board of Directors.



**Article 13.** Approval of the Dismissal of Six (06) Members of the Board of Directors for the 2024–2028 Term

1. Mr. Mai Hoai An – Chairman of the Board of Directors
2. Mr. Nguyen Huu Dung – Vice Chairman of the Board of Directors
3. Mr. Nguyen Ngoc Trung – Member of the Board of Directors
4. Mr. Vo Xuan Vinh – Member of the Board of Directors
5. Mr. Dinh The Hien – Member of the Board of Directors
6. Mr. Nguyen Van Manh – Member of the Board of Directors

**Article 14.** Members of the Board of Directors for the 2026–2030 Term

1. Mr. Mai Hoai An
2. Mr. Nguyen Huu Dung
3. Ms. Doan Thi Bich Ngoc
4. Mr. Vo Xuan Vinh
5. Mr. Nguyen Van Manh - Independent Member of the Board of Directors

**Article 15.** The Board of Directors and the General Director are responsible for implementing the contents of this Resolution.

**Article 16.** This Resolution is effective from the date of signing.

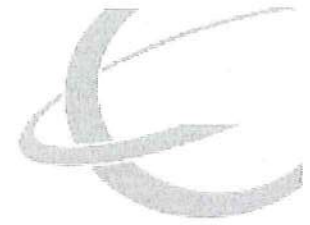
*Ho Chi Minh City, July 07, 2026*

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

**Chairman**



**MAI HOAI AN**



## VOTING AND ELECTION RESULTS ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026

**NUMBER OF SHAREHOLDERS ATTENDING: 17 - NUMBER OF SHARES ATTENDING:  
21,105,015 - PARTICIPATION RATE: 80.64 (%)**

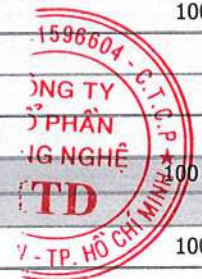
### A. Voting Results

Plan Name	Number of votes	Voting Percentage (%)
<b>1. Agenda of the 2026 General Meeting and Voting Procedures for Reports, Proposals, and Election of Members of the Board of Directors</b>		
Endorsement	21,105,015	100
Disapprove	-	-
No Comments	-	-
Invalid	-	-
<b>Total</b>	<b>21,105,015</b>	<b>100</b>
<b>2. Business results report 2025</b>		
Endorsement	21,105,015	100
Disapprove	-	-
No Comments	-	-
Invalid	-	-
<b>Total</b>	<b>21,105,015</b>	<b>100</b>
<b>3. Use and appropriation of the welfare reward fund in 2025</b>		
Endorsement	20,664,914	97.91
Disapprove	440,101	2.09
No Comments	-	-
Invalid	-	-
<b>Total</b>	<b>21,105,015</b>	<b>100</b>
<b>4. Dividends in 2025</b>		
Endorsement	21,105,015	100
Disapprove	-	-
No Comments	-	-
Invalid	-	-
<b>Total</b>	<b>21,105,015</b>	<b>100</b>
<b>5. Business plan and expected dividend in 2026</b>		
Endorsement	21,105,015	100
Disapprove	-	-
No Comments	-	-
Invalid	-	-
<b>Total</b>	<b>21,105,015</b>	<b>100</b>
<b>6. Amendments and supplements to the company's charter</b>		



Endorsement	21,105,015	100
Disapprove	-	-
No Comments	-	-
Invalid	-	-
Total	21,105,015	100
7. Amendments and supplements to the Internal Regulation on corporate governance		
Endorsement	21,105,015	100
Disapprove	-	-
No Comments	-	-
Invalid	-	-
Total	21,105,015	100
8. Authorize the Board of Directors to draft and promulgate the Regulation on the operation of the Board of Directors, the Regulation on		
Endorsement	21,105,015	100
Disapprove	-	-
No Comments	-	-
Invalid	-	-
Total	21,105,015	100
9. Authorize the SSC to select an auditor for the 2026 financial statements		
Endorsement	21,105,015	100
Disapprove	-	-
No Comments	-	-
Invalid	-	-
Total	21,105,015	100
10. Approval of the cancellation of the plan to issue shares to existing shareholders (the University in 2025 approves the rate of 30%)		
Endorsement	18,848,235	89.31
Disapprove	-	-
No Comments	2,256,780	10.69
Invalid	-	-
Total	21,105,015	100
11. Approval of the ESOP issuance plan in 2026		
Endorsement	20,664,914	97.91
Disapprove	440,101	2.09
No Comments	-	-
Invalid	-	-
Total	21,105,015	100
12. To approve the plan on private placement of shares		
Endorsement	20,664,914	97.91
Disapprove	440,101	2.09
No Comments	-	-
Invalid	-	-
Total	21,105,015	100
13. Approval of the resignation of the Board of Directors of Mr. Dinh The Hien		
Endorsement	21,105,015	100

