

**EXTRAORDINARY INFORMATION DISCLOSURE**

**To : - Vietnam Exchange;  
- Hanoi Stock Exchange.**

1. Name of organization: Cho Lon Investment and Import Export Corporation (Cholimex)
  - Stock code: CLX
  - Address: 631 – 633 Nguyen Trai, Cho Lon Ward, Ho Chi Minh city.
  - Tel.: 08.38547102      Fax: 08.38555682
  - E-mail: info@cholimex.vn
2. Contents of disclosure: Invitation letter and Documents for the 2026 Annual General Meeting of Shareholders
3. This information was published on the company's website on 23 March 2026, as in the link <https://www.cholimex.vn/vi/dai-hoi-dong-co-dong/>

We hereby certify that the information provided is true and correct and we bear the full responsibility to the law./.

***Recipients:***

- As above;
- Archived: Secretary.

***Attached documents:***

- Invitation letter;
- Documents for the 2026 Annual General Meeting

**PERSON AUTHORIZED TO DISCLOSE INFORMATION**



**NGUYỄN THỊ THÙY TRÂM**  
Company secretary





**CHO LON INVESTMENT AND IMPORT EXPORT CORPORATION (CHOLIMEX)**

Head Office: 631-633 Nguyen Trai Street, Cho Lon Ward, Ho Chi Minh City

Business Registration Number: 0301307933

Tel: 028 3854 7102

Fax: 028 3855 5682

Website: [www.cholimex.com.vn](http://www.cholimex.com.vn)

## **INVITATION LETTER**

### **ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**

The Board of Directors of Cho Lon Investment and Import Export Corporation (Cholimex), respectfully invites shareholders to attend the Annual General Meeting of Shareholders 2026, with details as follows:

**1. Time: 8:00 AM - April 15, 2026 (Wednesday)**

**2. Venue:** Conference Center 272 (No. 272 Vo Thi Sau Street, Xuan Hoa Ward, Ho Chi Minh City)

**3. Meeting agenda and related documents for the General Meeting:**

Documents related to the General Meeting are posted on the company's website [www.cholimex.com.vn](http://www.cholimex.com.vn), under the "Shareholders/General Meeting of Shareholders" section.

**4. Registration and Confirmation Time:**

For the convenience of organizing the General Meeting, shareholders are kindly requested to confirm their attendance or authorize their attendance to the Company before 4:00 PM on April 13, 2026 by confirming attendance/authorizing attendance via letter, email, fax or direct contact at the following address:

**Cho Lon Investment and Import Export Corporation (Cholimex)**

**Address:** 631 – 633 Nguyen Trai Street, Cho Lon ward, Ho Chi Minh City

**Tel:** 028. 38547102 – 0919 767 229 (Ms. Tra My – Human Resources and Administration Department)

**Fax:** 028. 38555682

**Email:** [hanhchinh@cholimex.vn](mailto:hanhchinh@cholimex.vn)

*Note: Shareholders attending the General Meeting are requested to bring their Identity Card/Passport and Power of Attorney (if authorized) for the attendance procedure.*

Sincerely./.

Ho Chi Minh City, March 23, 2026

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRWOMAN**



**Tran Thi Thanh Nhan**





**REGISTRATION FORM/PROXY AUTHORIZATION FORM FOR VOTING  
AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**To: Cho Lon Investment and Import Export Corporation (Cholimex)**

**CHOLIMEX**

Shareholder Name: .....

Legal Representative (for organizations): .....

Citizen Identity Card/Passport/Business Registration Number:..... issued  
on..... at .....

Address:.....Telephone.....

Total number of shares represented or/and owned: ..... shares.  
(Shareholder chooses one of the two following options, marking (X) or () in the appropriate box) ✓

**1. REGISTRATION FOR MEETING ATTENDANCE** ☐

**2. AUTHORIZATION FOR THE FOLLOWING PROXY** ☐

Proxy:

Citizen Identity Card/Passport/Business Registration Number:..... issued  
on..... at .....

Address: .....

Telephone .....

Number of shares authorized: ..... shares.

In the event that the shareholder is unable to attend and cannot authorize another person, the Shareholder may

authorize a Board of Directors' member of the Company as per the list below:

No.	Name	Position	Checkmark	Number of Shares Authorized
1	Ms. Tran Thi Thanh Nhan	Chairwoman of the Board of Directors		
2	Mr. Bui Tuan Ngoc	Vice Chairman of the Board of Directors		
3	Mr. Huynh An Trung	Member of the Board of Directors		
4	Mr. Vo Van Than	Member of the Board of Directors		
5	Ms. Hoang Thi Hong Nhung	Member of the Board of Directors		
6	Mr. Le Duy Hiep	Member of the Board of Directors		
7	Mr. Bui Minh Tuan	Member of the Board of Directors		

**Note:** Kindly mark (X) or (✓) beside the name of the Board member whom the Shareholder chooses to authorize; should you wish to authorize more than one individual, please indicate the precise number of shares authorized for each Board member.

**Content of Authorization:**

The Proxy shall represent the Authorizing Party at the 2026 Annual General Meeting of Shareholders of Cho Lon Investment and Import Export Corporation (Cholimex) to perform all rights and obligations at the General Meeting of Shareholders commensurate with the number of shares authorized.

We assume full responsibility for this authorization and pledge strict adherence to current legal regulations, stipulations outlined in the Charter of Cho Lon Investment and Import Export Corporation (Cholimex), and will refrain from lodging any subsequent complaints.

**Note:** This Proxy Authorization is valid only with the signatures of both the Authorizing Party and the Proxy. Should the Authorizing Party be a corporate shareholder, a valid company seal must also be affixed. In cases of authorization to a Board of Directors' member of Cho Lon Investment and Import Export Corporation (Cholimex), the Board member's signature is not required. This Proxy Authorization shall

remain in effect from the date of signature until the conclusion of the 2026 Annual General Meeting of Shareholders of Cho Lon Investment and Import Export Corporation (Cholimex) held on April 15, 2026.