Disapprove	-	-
No Comments	-	-
Invalid	-	-
Total	21,105,015	100
14. Approving the dismissal of all members of the Board of Directors for the term 2024 - 2028		
Endorsement	21,105,015	100
Disapprove	-	-
No Comments	-	-
Invalid	-	-
Total	21,105,015	100
15. Approving the election of members of the Board of Directors for the term 2026-2030 with the number of 05 members, including 01		
Endorsement	21,105,015	100
Disapprove	-	-
No Comments	-	-
Invalid	-	-
Total	21,105,015	100
16. Approval of the list of nominations for the Board of Directors		
Endorsement	21,105,015	100
Disapprove	-	-
No Comments	-	-
Invalid	-	-
Total	21,105,015	100
17. Full text of the Resolution of the 2026 Annual General Meeting of Shareholders		
Endorsement	21,105,015	100
Disapprove	-	-
No Comments	-	-
Invalid	-	-
Total	21,105,015	100



**B. Results of the election of the Board of Directors (Number of members: 5 - SL Maximum votes:**

**105,525,075)**

Names of candidates for election of board members	Number of votes	Rate (%)
Mr. Vo Xuan Vinh	24,842,347	23.54
Mr. Nguyen Huu Dung	23,989,102	22.73
Mr. Mai Hoai An	20,937,882	19.84
Mr. Nguyen Van Manh	17,996,412	17.05
Ms. Doan Thi Bich Ngoc	17,759,332	16.83
	105,525,075	

**Vũ Thị Nữ**

**Trần Thị Huỳnh Như**

**Nguyễn Thị Thiên Thư**

TP.HCM. ngày 07 tháng 07 năm 2026

## PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS

**(Re:Re-election of the entire Board of Directors for the term 2026–2030)**

- Pursuant to the prevailing Law on Enterprises;
- Pursuant to the Charter of ITD Technology Corporation;
- Pursuant to the performance results of the Board of Directors for the 2024–2028 term;
- Pursuant to the governance requirements and development orientation of the Company

In the past year, the Company and the Board of Directors have experienced significant changes in market conditions, the business environment, as well as corporate governance requirements. These changes arise from objective factors such as rapid shifts in the global economy, increasing competition in the technology sector, and the strong transition toward a business model driven by data, digital platforms, and artificial intelligence.

At the same time, the Fourth Industrial Revolution continues to have a profound impact across all areas of the Company’s operations, placing increasingly higher requirements on adaptability, innovation, and corporate governance restructuring.

Based on the Company’s strategic orientation for the coming period, the Company plans to focus on the development of key business areas with long-term growth potential, including:

- ✚ Data Center infrastructure;
- ✚ Software development and technology solutions;
- ✚ Projects related to digital transformation and Artificial Intelligence (AI) applications;
- ✚ Strengthening financial management capacity to ensure efficient capital utilisation and support the Company’s long-term development strategy

In this context, the requirements for the governance structure are to be further strengthened and consolidated, ensuring alignment with the new strategic direction, as well as the capability to lead the Company during a period of significant transformation in its operational model and technology

Therefore, the Board of Directors hereby submits to the General Meeting of Shareholders for approval the re-election of the entire Board of Directors, as follows:

- 1. Dismissal of all six (06) members of the Board of Directors for the 2024–2028 term**
- 2. Election of the new Board of Directors for the 2026–2030 term, comprising five (05) members, including one (01) independent member**

The Board of Directors respectfully submits for approval of the General Meeting of Shareholders..

Respectfully.

ON BEHALF OF THE BOARD OF DIRECTORS  
Chairman of the Board



*Ho Chi Minh City, July 7, 2026*

## **APPENDIX 1**

(Resolution of the 2026 Annual General Meeting of Shareholders)