\_\_\_\_\_, Date \_\_\_\_ Month \_\_\_\_ Year 2026

**Shareholder / Authorized party**

**Authorized representative**

*(Signature and full name, affix seal if applicable)*

*(Signature and full name, affix seal if applicable)*



**RESOLUTION**

**Approve the contents to be submitted to the General Meeting of Shareholders,  
the venue for the 2026 Annual General Meeting of Shareholders**

**BOARD OF DIRECTORS  
CHO LON INVESTMENT AND IMPORT EXPORT CORPORATION  
(CHOLIMEX)**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*

*Pursuant to the Charter of Organization and Operation of Cho Lon Investment and Import Export Corporation (Cholimex) approved by the General Meeting of Shareholders of Cho Lon Investment and Import Export Corporation (Cholimex) on April 14, 2023;*

*Pursuant to the Regulations on Corporate Governance and the Regulations on Operation of the Board of Directors of Cho Lon Investment and Import Export Corporation (Cholimex) approved by the General Meeting of Shareholders of Cho Lon Investment and Import Export Corporation (Cholimex) on April 14, 2023;*

*Pursuant to the Minutes of the Board of Directors meeting dated March 20, 2026*

**RESOLVE:**

**Article 1.** To approve the contents to be submitted to the 2026 Annual General Meeting of Shareholders as follows:

1. Report on business and investment activities in 2025 and business and investment plan for 2026 of the Company.
2. Report on activities in 2025 and the 2026 plan of the Board of Directors.
3. Report on Corporate Governance in 2025.
4. The Company's audited separate financial statements and consolidated financial statements for 2025.
5. Profit distribution and fund allocation plan for 2025 according to Proposal No. 35/TTr-CHOLIMEX-TGD dated March 9, 2026 of the General Director.
6. Business and investment plan targets, profit distribution plan fund allocation, remuneration and operating expenses of the Board of Directors and the Board of Supervisors for 2026 according to Proposal No. 36/TTr-CHOLIMEX-TGD dated March 9, 2026 of the General Director. Specifically, the planned dividend payout ratio for 2026 is at least 7% of par value.

7. Amendment and supplementation of the Charter of Organization and Operation of the Company according to Proposal No. 32/TTr-CHOLIMEX-TGD dated March 9, 2026 of the General Director.

8. Amendment and supplementation of the Regulations on Corporate Governance and the Regulations on Operation of the Board of Directors of the Company according to Proposal No. 33/TTr-CHOLIMEX-TGD dated March 9, 2026 of the General Director.

9. Regulations on organizing the 2026 Annual General Meeting of Shareholders.

10. Regulations on nomination and self-nomination of candidates for the Board of Directors and the Board of Supervisors for the term III (2026 – 2031).

11. Meeting agenda, list of the Chairperson's Delegation, and Vote Counting Committee for the 2026 Annual General Meeting of Shareholders according to Proposal No. 31/TTr-CHOLIMEX-TGD dated March 9, 2026 of the General Director.

**Article 2.** To approve the venue for the 2026 Annual General Meeting of Shareholders to be held at 272 Convention Center - No. 272 Vo Thi Sau, Xuan Hoa Ward Ho Chi Minh City.

**Article 3.** This Resolution takes effect from the date of signing. The Board of Directors the General Director of Cho Lon Investment and Import Export Corporation (Cholimex), and relevant departments and individuals are responsible for implementing this Resolution./.

**Recipients:**

- As stated in Article 3;
- Board of Supervisors;
- Archived: Administration Office, Secretarial Dept.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRWOMAN**



**Tran Thi Thanh Nhan**



No.: 05 /TTr-CHOLIMEX-HĐQT

*Ho Chi Minh City, March 23, 2026*

**PROPOSAL**

**Regarding the approval of the meeting agenda, the list of the Presidium  
the Vote Counting Committee, and the time and venue for the 2026 Annual General  
Meeting of Shareholders**

**To: General Meeting of Shareholders  
Cho Lon Investment and Import Export Corporation (Cholimax)**

Pursuant to the Enterprise Law No. 59/2020/QH14, adopted by the National Assembly  
of THE SOCIALIST REPUBLIC OF VIETNAM on June 17, 2020;

Pursuant to the Charter of Organization and Operation of Cho Lon Investment and  
Import Export Corporation (Cholimax).

To prepare for the organization of the 2026 Annual General Meeting of Shareholders  
the Board of Directors respectfully submits the following contents for General Meeting of  
Shareholders' approval:

1. Agenda for the 2026 Annual General Meeting of Shareholders (attached).
2. List of the Presidium: consisting of the following Gentlemen and Ladies:
  - Ms. Tran Thi Thanh Nhan Chairwoman of the BOD Chairperson
  - Mr. Huynh An Trung General Director Member
3. Vote Counting Committee: consisting of the following Gentlemen and Ladies:
  - Mr. Than Ngoc Nghia Director of Investment Planning Head
  - Ms. Lam Thi Thu Thao Director of HR and Administration Member
  - Ms. Tran Thi Thu Tram Director of Cholimax Commercial Center Member
  - Ms. Tran Thi Hanh Deputy Accounting Director Member
  - Ms. Pham Thanh Xuan Deputy Director of HR and Administration Member
  - Mr. Truong Ngoc Hoang Deputy Head of Project Management Member  
Department
  - Mr. Nguyen Tien Trung Staff, Project Managementt Department Member
  - Ms. Ho Phuong Linh Staff, General Accounting Member

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

**Recipients:**

- As above;
- Archive: Office.