### **I. Overview of the Share Issuance Plan for Charter Capital Increase:**

- Share name: Shares of ITD Technology Corporation
- Stock ticker: ITD
- Listed exchange: HOSE
- Type of shares to be offered: Ordinary shares
- Par value: VND 10,000 per share
- Current charter capital: VND 262,449,950,000
- Total number of issued shares: 26,244,995 shares
- Number of outstanding shares prior to the issuance: 26,172,807 shares
- Number of treasury shares: 72,188 shares
- Total number of shares proposed to be issued: 11,999,707 shares, comprising:
  - **Phase 1:** Issuance of dividend shares for the 2025 dividend payment: 4,711,105 shares, corresponding to an entitlement ratio of 100:18. Accordingly, the total number of outstanding shares upon completion of Phase 1 will be 30,883,912 shares.
  - **Phase 2:** Issuance of shares under the Employee Stock Ownership Plan (ESOP), representing 3% of the outstanding shares upon completion of the 2025 dividend share issuance, equivalent to 926,517 shares. Accordingly, the total number of outstanding shares upon completion of Phase 2 will be 31,810,429 shares.
  - **Phase 3:** Private placement of shares to professional securities investors, representing 20% of the outstanding shares upon completion of Phases 1 and 2, equivalent to 6,362,085 shares (20% × 31,810,429 shares)
- Total par value of the proposed share issuance: VND 119,997,070,000.
- Total number of outstanding shares upon completion of all three phases (expected): 38,172,514 shares.
- Expected charter capital upon completion of the share issuance: VND 382,447,020,000.
- Offerees: Existing shareholders, employees participating in the Employee Stock Ownership Plan (ESOP), and professional securities investors, in accordance with each specific issuance plan.
- Implementation period: Expected to be implemented during the 2026 financial year (on or before March 31, 2027). The specific timing of each issuance shall be determined by the Board of Directors after the State Securities Commission of Vietnam issues its written confirmation of receipt of a complete issuance/offering dossier and subject to prevailing market conditions.

### **II. Detailed Share Issuance Plan for Each Group of Offerees:**

#### **1. Share Issuance for the 2025 Dividend Payment**

- Offerees: **Existing shareholders whose names appear on the list of shareholders as of the record date for determining the entitlement to receive share dividends.**
- Share dividend ratio: **18% of the outstanding shares.**

- Number of shares proposed to be issued: 4,711,105 shares.
  - Total proposed issuance value at par value: VND 47,111,050,000 (In words: Forty-seven billion one hundred eleven million fifty thousand Vietnamese Dong).
  - Entitlement ratio: 100:18. Accordingly, on the record date, a shareholder holding 100 shares shall be entitled to receive 18 additional new shares.
- Treatment of fractional shares and undistributed shares (if any): The number of shares issued as share dividends shall be rounded down to the nearest whole share. Any fractional shares resulting from the calculation shall be cancelled.
- Example: Mr. Nguyen Van A holds 3,578 shares on the record date. Based on the entitlement ratio of 100:18, he is entitled to receive 644.04 new shares ( $3,578 \times 18/100 = 644.04$ ). In accordance with the above rounding principle, Mr. Nguyen Van A shall receive 644 new shares, while the fractional 0.04 share shall be cancelled.
- Source of capital: The shares shall be issued from the Company's undistributed after-tax profits as reflected in the audited financial statements for the financial year ended March 31, 2026.
  - Transferability: The entitlement to receive shares issued as share dividends is non-transferable. The shares issued as share dividends shall not be subject to any transfer restrictions.
  - Expected issuance period: During the 2026 financial year (on or before March 31, 2027). The specific issuance date shall be determined by the Board of Directors after the State Securities Commission of Vietnam issues its written confirmation of receipt of a complete share issuance report dossier.

## **2. Share Issuance under the Employee Stock Ownership Plan (ESOP)**

- Offering price: VND 10,000 per share.
- Ratio of the proposed shares to be issued to the total number of outstanding shares: 3.0% of the total number of outstanding shares upon completion of the proposed 2025 dividend share issuance.
- Number of shares proposed to be issued: 926,517 shares.
- Total proposed issuance value at par value: VND 9,265,170,000 (In words: Nine billion two hundred sixty-five million one hundred seventy thousand Vietnamese).
- Offerees: Employees of ITD Technology Corporation and ITD Solutions Corporation (hereinafter collectively referred to as the "Company") who satisfy the following eligibility criteria:
  - Eligibility criteria for participation in the 2026 ESOP:
    - Be an executive, manager, or employee currently holding a position within the Company; and
    - Have made outstanding and significant contributions to the Company's performance during 2025;
    - Have been employed by and continuously served the Company for at least one (01) year as of March 31, 2026 (except for high-potential employees, being executives, managers, or employees who are undergoing appointment procedures or participating in development programs to become successors for the Company's management and executive positions); or have been employed by the Company for less than one (01) year as of March 31, 2026 where such employees have been transferred from other member companies within the Group;
    - Have achieved a 2025 performance evaluation rating of at least "Basically Meets Expectations" under the Company's internal performance evaluation system;

- o Not fall within the categories of employees specified in Point 1.b, Article 3 of the Regulations on Share Issuance under the 2026 Employee Stock Ownership Plan, attached as Appendix 01 to this Proposal (hereinafter referred to as the "2026 ESOP Regulations")
- The principles and methodology for determining the number of shares to be allocated under the 2026 ESOP are set out in detail in the 2026 ESOP Regulations:

Number of Shares Eligible for Subscription by an Individual	=	$\frac{\text{Total Number of Shares Offered in the Issuance}}{\text{Total Contribution Factor}}$	×	Individual Contribution Factor
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- + **Individual Contribution Factor = Position Factor × Performance Evaluation Factor × Seniority Factor**
- + Total Contribution Factor: The aggregate of the Individual Contribution Factors of all employees participating in the ESOP.

In there:

**Position Factor: Determined based on the employee's position and title, as follows::**

Position	Position Factor
Chief Executive Officer (CEO) / High-Potential Executive or Equivalent	10
Deputy General Director / Executive Director	8
Director or Equivalent	6
Deputy Director / Chief Accountant	4
Department Manager / Division Head / Deputy Department Manager / High-Potential Employee	2
Employee	1

Where an employee concurrently holds more than one position, the Position Factor applicable to the highest-ranking position shall apply.

**Performance Evaluation Factor:** Determined based on the employee's annual performance evaluation results for 2025, as follows:

Performance Rating	Performance Evaluation Factor
Outstanding	5
Good	4
Fair	3
Average	2
Basically Meets Expectations	1

Employees classified as high-potential employees who have not yet been officially assigned duties during the year shall be assigned a Performance Evaluation Factor of 3..

**Seniority Factor:** This factor is used to allocate shares based on each employee's length of service with the Company and/or its member companies as of March 31, 2026, as follows:



<b>Length of Service</b>	<b>Seniority Factor</b>
2 years or more	4
From 1 year to less than 2 years	2
Less than 1 year	1

- List of offerees and the number of shares allocated by group: Details are set out in Appendix 05 attached to Resolution of the General Meeting of Shareholders
- Rounding principle (if applicable): The number of ESOP shares allocated to each employee in accordance with the above formula shall be rounded down to the nearest hundred (100) shares, provided that the aggregate number of shares allocated shall not exceed the total number of shares available under the 2026 ESOP.
  - ✓ Example 1: If the number of shares allocated to Employee A after applying the above formula is 35,740 shares, Employee A shall be allocated 35,700 shares in accordance with the above rounding principle.
  - ✓ Example 2: If the number of shares allocated to Employee B after applying the above formula is 38,780 shares, Employee B shall be allocated 38,700 shares in accordance with the above rounding principle.
- Treatment of remaining shares: Any shares remaining due to the application of the rounding principle, or because eligible employees do not register to subscribe for, or do not fully subscribe for, their allocated shares, or fail to make payment or fail to make full payment for the subscribed shares within the prescribed period, or because, during the period from the date on which the General Meeting of Shareholders approves the list of employees eligible to participate in the 2026 ESOP until the date on which the State Securities Commission of Vietnam issues its written confirmation of receipt of a complete ESOP share issuance dossier and the Board of Directors implements the ESOP share allocation, an employee no longer falls within the eligible category and/or no longer satisfies the eligibility criteria for participation in the 2026 ESOP, shall be reallocated at the sole discretion of the Board of Directors to other eligible employees whose names are included in the list approved by the General Meeting of Shareholders and who wish to subscribe for additional shares.
- If the Board of Directors is unable to allocate all such remaining shares, the unsubscribed shares shall be cancelled, and the Board of Directors shall issue a resolution to close the share issuance.
- Transfer restriction: All shares issued under this Employee Stock Ownership Plan (ESOP) shall be subject to a transfer restriction for a period of one (01) year from the completion date of the issuance.
- Share repurchase: The Company shall have the right to repurchase any shares that remain subject to the transfer restriction from employees whose employment terminates before the expiry of the transfer restriction period. The repurchase price shall be the 2026 issuance price of VND 10,000 per share. The General Meeting of Shareholders authorizes the Board of Directors to determine the share repurchase plan, the plan for the resale of such repurchased shares, and to carry out all necessary procedures in accordance with the applicable laws and regulations in effect at the time of implementation.
- Other details: Other terms and conditions of the 2026 ESOP are set out in detail in the 2026 ESOP Regulations attached to this Proposal as Appendix 04.
- Compliance with foreign ownership limits: The General Meeting of Shareholders authorizes the Board of Directors to approve a plan to ensure that the share issuance complies with the applicable regulations on foreign ownership limits.

- Expected issuance period: During the 2026 financial year (on or before March 31, 2027), following the completion of the 2025 dividend share issuance. The specific timing of the issuance shall be determined by the Board of Directors after the State Securities Commission of Vietnam issues its written confirmation of receipt of a complete share issuance report dossier.