**ON BEHALE OF THE BOARD OF DIRECTORS  
CHAIRWOMAN**



**Tran Thi Thanh Nhan**



## AGENDA

### ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

### CHOLON INVESTMENT AND IMPORT EXPORT CORPORATION (CHOLIMEX)

**Time:** 08:00 AM on April 15, 2026 (Wednesday)

**Venue:** 272 Conference Center

**Address:** 272 Vo Thi Sau Street, Xuan Hoa Ward, Ho Chi Minh City

Time	No.	Content
07:30 AM	<b>I</b>	<b>Preparations:</b>
–	1	Welcome Delegates and Shareholders
08:00 AM	2	Verify Shareholder Eligibility and Issue Voting Cards
	<b>II</b>	<b>Opening:</b>
08:00 AM	1	Announce Reasons, Introduce Delegates, and the Shareholder Eligibility Verification Board
–	2	Report on the Results of Shareholder Eligibility Verification for the General Meeting
08:30 AM	3	Introduce and Vote to Approve the Presidium, Appoint the Meeting Secretary
	4	Introduce and Vote to Approve the Vote Counting Committee
	<b>III</b>	<b>General Meeting Content:</b>
	1	Opening Remarks
	2	Introduce and Vote to Approve the General Meeting Agenda
	3	Approve the Regulations for Organizing the 2026 Annual General Meeting of Shareholders
	4	Report on Business and Investment Activities in 2024 and Business and Investment Plan for 2026
	5	Board of Directors' Report on Activities in 2025 and Plan for 2026
	6	Report on Corporate Governance in 2025
	7	Board of Supervisors' Report on Activities for 2025
	8	Proposal on Approving the Audited Separate Financial Statements of the Parent Company for 2025 and the Audited Consolidated Financial Statements for 2025
	9	Proposal on the Plan for Profit Distribution and Fund Appropriation for 2025
	10	Proposal on business and investment plan targets, profit distribution plan, appropriation of funds, remuneration and operating expenses of the Board of Directors and Board of Supervisors for the year 2026
	11	Proposal regarding the approval of selecting the auditing firm for the year 2026
08:30 AM	12	Proposal regarding the amendment and supplement of the Charter on Organization and Operation of Cholimex Company
–		
10:15 AM	13	Proposal regarding the amendment and supplement of the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors of Cholimex Company
	14	Proposal regarding the amendment and supplement of the Regulations of the Board of Supervisors of Cholimex Company
	15	Approval of the Regulations on Nomination, Candidacy, and Election of Board of Directors' members/Member of the Board of Supervisors for the 2026 - 2031 term
	16	Proposal regarding the approval of the List of candidates participating in the election of Member of the Board of Directors and members of the Board of Supervisors for the 2026 – 2031 term
	17	Discussion and voting to approve the contents submitted for the General Meeting's opinion, and conducting the election
	18	Break - Vote counting for resolutions and elections
	19	a. Announcing the results of vote counting for resolutions and elections b. Introduction of the Board of Directors, Board of Supervisors c. Speeches by representatives of the Board of Directors, Member of the Board of Supervisors
	20	Approval of the Draft Meeting Minutes and General Meeting Resolution
	21	Voting to approve the Meeting Minutes and General Meeting Resolution
10:30 AM	<b>IV</b>	<b>Declaration of adjournment of the General Meeting</b>



*Ho Chi Minh City, March 23, 2026*

**DRAFT**

## **REGULATION**

### **ON THE ORGANIZATION OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS CHO LON INVESTMENT AND IMPORT EXPORT CORPORATION (CHOLIMEX)**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020; Law No. 03/2022/QH15 dated January 11, 2022, and Law No. 76/2025/QH15 dated June 17, 2025, on amendments and supplements to a number of articles of the Law on Enterprises;*

*Pursuant to Government Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;*

*Pursuant to Government Decree No. 245/2025/NĐ-CP dated September 11, 2025, on amendments and supplements to a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;*

*Pursuant to the Charter of Organization and Operation of Cho Lon Investment and Import Export Corporation (Cholimex) approved by the General Meeting of Shareholders on April 14, 2023 (hereinafter referred to as the Company Charter).*

## **CHAPTER I. GENERAL PROVISIONS**

### **Article 1. Subjects of adjustment and scope of application**

1. This Regulation applies to the organization of the 2026 Annual General Meeting of Shareholders of Cho Lon Investment and Import Export Corporation (Cholimex).

2. This Regulation defines the rights and obligations of shareholders, shareholder representatives, and other participants in the General Meeting; the conditions and procedures for conducting the General Meeting; and the voting methods for adopting matters under the authority of the General Meeting of Shareholders.

### **Article 2. Objectives**

1. To ensure the principles of openness and transparency in the organization of the General Meeting of Shareholders.

2. To ensure compliance with the provisions of the law.

### **Article 3. Interpretation of terms**

Within this Regulation, the following terms shall be understood as follows:

- Company : Cho Lon Investment and Import Export Corporation (Cholimex)
- General Meeting : 2026 Annual General Meeting of Shareholders
- BOD : Board of Directors



- OC : Organizing Committee of the General Meeting
- BKS : Supervisory Board
- GMS : General Meeting of Shareholders
- Delegate : Shareholders, Authorized Representatives (proxies)

## **CHAPTER II. RIGHTS AND OBLIGATIONS OF GENERAL MEETING OF SHAREHOLDERS PARTICIPANTS**

### **Article 4. Conditions for attending the General Meeting of Shareholders**

1. Individual shareholders and authorized representatives of organizational shareholders named in the list of shareholders at the time of finalizing the right to attend the General Meeting of Shareholders are considered to be attending and voting at the General Meeting of Shareholders in the following cases:

- a) Attending and voting in person at the General Meeting of Shareholders.
- b) Authorizing one or more individuals or organizations to attend and vote at the General Meeting of Shareholders via a written instrument.

The power of attorney shall be established in accordance with civil law regulations and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

The authorized person must present the power of attorney prior to entering the General Meeting of Shareholders.

2. Authorized individuals and organizations attending the General Meeting of Shareholders shall not decide beyond the scope of the authorization.

3. In the case of more than one authorized representative, the specific number of shares and votes authorized for each representative must be determined.

### **Article 5. Rights of shareholders when attending the General Meeting of Shareholders**

1. To attend in person or authorize another person to attend the General Meeting of Shareholders, and to be responsible for the decisions made by the authorized person within the scope of the authorization.

2. Shareholders have the right to vote on all matters under the authority of the General Meeting of Shareholders in accordance with the Company Charter and legal regulations.

3. To be informed of the content and agenda of the General Meeting of Shareholders.

4. To be issued a Voting Card and Voting Ballot after registering their attendance with the Committee for verifying the eligibility of shareholders attending the General Meeting of Shareholders.

The voting value shall correspond to the percentage of shares with voting rights owned or represented by that person, according to their attendance registration, relative to



the total shares with voting rights of the delegates present at the General Meeting of Shareholders.

5. Delegates arriving at the General Meeting of Shareholders after it has commenced shall still have the right to register to attend and vote on subsequent matters; the Chairperson of the General Meeting of Shareholders is not responsible for pausing the meeting to wait for late shareholders to register. The validity of matters already voted upon shall not be affected. The Vote Counting Committee shall be responsible for adding the shares with voting rights of late shareholders to the total number of shares with voting rights at the General Meeting of Shareholders in order to calculate the approval rate for remaining voting matters.

#### **Article 6. Obligations of shareholders when attending the General Meeting of Shareholders**

1. Bring all required documents in accordance with regulations, including:
  - a) Notice of the General Meeting of Shareholders;
  - b) Citizen identity card or passport (must be valid);
  - c) Registration/Authorization form according to the template attached to the Notice of the General Meeting of Shareholders;
  - d) Shareholders are only officially entitled to attend the General Meeting of Shareholders and vote after completing the registration procedure with the Committee for verifying the eligibility of shareholders attending the General Meeting of Shareholders;
- d) If a shareholder has authorized another person but attends the General Meeting of Shareholders themselves without prior written notification of the cancellation of such authorization, they shall not receive a Voting Card or Voting Ballot and shall not be permitted to attend the General Meeting of Shareholders.

2. Strictly comply with the Regulations of the General Meeting of Shareholders, and respect the results of the proceedings and the leadership of the Chairperson of the General Meeting of Shareholders.

3. In the event a shareholder must leave the General Meeting of Shareholders for personal reasons before it proceeds to a vote, the shareholder must contact the Vote Counting Committee to submit their opinion in writing regarding the matters to be voted upon. Failure to provide such notification shall be considered as an abstention from voting.