### **3. Private Placement of Shares**

- Purpose of the private placement: To increase the Company's ownership interest in Global Electrical Engineering Joint Stock Company by up to 15%, and to contribute capital for the establishment of a new company operating in the data center infrastructure sector.
- Method of offering and offerees: The shares shall be offered through a private placement to professional securities investors. The General Meeting of Shareholders authorizes the Board of Directors to identify and select suitable investors and to determine the number of shares to be offered to each investor.
- Investor selection criteria: Investors must satisfy the criteria for professional securities investors as prescribed in Clause 1, Article 11 of the Law on Securities, as amended and supplemented from time to time, and its implementing regulations (if any)
- Principles for determining the offering price: The offering price shall be determined based on the average closing price of ITD shares over twenty (20) consecutive trading sessions from the ex-rights date for the stock dividend distribution, with a maximum discount of 30%. The General Meeting of Shareholders authorizes the Board of Directors to determine the specific offering price through negotiation with the investors and in accordance with market conditions, provided that such offering price shall not be lower than VND 10,000 per share.

Example:

- Current trading price of ITD shares: VND 16,000 per share.
- Average closing price of ITD shares over twenty (20) consecutive trading sessions from the ex-rights date for the 2025 share dividend distribution: VND 13,500 per share.
- Price after applying a 30% discount:  $30\% \times \text{VND } 13,500 \text{ per share} = \text{VND } 9,450 \text{ per share}$

Accordingly, the offering price for the private placement in this example shall be VND 10,000 per share.

- Proposed issuance ratio: 20% of the total number of outstanding shares upon completion of Phases 1 and 2.
- Number of shares proposed to be issued: 6,362,085 shares. The General Meeting of Shareholders authorizes the Board of Directors to determine the specific number of shares to be issued in accordance with the above principles, provided that the total number of shares issued shall not exceed 6,362,085 shares.
- Total proposed issuance value at par value: VND 63,620,085,000 (In words: Sixty-three billion six hundred twenty million eighty-five thousand Vietnamese Dong).
- Transfer restriction: All shares issued under the private placement shall be subject to a transfer restriction for a period of one (01) year from the completion date of the private placement.
- Proposed use of proceeds: The entire proceeds from the private placement shall be used to acquire additional shares to increase the Company's ownership interest in Global Electrical Engineering Joint Stock Company, its subsidiary, and to contribute capital for the establishment of a new company operating in the data center infrastructure sector. The tentative use of proceeds, calculated based on the aggregate par value of the shares to be issued, is as follows:



No	Purpose of Use of Proceeds	Estimated Disbursement Amount (VND)
1	To increase the Company's ownership interest in Global Electrical Engineering Joint Stock Company by up to 15% through the acquisition of shares from existing shareholders	53.200.000.000
2	To contribute capital for the establishment of a new company operating in the data center infrastructure sector	10.420.850.000
	Total	63.620.850.000

- If the total proceeds from the private placement exceed the estimated amount set out above, the excess proceeds shall be prioritized for investment in the newly established company. Conversely, if the proceeds are lower than expected, priority shall be given to using the proceeds to acquire shares from existing shareholders in order to increase the Company's ownership interest in Global Electrical Engineering Joint Stock Company by up to 15%, with any funding shortfall to be financed from borrowings and/or the Company's own funds.
- Expected use of proceeds: The proceeds are expected to be utilized within two (02) years from the completion date of the private placement. The General Meeting of Shareholders authorizes the Board of Directors to:
  - o Determine the detailed disbursement schedule and decide to shorten or extend the utilization period depending on actual market conditions; and
  - o Adjust the allocation of proceeds among the approved purposes within a variance of  $\pm 15\%$  from the amounts presented above, provided that such adjustment remains consistent with the purposes approved by the General Meeting of Shareholders and complies with applicable laws.
- If the private placement cannot be completed because no suitable investor is identified, or if a selected investor fails to pay the subscription amount or does not subscribe for all of the allocated shares, the General Meeting of Shareholders authorizes the Board of Directors to offer the remaining shares to other professional securities investors. The offering price shall be determined in accordance with the pricing principles approved by the General Meeting of Shareholders, and the offering price and other terms and conditions, including the rights and obligations of such investors, shall not be more favorable than those offered to the previously selected investors.
- Compliance with foreign ownership limits: The General Meeting of Shareholders authorizes the Board of Directors to approve and implement the necessary measures to ensure that the share issuance complies with the applicable foreign ownership limits.
- Expected issuance period: During the 2026 financial year (on or before March 31, 2027), following the completion of the 2025 dividend share issuance and the issuance of shares under the Employee Stock Ownership Plan (ESOP). The specific issuance date shall be determined by the Board of Directors after the State Securities Commission of Vietnam issues its written confirmation of receipt of a complete private placement dossier..

### **III. Additional Securities Registration and Additional Listing**

All shares to be issued as described above shall be additionally registered with the Vietnam Securities Depository and Clearing Corporation (VSDC) and additionally listed on the Ho Chi Minh City Stock Exchange (HOSE) upon completion of the share issuance, in accordance with applicable regulations.