#### **Article 7. Committee for verifying the eligibility of shareholders attending the General Meeting of Shareholders**

1. The Committee for verifying the eligibility of shareholders attending the General Meeting of Shareholders, as appointed by the Organizing Committee, shall have the following rights and obligations:

- a) Verify the eligibility of shareholders based on the documents they present and in accordance with the provisions of Article 6 of this Regulation.
- b) Issue to shareholders or their authorized representatives: Voting Cards and Voting Ballots.
- c) Guide and arrange seating for shareholders or authorized representatives who meet the eligibility requirements to attend the General Meeting of Shareholders.



d) Compile and report the results of the verification of shareholder eligibility to the General Meeting of Shareholders.

2. In the event an attendee does not meet the eligibility requirements set forth in Article 6 of this Regulation, the Committee for verifying the eligibility of shareholders reserves the right to refuse the issuance of Voting Cards, Voting Ballots, and materials for the General Meeting of Shareholders.

### **Article 8. Chairperson and Secretary of the General Meeting of Shareholders**

#### **1. Chairperson:**

a) The Chairman of the Board of Directors shall serve as the chairperson, or authorize another member of the Board of Directors to act as such; the Chairperson shall appoint one to two other members of the Board of Directors to join the Chairperson's panel, and appoint one or more persons to act as meeting secretaries. The Chairperson has the authority to lead the General Meeting of Shareholders.

In the event the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one among them to preside over the meeting by majority vote. If a chairperson cannot be elected, the Head of the Supervisory Board shall oversee the General Meeting of Shareholders to elect a chairperson from among those present, and the person with the highest number of votes shall be elected.

b) Except for the case specified in point a of this clause, the person who signed the convocation notice shall oversee the General Meeting of Shareholders to elect a chairperson, and the person with the highest number of votes shall be elected.

#### **2. Rights and obligations of the Chairperson of the General Meeting of Shareholders:**

a) Implement necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and to reflect the will of the majority of those present.

- Arrange seating at the venue of the General Meeting of Shareholders.

- Present drafts and conclude necessary matters for voting by the General Meeting of Shareholders.

- Resolve issues arising during the proceedings of the General Meeting of Shareholders.

The Chairperson has full authority to change the aforementioned measures and apply all necessary measures. Applied measures may include issuing entry passes or utilizing other selection forms.

b) Require all attendees to be subject to inspections or other lawful and reasonable security measures.

c) Request competent authorities to maintain order; expel from the General Meeting of Shareholders those who fail to comply with the Chairperson's authority, intentionally cause disorder, hinder the normal progress of the meeting, or fail to comply with security requirements.

d) Reserves the right to postpone the General Meeting of Shareholders, for which the maximum number of registrations has been reached, for no more than 03 working days



from the scheduled opening date; postponement or change of venue is only permitted in the following cases:

- The meeting venue does not have sufficient comfortable seating for all attendees.
- Information facilities at the venue are insufficient to enable attendees to participate, discuss, and vote.
- An attendee disrupts or causes disorder, posing a risk that the meeting cannot be conducted in a fair and lawful manner.

In the event the Chairperson postpones or suspends the General Meeting of Shareholders contrary to the above provisions, the General Meeting of Shareholders shall elect another person from among those present to replace the Chairperson and preside until the conclusion; all resolutions adopted at such a meeting shall be legally valid.

#### **Article 9. Vote Counting Committee**

1. The Vote Counting Committee shall be proposed by the Presiding Committee and approved by the General Meeting of Shareholders.
2. The duties of the Vote Counting Committee shall include:
  - a) Providing guidance on how to use the Voting Cards and Voting Ballots.
  - b) Determining the percentage of shares voting in favor of, against, or abstaining from each item discussed at the General Meeting of Shareholders.
3. The Vote Counting Committee shall be responsible for the accuracy and integrity of the announced vote counting results.

### **CHAPTER III. PROCEDURE AND FORMALITIES FOR CONDUCTING THE GENERAL MEETING OF SHAREHOLDERS**

#### **Article 10. Conditions for conducting the General Meeting of Shareholders**

The General Meeting of Shareholders shall be conducted when the attending shareholders represent more than 50% of the total voting shares.

#### **Article 11. Voting Cards and Voting Ballots**

1. Voting Cards, bearing the Company's seal, shall be issued to shareholders or their authorized representatives attending the General Meeting of Shareholders by the Committee for verifying the eligibility of shareholders. The Voting Card shall clearly indicate the full name, identification code, and number of voting shares of the shareholder, along with other technical features to ensure accurate and convenient counting. The voting value of a Voting Card shall be determined by the number of voting shares held or represented by the person authorized to attend the General Meeting of Shareholders.
2. Voting Ballots, bearing the Company's seal, shall be issued to shareholders or their authorized representatives attending the General Meeting of Shareholders by the Committee for verifying the eligibility of shareholders. The Voting Ballot shall include the following essential information: shareholder's full name, number of voting shares, matters subject to voting, and other technical features to facilitate accurate and convenient counting.



## **Article 12. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

1. Prior to the commencement of the meeting, shareholder registration for the General Meeting of Shareholders shall be completed.

2. The election of the Presiding Committee and the Vote Counting Committee shall be conducted in accordance with Clause 1, Article 8 and Article 9 of this Regulation.

3. The agenda and content of the General Meeting of Shareholders must be approved by the General Meeting of Shareholders during the opening session. The agenda shall clearly specify detailed timelines for each issue within the meeting's content.

4. All matters on the agenda of the General Meeting of Shareholders must be voted on by all attending shareholders through the use of Voting Cards or Voting Ballots.

### **a) Voting by means of Voting Ballot:**

Voting on matters presented at the General Meeting of Shareholders shall be carried out using Voting Ballots. Matters subject to voting indicated on the Voting Ballot shall be cast by shareholders/authorized representatives by choosing either 'in favor', 'against', or 'abstain' for each specific item.

Voting on each item in the Voting Ballot shall be independent, and the validity of one item's vote shall not affect the validity of other voting items.

The vote counting shall take place immediately after the voting is concluded. The vote counting results shall be announced by the Chair of the Presiding Committee immediately before the closing of the meeting.

### **b) Voting by means of showing Voting Cards:**

Voting on matters at the General Meeting of Shareholders may be conducted by showing Voting Cards as announced by the Presiding Committee during the meeting. Delegates shall vote on each issue by raising their Voting Card when the Presiding Committee calls for a vote in favor, against, or an abstention. In the event a delegate fails to raise their Voting Card during any of the three calls (in favor, against, or abstain) for a single issue, it shall be deemed as voting in favor of that issue.