**IV. Authorization to the Board of Directors:**

- To determine and select the appropriate timing and other relevant milestones for the implementation of the share issuance plan.
- To determine the actual number of shares to be offered in Phase 3 based on the number of outstanding shares at the time the offering is implemented.
- To identify and select appropriate professional securities investors and determine the number of shares to be offered to each investor.
- To determine the offering price for professional securities investors in accordance with the prevailing market conditions at the time of the offering.
- To determine the method for handling fractional shares and any unsubscribed shares.
- To determine the detailed plan for the use of proceeds and proactively adjust the allocation of the proceeds, the timing of disbursement, and the purposes of the use of proceeds where necessary and appropriate to the Company's actual circumstances.
- To prepare the detailed share issuance plan, ensuring compliance with all procedures required under applicable laws.
- To determine the method for handling shares in the event that employees participating in the ESOP decline to subscribe for or fail to pay for the shares (if any), in accordance with applicable regulations and the eligible participants approved by the General Meeting of Shareholders under.
- Where necessary, to amend, revise, supplement, and finalize the share issuance plan (including matters not specified in this plan) as required by the competent State authorities to ensure that the Company's share issuance is carried out lawfully and in compliance with applicable regulations.
- To approve and implement measures to ensure that the share issuance complies with the regulations on foreign ownership limits.
- To carry out all necessary procedures for the implementation and completion of the share issuance plan in accordance with applicable laws.
- To complete the procedures for amending the Enterprise Registration Certificate with the Ho Chi Minh City Department of Finance upon completion of the share issuance.
- To carry out the procedures for amending and supplementing the Company's Charter to reflect the increase in charter capital resulting from the share issuance.
- To complete the procedures for the additional registration of the issued shares with the Vietnam Securities Depository and Clearing Corporation (VSDC) and the additional listing on the Ho Chi Minh City Stock Exchange (HOSE) of all ordinary shares issued under the share issuance plan approved by the General Meeting of Shareholders.
- To decide on all other matters relating to the share issuance plan approved by the General Meeting of Shareholders.
- The Board of Directors is authorized to delegate one or more of the above matters to the General Director..





# **CHARTER**

## **ITD TECHNOLOGY CORPORATION**

*(Issued pursuant to the Resolution of the 2026  
Annual General Meeting of Shareholders -  
Appendix 2)*

*Ho Chi Minh City, 07, July, 2026*

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## OPENING SECTION

This Charter are adopted by ITD Technology 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 "ITD Technology 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"** Pursuant to the Law on Enterprises No. 59/2020/QH14, as amended and supplemented by Law No. 03/2022/QH15 and Law No. 76/2025/QH15;
  - e. **"Law on Securities"** Pursuant to the Law on Securities No. 54/2019/QH14, as amended and supplemented by Law No. 56/2024/QH15;
  - 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 ITD**
  - o English name: ITD Technology Corporation
  - o Trading name: ITD Technology Corporation
  - o The abbreviated name: ITD Corp.
- 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 Ward, Ho Chi Minh
  - o Telephone: (028) 3 770 1114
  - o Fax: (028) 3 770 1116
  - o Email: info@itd.com.vn
  - o 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)
1	Installation of industrial machinery and equipment -Details: Installation services for products sold	3320
2	Other telecommunications activities -Details: Installation of telephone exchanges	6190

No.	Description	Class (By national economic sector)
3	Real estate business; land use rights owned, used or leased -Details: Real estate business involving owned or leased properties (Excluding investment in the construction of cemetery and burial-ground infrastructure for the transfer of land-use rights attached to such infrastructure)	6810
4	Specialized design activities - Details: Design and installation of industrial and civil electrical systems, computer systems, and lightning protection systems. Design of computer systems, hardware, software, websites, and local area network integration.	7410
5	Electrical system installation -Details: Maintenance of industrial and civil electrical systems, computer systems, and lightning protection systems. Installation of electromechanical systems for construction works, ventilation systems, heating and air-conditioning systems, communication systems, fire prevention and firefighting systems, security systems, lifting and conveying systems.	4321
6	Research and experimental development in the field of engineering and technology Details: Research and development in science and technology; services for the development and application of science and technology in daily life	7212
7	Installation of other construction systems	4329
8	Computer consultancy and management of computer infrastructure Details: Activities involving the planning and design of computer systems integrating computer hardware, software, and communication technology, with or without related services such as system installation, training, and user support; - Provision of management and operation services for customers' computer systems and/or data processing facilities; expert activities and other computer-related activities.	6220
9	Installation of water supply and drainage systems, heating systems, and air-conditioning systems	4322
10	Renting of machinery, equipment, and other tangible goods without operators	7730
11	Other computer programming activities Details: Production of computer software.	6219