Each delegate shall only raise their Voting Card once per issue. Results shall be announced by the Presiding Committee after the vote.

## **Article 13. Discussion and expression of opinions at the General Meeting of Shareholders**

1. Based on the number of attending shareholders and the time permitted by the General Meeting of Shareholders, the Presiding Committee shall decide on the most efficient method of moderation. Attendees at the General Meeting of Shareholders may present opinions for discussion or pose questions by raising their Voting Cards to request a turn to speak, subject to the approval of the Presiding Committee, or by completing a question form to submit to the Presiding Committee.

2. At any given moment, only one delegate shall have the right to speak. If multiple delegates wish to speak simultaneously, the Presiding Committee shall invite them to speak in sequential order.

3. Delegates shall keep their remarks concise and focus on the agenda items approved by the General Meeting of Shareholders during the opening session.



4. The Presiding Committee shall have the right to decline to answer or merely acknowledge comments if the contributions or recommendations are outside the scope of matters requested by the General Meeting of Shareholders.

5. The Presiding Committee shall have the right to request a delegate to cease their remarks if the delegate exceeds the allotted time or if their comments are outside the content of the meeting's agenda or involve redundant statements.

#### **Article 14. Methods for approving resolutions of the General Meeting of Shareholders**

1. Resolutions on the following matters shall be passed if approved by shareholders representing 65% or more of the total voting shares of all shareholders present and voting at the meeting, unless otherwise provided in points b, c, and d of Clause 2 of this Article:

- a) Classes of shares and total number of shares of each class;
- b) Changes in industry, business lines, and areas of operation;
- c) Changes in the company's organizational and management structure;
- d) Investment projects or sales of assets valued at 35% or more of the total asset value recorded in the company's most recent audited consolidated financial statements, unless otherwise prescribed by the Company Charter in terms of ratio or value;
- d) Reorganization or dissolution of the company.

2. Other resolutions shall be passed if approved by shareholders holding more than 50% of the total voting shares of all shareholders present and voting at the meeting, except in the following cases:

- a) As provided in Clause 1 of this Article;
- b) Election of members of the Board of Directors and the Supervisory Board in accordance with Article 42 and Article 57 of the Charter of Organization and Operation of Cho Lon Investment and Import Export Corporation (Cholimex);
- c) Approving resolutions by way of collecting written opinions in accordance with Clause 9, Article 37 of the Charter of Organization and Operation of Cho Lon Investment and Import Export Corporation (Cholimex);
- d) Approving content that adversely affects the rights and obligations of shareholders owning preferred shares as provided in Clause 1, Article 32 of the Charter of Organization and Operation of Cho Lon Investment and Import Export Corporation (Cholimex).

In cases where matters arise during the General Meeting of Shareholders other than those on the meeting's agenda, the voting percentage for approval shall be based on the provisions of the Law on Enterprises and the Company Charter.

3. A resolution of the General Meeting of Shareholders passed by 100% of the total voting shares shall be legal and effective even if the procedures for calling and conducting the meeting to pass such resolution violate the provisions of the Law on Enterprises and the Company Charter.

#### **Article 15. Minutes of the General Meeting of Shareholders**

1. The proceedings of the General Meeting of Shareholders shall be recorded in minutes. The minutes must contain all content as prescribed by the Company Charter. The Chairperson of the General Meeting and the Secretary shall be responsible for the accuracy and integrity of the minutes.



2. The minutes of the General Meeting of Shareholders must be announced before the meeting and approved by the General Meeting of Shareholders prior to the conclusion of the meeting.

3. The minutes of the General Meeting of Shareholders, the minutes of shareholder eligibility verification, the minutes of vote counting, and other documents recording the proceedings and results of the meeting shall be archived at the Company's headquarters.

4. The minutes of the General Meeting of Shareholders shall be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the date of the meeting's conclusion.

5. The minutes of the General Meeting of Shareholders shall serve as the basis for the issuance of the Resolution of the General Meeting.

#### **Article 16. Resolution of the General Meeting of Shareholders**

Based on the results of the General Meeting of Shareholders, the Chairperson shall prepare the Resolution of the General Meeting of Shareholders regarding the matters approved by the Meeting. The Resolution of the General Meeting shall be read at the meeting for approval by shareholders, and subsequently published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the date of the meeting's conclusion.

### **CHAPTER IV. IMPLEMENTING PROVISIONS**

#### **Article 17. Implementing provisions**

1. The Chairperson of the General Meeting of Shareholders shall be responsible for conducting the meeting in accordance with the provisions of this Regulation.

2. Delegates and attendees of the General Meeting of Shareholders are responsible for complying with the provisions of this Regulation.

3. Any matters arising during the General Meeting of Shareholders not covered in this Regulation shall be governed by the Company Charter and the provisions of law.

#### **Article 18. Validity of the Regulation**

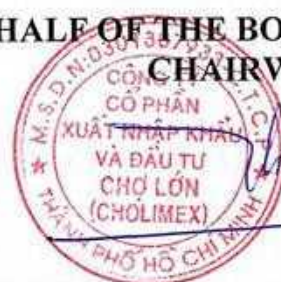
1. This Regulation consists of four (04) Chapters and eighteen (18) Articles and shall take effect immediately upon being passed by more than 50% of the total voting shares of all delegates attending the General Meeting of Shareholders.

2. The General Meeting of Shareholders shall decide on any amendments or supplements to this Regulation.

The above is the regulation for organizing the 2026 Annual General Meeting of Shareholders of Cho Lon Investment and Import Export Corporation (Cholimex), respectfully submitted to the General Meeting of Shareholders for review and approval.

Respectfully./.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRWOMAN**



**Tran Thi Thanh Nhan**



No.: 57 /CHOLIMEX-KHDT

*Ho Chi Minh City, March 23, 2026*

## **REPORT**

### **BUSINESS AND INVESTMENT ACTIVITIES IN 2024 AND BUSINESS AND INVESTMENT PLAN FOR 2026**

To: General Meeting of Shareholders  
Cho Lon Investment and Import Export Corporation (Cholimex)

### **PART ONE**

#### **STATUS OF PLAN IMPLEMENTATION IN 2025**

#### **I. General Situation Assessment:**

In 2025, although the global economic and political situations continued to be complex, Vietnam's economy maintained stable growth momentum, with inflation controlled within the Government's target threshold. Notably, this period saw the legal framework for investment, land, and real estate being adjusted and gradually coming into synchronized operation, creating a transparent legal corridor and removing procedural bottlenecks for businesses.

Against this backdrop, the entire Cholimex Company system proactively identified challenges and maximized new policy mechanisms to stabilize production and business activities. The Company, along with its member units, concentrated resources on strategic areas, ensuring sustainable growth and achieving planned targets.

assigned by the General Meeting of Shareholders (pursuant to Resolution No. 01/NQ-CHOLIMEX- DHDCD dated April 15, 2025)

#### **II. Implementation Results:**

*Unit: billion VND*

Indicator	Actual 2024	2025		Ratio (%)	
		Plan	Actual	Actual/ Plan (4=3/2)	Compared to the same period (5=3/1)
A	1	2	3	4	5
<b>I. Summary Figures</b>					
<b>1. Total revenue (1.1 + 1.2)</b>	<b>653.70</b>	<b>668.44</b>	<b>661.51</b>	<b>98.96</b>	<b>101.19</b>
1.1. Parent Company Cholimex	152.68	163.44	172.94	105.81	113.27



Indicator	Actual 2024	2025		Ratio (%)	
		Plan	Actual	Actual/ Plan (4=3/2)	Compared to the same period (5=3/1)
A	1	2	3	4	5
1.2. Company's subsidiaries Vinh Loc Industrial Park	501.02	505.00	488.57	96.75	97.52
<b>2. Profit Before Tax (2.1 + 2.2)</b>	<b>214.08</b>	<b>216.50</b>	<b>222.29</b>	<b>102.67</b>	<b>103.84</b>
2.1. Parent Company Cholimex	102.51	104.00	104.48	100.46	101.92
2.2. Company's subsidiaries Vinh Loc Industrial Park	111.57	112.50	117.81	104.72	105.60
<b>3. Taxes and State Budget Payments</b>	<b>53.19</b>	-	<b>55.36</b>		<b>104.08</b>
3.1. Parent Company Cholimex	13.80	-	12.98		94.06
3.2. Company's subsidiaries Vinh Loc Industrial Park	39.39	-	42.38		107.59
<b>II. Consolidated Figures</b>					
1. Total Revenue	655.92	662.00	661,84	99,98	100,90
2. Profit Before Tax	220.21	224.00	229,29	102,36	104,12
3. Profit After Tax	198.24	201.77	205,93	102,06	103,88
4. Distributed Profit	102.48	104.00	104.48	100.46	101.95

### III. Business – Investment Activities

#### 1. Production and Business Activities

**1.1 Parent Company Cholimex:** In 2025, the Parent Company's business activities remained stable; office and warehouse rental service activities exceeded a 100% occupancy Percentage.

**1.2 The Company's subsidiary, Vinh Loc Industrial Park Company:** The unit's main business activities remained stable and experienced profit growth, with total revenue reaching 96.75% of the plan. Profit achieved 104.72% of the plan.

#### 2. Project Investment:

During the year, the Company carried out investment preparation and investment implementation for several projects, such as:

- Carrying out investment preparation for the projects:
- + L9 rental workshop with a scale of 7,000 m<sup>2</sup> and L10 with a scale of 10,000 m<sup>2</sup>.
- Implementing investments:



- + Solar power system at the Water Supply Station, completed and put into operation in Q1/2025.
- + L8 rental workshop, expected to be completed in 2026.
- + Solar power system at the Wastewater Treatment Plant, expected to be completed in Q1/2026.

Furthermore, the Company has completed the update of the name on the Certificates of Land Use Rights and Ownership of Assets Attached to Land to reflect its status as a joint stock company for the land plots located at 629B–631–633 Nguyen Trai Street and 1368 Vo Van Kiet Street, Cho Lon Ward. The City Land Registration Office has transferred the relevant dossiers to the tax authority for determination of land rental payments and related tax obligations.

The Company continued to implement management measures for the transferred land plots within the expanded Vinh Loc Industrial Park Projects (56 hectares) and Vinh Loc A Residential – Resettlement Area Projects (44 hectares). Concurrently, The Company also maintains regular coordination with relevant state authorities to complete procedures related to other projects, aiming to facilitate the early implementation of these investments.

### **3. Long-term Financial Investments:**

#### **3.1 Investment Capital:**

The investment capital of Cholimex Company in other enterprises remains unchanged. The Company is contributing capital to 9 enterprises (excluding Vĩnh Lộc Industrial Park One-Member Limited Company) with a total contributed capital of VND 545.86 billion.

#### **3.2 Investment Efficiency**

- Manufacturing and Trading Enterprises Group: The enterprises maintained stable operations, achieved the planned profit targets for 2025, and paid dividends for 2024 in accordance with the General Meeting of Shareholders' Resolution. Some enterprises experienced financial difficulties inherited from the previous period, such as Cholimex Services-Trading Joint Stock Company and Cholimex Investment and Construction Company, but also made efforts to implement business activities, achieving positive results and gradually offsetting previous losses.

- Enterprises Group in the Investment and Construction Phase: All enterprises are actively completing legal procedures and preparing capital sources to implement projects. However, due to various objective factors, the Vĩnh Lộc Logistics Center Project has not been implemented according to the initial projected schedule, affecting the investment capital efficiency of shareholders.



#### **IV. CLX Stock Trading Performance**

CLX shares of Cholimex Company are traded on the UPCOM market. In Q1, CLX shares traded actively, and the share price increased sharply, reaching its highest level of the year at VND 20,800/share on February 24. In April 2025, the Vietnamese stock market experienced negative fluctuations following news of retaliatory tariffs imposed by the US. CLX shares significantly decreased in price, forming the year's bottom at VND 12,600/share on April 09. Subsequently, the CLX share price gradually recovered and traded around the VND 15,300 - 17,500/share range. At the end of the period, CLX shares were priced at VND 15,800/share, a decrease of VND 900 (5.4%) compared to the end of the previous period. The P/B ratio was 1.02 times and the P/E ratio was 13.48 times. Cholimex Company's market capitalization reached VND 1,368 billion.

#### **V. Operational Activities**

The Board of Management has actively and closely monitored the operations of the Company and its affiliated companies. It has implemented synchronized and cohesive tasks throughout the entire company system to promptly address emerging issues and seize business opportunities, aiming to fulfill the Company's planned targets.

Additionally, the Company ensured good care for employees and implemented regimes under the Collective Labor Agreement (CLA) in accordance with regulations. It also carried out tasks related to information disclosure and required reporting in strict compliance with the company's regulations and rules.

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## **PART TWO**

### **BUSINESS AND INVESTMENT PLAN FOR 2026**

#### **I. Economic Forecast and Opportunities, Challenges in 2026**

In 2026, Vietnam's economy possesses growth potential, driven by breakthroughs in the high-tech manufacturing sector and a new generation of FDI inflows. The synchronized operation of the legal system concerning land, housing, and investment establishes a transparent legal framework, thereby unlocking resources and creating significant impetus for enterprises to proactively implement long-term business strategies. Nevertheless, the international context continues to harbor numerous variables stemming from prolonged geopolitical conflicts and protectionist trade policies, particularly new tariff barriers from the US market, which exert pressure on global supply chains.