No.	Description	Class (By national economic sector)
12	<p>Other specialized wholesale not elsewhere classified  Details: Wholesale of industrial chemicals: aniline, printing ink, essential oils, industrial gases, chemical adhesives, colorants, synthetic resins, methanol, paraffin, perfumed oils and flavorings, soda ash, industrial salt, acids and sulfur, etc.  (Excluding the exercise of export, import, and distribution rights in respect of goods included in the List of Goods for which foreign investors are not entitled to exercise export, import, and distribution rights, such as: tobacco and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed petroleum products, rice, cane sugar, and beet sugar).</p>	4679
13	<p>Other computer and information technology service activities  Details: troubleshooting of computers and software installation  Provision of specialized information system solutions; consultancy, analysis, planning, classification, and design in the field of information technology. System integration, testing, application management services, updating, and security; design, hosting, and maintenance of electronic information websites. Administration, warranty, and maintenance services for software and information systems; installation of internal network cabling systems; installation of computer hardware and software;  (Excluding software, hardware, and electronic products that are recorded media in any format and not providing information security testing and assessment services or information security services not using civil cryptography).</p>	6290
14	Forging, pressing, stamping, and roll-forming of metal; powder metallurgy	2591
15	Manufacture of structural metal products	2511
16	<p>Retail sale of information and communication technology equipment  Details: Retail sale of materials, machinery, spare parts, and components for consumer goods (Excluding the exercise of export, import, and distribution rights in respect of goods included in the List of Goods for which foreign investors are not entitled to exercise export, import, and distribution rights, such as: tobacco and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed petroleum products, rice, cane sugar, and beet sugar).</p>	4740
17	<p>Other professional, scientific, and technical activities not elsewhere classified  Details: Consultancy on investment in, development, and application of high technologies in industry.</p>	7499
18	Manufacture of optical instruments and equipment	2670

No.	Description	Class (By national economic sector)
19	Information technology infrastructure, data processing, hosting, and related activities	6310
20	Manufacture of consumer electronics products	2640
21	Manufacture of measuring, testing, navigating, and control equipment	2651
22	Web portal activities and other information services (excluding press activities and news-gathering activities in all forms).	6390
23	Retail sale of household electrical appliances, beds, cabinets, tables, chairs and similar furniture, lamps and lighting fixtures, and other household articles not elsewhere classified Details: Trading of security systems, fire alarm systems, anti-theft systems, and sales monitoring systems. (Excluding the exercise of export, import, and distribution rights in respect of goods included in the List of Goods for which foreign investors are not entitled to exercise export, import, and distribution rights, such as: tobacco and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed petroleum products, rice, cane sugar, and beet sugar).	4759
24	Manufacture of motors, generators, transformers, electricity distribution and control apparatus	2710
25	Repair and maintenance of machinery and equipment Details: Repair and maintenance of products sold.	3312
26	Wired, wireless, and satellite telecommunications activities Details: Internet connection services.	6110
27	Repair and maintenance of computers, information, and communication equipment Details: Repair and maintenance services for computers, computer peripheral equipment, and information and communication equipment.	9510
28	Wholesale of computers, peripheral equipment, and software Details: Wholesale of computers, trading of computer software (Excluding the exercise of export, import, and distribution rights in respect of goods included in the List of Goods for which foreign investors are not entitled to exercise export, import, and distribution rights, such as: tobacco and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed petroleum products, rice, cane sugar, and beet sugar).	4651
29	Repair and maintenance of household electronic audio-visual equipment	9521

No.	Description	Class (By national economic sector)
30	Manufacture of computers and computer peripheral equipment	2620
31	Repair and maintenance of electronic and optical equipment	3313
32	Repair and maintenance of electrical equipment	3314
33	Manufacture of other electronic components	2619
34	Business and other management consultancy activities	7020
35	Manufacture of optical fibre cables	2731
36	Wholesale of other machinery, equipment, and machine parts Details: Trading of training and vocational education equipment. Trading of tools, equipment, and machinery for the chemical industry, batteries, accumulators, and chargers. Trading of office equipment, scientific research and laboratory equipment (Excluding the exercise of export, import, and distribution rights in respect of goods included in the List of Goods for which foreign investors are not entitled to exercise export, import, and distribution rights, such as: tobacco and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed petroleum products, rice, cane sugar, and beet sugar).	4659
37	Manufacture of other electrical and electronic wires and cables	2732
38	Wholesale of electronic and telecommunications equipment and components Details: Trading of materials, machinery, spare parts, and components for computer equipment and electronic products. Trading of telecommunications equipment (coaxial cables, various types of antennas for microwave transmission equipment, radio and television broadcasting, and accompanying accessories). Trading of telephone exchanges. Trading of information technology equipment and solutions. Trading of materials and equipment for corrosion protection. Trading of electrical system equipment and tools, electronic control equipment, broadcasting equipment, air-conditioning equipment, and sanitary equipment (Excluding the exercise of export, import, and distribution rights in respect of goods included in the List of Goods for which foreign investors are not entitled to exercise export and import rights.)	4652
39	Other software publishing	5829