Facing challenges from consistently high exchange rates and interest rates, the entire Cholimex Company system remains steadfast in its objective to optimize resources, maintain flexibility in financial management, and adhere strictly to sustainable development standards to ensure business efficiency and a competitive position in the market.



### a. Advantages of Cholimex Company

- Business and Investment activities are aligned with the general development trend.
- High consensus among shareholders for collaborative development.
- Party and mass organization activities are integrated with business operations.

### b. Challenges for Cholimex Company

- The finalization of the transformation from State-owned Enterprise to Joint Stock Company is ongoing, thus projects cannot yet be implemented.
- The project investment procedures are complex and encounter many difficulties, affecting project implementation progress.

## II. Key Planning Targets for 2026

Unit: VND billion

Indicator	Actual 2025	Plan 2026	Compared to 2025 (%)
1. Total Consolidated Revenue	661,84	662,00	100,02%
2. Consolidated Profit Before Tax	229,29	234,00	102,05%
3. Consolidated Profit After Tax	205,93	210,27	102,11%
4. Distributed Profit	104,48	107,00	102,41%

## III. Key Tasks

- Complete the business plan targets for 2026.
- Implement legal procedures to prepare for the deployment of the company's investment projects. Seek, research, and consider the feasibility of participating in tenders for new investment call projects.
- Continue improving the digital transformation software to effectively manage the projects that have been acquired, and support the implementation of projects of affiliated companies in Vinh Loc.
- Prepare periodic reports and financial statements; submit reports as required, disclose information in compliance with regulations, and prepare materials for regular meetings of the Board of Directors and the Annual General Meeting of Shareholders.

The foregoing is the report on the operational situation in 2025 and the plan for 2026.

#### Recipients:

- As above;
- Archive: Office.

**GENERAL DIRECTOR**

*[Signature]*

**Huỳnh An Trung**

*[Red circular stamp: CÔNG TY CỔ PHẦN XUẤT NHẬP KHẨU VÀ ĐẦU TƯ CHỢ LỚN (CHOLIMEX) - M.S.D.N: 0301307933-C.T.C. - TP. HỒ CHÍ MINH]*



**REPORT OF THE BOARD OF DIRECTORS  
ON OPERATIONS IN 2025 AND PLAN FOR 2026**

**To: General Meeting of Shareholders**  
**Cho Lon Investment and Import Export Corporation (Cholimex)**

Pursuant to the Charter of Organization and Operation of Cho Lon Investment and Import Export Corporation (Cholimex) and relevant legal regulations, the Board of Directors reports to the General Meeting of Shareholders on the performance results of the Board of Directors in 2025 and the plan for 2026 as follows:

**A. 2025 Activity Report**

**I. Performance results of the Company in 2025**

In 2025, amidst an economic environment filled with challenges, the Company proactively implemented synchronous management solutions, controlled costs, and improved investment efficiency. The implementation results are as follows:

Unit: VND million

Indicator	2025		Compared to plan (3=2/1)
	Plan	Implemented	
A	1	2	3
1. Total consolidated revenue	662,000	661,836	99,98%
2. Consolidated profit before tax	224,000	229,292	102,36%
3. Consolidated profit after tax	201,766	205,928	102,06%
4. Profit for distribution	104,000	104,477	100.46 %
5. Dividend	Minimum 7% /par value	7.5%/par value (submitted to GMS for approval)	107.14%

- Consolidated revenue reached 99.98% of the plan, basically completing the set targets.

- Consolidated profit before tax and after tax, and distributable profit all exceeded the targets, demonstrating effectiveness in cost management, investment portfolio restructuring, and resource optimization, ensuring the source for dividends and reinvestment.



- The Company paid a dividend of 7.5% of par value, an increase of 0.5% of par value compared to the target set at the 2025 General Meeting of Shareholders.

Overall, in 2025, the Company maintained stability and efficiency while ensuring a balance between the interests of shareholders and the sustainable development of the enterprise.

## **II. Performance results of the Board of Directors in 2025**

### **1. Information regarding Members of the Board of Directors**

<b>No.</b>	<b>Board of Directors' members</b>	<b>Position</b>	<b>Start/End Date as a Board member</b>	
			<b>Date of appointment</b>	<b>Date of resignation</b>
1	Ms. Tran Thi Thanh Nhan	Chairwoman of the BOD	Re-appointed on April 15, 2021	
2	Mr. Bui Tuan Ngoc	Non-executive Vice Chairman of the BOD	Re-appointed on April 15, 2021	
3	Mr. Huynh An Trung	the BOD's member, General Director	Re-appointed on April 15, 2021	
4	Mr. Le Duy Hiep	Non-executive member of the BOD	Re-appointed on April 15, 2021	
5	Mr. Bui Minh Tuan	Non-executive member of the BOD	Re-appointed on April 15, 2021	
6	Mr. Vo Van Than	BOD's member, Deputy General Director	Re-appointed on April 15, 2021	
7	Ms. Hoang Thi Hong Nhung	Non-executive member of the BOD	Appointed on April 14, 2023	

### **2. Activities of the Board of Directors in 2025**

- The Board of Directors works in compliance with the Company's Charter of Organization and Operation, the Regulations on Operation of the Board of Directors, the Company's regulations, and current legal provisions, with a high consensus between the Board of Directors and the Board of Management in implementing the Company's business and investment activities, ensuring benefits for shareholders.



- Members of the Board of Directors fulfilled their responsibilities and roles by fully participating in Board of Directors meetings as well as making timely decisions for the implementation of the Company's business and investment activities. Regular operations were maintained through various forms such as periodic meetings, exchanges by telephone, email... to provide timely and complete information on the Company's operational status to perform the tasks assigned by the General Meeting of Shareholders.