No.	Description	Class (By national economic sector)
40	Non-specialized wholesale Details: import and export of goods traded by the Company. Excluding the exercise of export, import, and distribution rights in respect of goods included in the List of Goods for which foreign investors are not entitled to exercise export, import, and distribution rights, such as: tobacco and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed petroleum products, rice, cane sugar, and beet sugar.	4690
41	Agents, brokers, and auctioneers Details: Consignment agency services. Goods trading agency services. Commercial brokerage services (Excluding the exercise of export, import, and distribution rights in respect of goods included in the List of Goods for which foreign investors are not entitled to exercise export, import, and distribution rights, such as: tobacco and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed petroleum products, rice, cane sugar, and beet sugar.)	4610
42	Wholesale of other construction materials and installation equipment Details: Wholesale of materials, machinery, spare parts, and components for the industrial and construction sectors, and lightning protection equipment (Excluding the exercise of export, import, and distribution rights in respect of goods included in the List of Goods for which foreign investors are not entitled to exercise export, import, and distribution rights, such as: tobacco and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed petroleum products, rice, cane sugar, and beet sugar.)	4673
43	Manufacture of other electrical equipment Details: alarm sirens, traffic lights, etc.	2790
44	Manufacture of bearings, gears, gearboxes, and transmission control components	2814
45	Manufacture of communication equipment	2630
46	Service activities incidental to road transportation	5225
47	Construction of other civil engineering works Details: Industrial and civil construction	4299
48	Construction of railways Details: Construction of transport works	4211
49	Renting of motor vehicles	7710
50	Construction of roads Details: Construction of transport works	4212(Main)

No.	Description	Class (By national economic sector)
51	(Foreign-invested enterprises are responsible for carrying out investment procedures in accordance with the Law on Investment and relevant laws) Enterprises are responsible for complying with the provisions of Decree No. 23/2007/ND-CP dated 12/02/2007 of the Government and Circular No. 08/2013/TT-BCT dated 22/4/2013 of the Ministry of Industry and Trade	Business lines not matched with the Vietnam System of Economic Sectors

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 **262,449,950,000** (In words: Two hundred sixty-two billion four hundred forty-nine million nine hundred fifty thousand

VND). The total Charter Capital of the Company is divided into **26,244,995** 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 held within four (04) months from the end of a fiscal year. The Board of Directors 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 addition 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 contains 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 authority to seek shareholders' approval by written resolution on any matters falling within the decision-making authority of the General Meeting of Shareholders, including but not limited to the matters specified in Clause 2, Article 147 of the Law on Enterprises 2020, whenever it deems such action necessary and in the best 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;



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 number of non-executive members of the Board of Directors of a public company shall comply with the following requirements:
    - ✓ At least one (01) non-executive member where the Board of Directors consists of from three (03) to five (05) members;
    - ✓ At least two (02) non-executive members where the Board of Directors consists of from six (06) to eight (08) members;
    - ✓ At least three (03) non-executive members where the Board of Directors consists of from nine (09) to eleven (11) 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 member of the Board of Directors may concurrently serve as a member of the Board of Directors and/or a member of the Members' Council of no more than 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.
  - l. Within the scope of his/her duties and authority, the Chief Executive Officer (CEO) may authorize other individuals and/or organizations to perform tasks relating to such duties and authority, as required from time to time.
  - m. The Chief Executive Officer (CEO) may concurrently hold the position of CEO in both a parent company and its subsidiary, including where both the parent company and the subsidiary are listed companies
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 honestly 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 ITD Technology Corporation on 23/04/2011, has been amended and supplemented several times, with the last amendment on 07/07/2026, 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**



The image shows a red circular stamp of ITD Technology Corporation. The stamp contains the following text: "M.S.D.N: 0301596604" at the top, "CÔNG TY CỔ PHẦN CÔNG NGHỆ" in the center, and "ITD" in large letters at the bottom. The outer ring of the stamp contains "P. TÂN THUẬN" on the left and "CHI MINH" on the right. A blue ink signature is written over the stamp. Below the stamp, the name "NGUYỄN HỮU DŨNG" is printed in black capital letters.



# **INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

**ITD TECHNOLOGY CORPORATION**

**(Issued pursuant to the Resolution of the 2026 Annual  
General Meeting of Shareholders – Appendix 3)**

*Ho Chi Minh City, July 07, 2026*



# 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 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 of 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.

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- 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.
- c. The Chief Executive Officer (CEO) may concurrently hold the position of CEO in both a parent company and its subsidiary(ies), including cases where both the parent company and the subsidiary are listed companies

##### **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 July,07, 2026. 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**



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