- The Board of Directors ensures that periodic meetings are organized once every quarter. During the year, the Board of Directors organized 04 periodic meetings and 02 times of written opinion solicitation to direct and consider decisions on tasks under the authority of the Board of Directors, issuing resolutions and decisions to approve several following contents:

No.	Resolution/Decision No.	Date	Content	Approval rate
1	01/NQ-CHOLIMEX-HĐQT	January 06, 2025	Approved the contracts and transactions between Cho Lon Investment and Import Export Corporation (Cholimex) and organizations and related parties in 2025.	100%
2	02/NQ-CHOLIMEX-HĐQT	January 06, 2025	Approved the organization of the 2025 Annual General Meeting of Shareholders	100%
3	03/NQ-CHOLIMEX-HĐQT	March 24, 2025	1. Approved the content to be submitted to the 2025 Annual General Meeting of Shareholders. 2. Approved the venue for the 2025 Annual General Meeting of Shareholders.	100%
4	04/NQ-CHOLIMEX-HĐQT	June 27, 2025	Approved the 2024 dividend payment	100%
5	05/NQ-CHOLIMEX-HĐQT	June 27, 2025	Approved the selection of A & C Auditing and Consulting Co., Ltd. to perform the 6-month report review and the 2025 financial statement audit	100%
6	06/NQ-CHOLIMEX-HĐQT	June 27, 2025	Approved the adjustment of the total investment capital for the factory construction project for rent at lot L8.NX2 of Vinh Loc Industrial Park One-member Limited Liability Company	100%



7	07/NQ-CHOLIMEX-HĐQT	June 27, 2025	Approved the policy for the factory construction project for rent at L10 of Vinh Loc Industrial Park One-member Limited Liability Company	100%
8	08/NQ-HĐQT	September 10, 2025	Approved the change of the seal of Cho Lon Investment and Import Export Corporation (Cholimax) according to the new administrative address	100%
9	09/NQ-HĐQT	September 10, 2025	Approved the change of the seal sample of the branch of Cho Lon Investment and Import Export Corporation (Cholimax) – Cholimax Trading Center according to the new administrative address	100%
10	10/NQ-HĐQT	September 10, 2025	Approved the change of the seal sample of the branch of the joint stock company Cho Lon Investment and Import Export Corporation (Cholimax) - Cholimax Shrimp Seed Center - Ninh Thuan according to the new administrative address	100%
11	11/NQ-HĐQT	November 17, 2025	Approved the policy for Vinh Loc Industrial Park One-member Limited Liability Company to borrow capital at Ho Chi Minh City Finance and Investment State-Owned Company (HFIC) to invest in the project "Investment and construction of factory for rent L8.NX2"	100%



- The attendance of members of the Board of Directors at meetings is as follows:

No.	Board of Directors' members	Position	Number of meetings attended by Board of Directors attended	Meeting attendance rate	Reasons for non-attendance
1	Ms. Tran Thi Thanh Nhan	Chairwoman	04/04	100%	
2	Mr. Bui Tuan Ngoc	Vice Chairman	04/04	100%	
3	Mr. Huynh An Trung	Member	04/04	100%	
4	Mr. Le Duy Hiep	Member	04/04	100%	
5	Mr. Bui Minh Tuan	Member	04/04	100%	
7	Mr. Vo Van Than	Member	04/04	100%	
8	Ms. Hoang Thi Hong Nhung	Member	04/04	100%	

### 3. Results of the implementation of the General Meeting of Shareholders Resolution in 2025

The Board of Directors has implemented the Resolution of the 2025 Annual General Meeting of Shareholders with results as follows:

No.	Decisions of the General Meeting of Shareholders	Implementation results
1	2025 Business Plan	Implemented and completed all indicators according to the Resolution of the General Meeting of Shareholders.
2	Profit distribution and appropriation of funds for 2024	Implemented and ensured according to the Resolution.
3	Selection of an independent auditing company to perform the audit of the 2025 financial statements	Selected A & C Auditing and Consulting Co., Ltd.
4	2025 Dividend payment of at least 7%/par value	Submit to the 2026 General Meeting of Shareholders to approve the 2025 dividend payment of 7.5%/par value



#### **4. Supervision results of the Board of Directors over the Board of Management**

The supervision activities of the Board of Directors over the Board of Management are carried out according to the provisions of the Charter and the Regulations on Corporate Governance. Issues arising in management and administration under the authority of the Board of Directors were resolved in a timely manner.

The supervision results of the Board of Directors over the Board of Management are as follows:

- The Board of Management has managed the Company properly under its authority, with responsibility, implemented periodic reporting on the Company's business investment situation to the Board of Directors, and reported to request opinions from the Board of Directors regarding contents under the authority of the Board of Directors. It has fully implemented the resolutions of the Board of Directors and the General Meeting of Shareholders; and continued to carry out procedures for project investment preparation.

- Effectively implemented financial management, ensuring a balance of capital resources for the Company's development investment activities.

- Strictly and fully complied with periodic or extraordinary reports as required by state management agencies.

- Conducted information disclosure in accordance with regulations.

- Fully implemented the Company's policies for employees, taking good care of the material and spiritual life of employees.

#### **III. Remuneration of the Board of Directors, Board of Supervisors in 2025 (before tax)**

Unit: VND

No.	Name	Position	Remuneration in 2025	Note
1	Ms. Tran Thi Thanh Nhan	Chairman of the Board of Directors	203.389.830	
2	Mr. Bui Tuan Ngoc	Vice Chairman of the Board of Directors	190.677.965	
3	Mr. Huynh An Trung	Board of Directors' members	190.677.965	
4	Mr. Le Duy Hiep	Board of Directors' members	165.254.235	
5	Mr. Bui Minh Tuan	Board of Directors' members	165.254.235	
6	Mr. Vo Van Than	Board of Directors' members	165.254.235	
7	Ms. Hoang Thi Hong Nhung	Board of Directors' members	165.254.235	



8	Mr. Le Van Hung	Member of the Board of Supervisors	127.118.650	
9	Ms. Phan Quynh Anh	Member of the Board of Supervisors	127.118.650	
	<b>Total</b>		<b>1.500.000.000</b>	

**IV. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons.**

No.	Name of organization/ individual	Relationship with the Company	NSH No*, date of issue, place of issue	Address of head office / Address	Time of transaction	Resolution No. or Decision No. approved by GMS/ BOD (If any, specify date of issue)	Content, quantity, total value of transaction	Note
1	Vinh Loc Industrial Park One-member Limited Liability Company	Related party of the Company and Board of Directors' members	0305073316, July 3, 2007, Ho Chi Minh City Department of Planning and Investment	Lot A59/I, Road 7, Vinh Loc Industrial Park, Binh Tan Ward, HCMC, Vietnam	Year 2025	01/NQ-CHOLIMEX-HĐQT dated January 6, 2025	Warehouse leasing, total value of transaction is 3,671,827,200 VND	
							<ul style="list-style-type: none"> <li>- Trademark management fee, total value of transaction is 10,185,185 VND.</li> <li>- Sale of goods, total value of transaction is 553,236,222 VND.</li> <li>- Purchase of goods, total value of transaction is 3,322,794 VND</li> <li>- Profit distributed, total value of transaction is 89,261,181,068 VND.</li> </ul>	
2	Cholimex Trading Service Joint Stock Company	Related party of the Company and Board of Directors'	0304424152 dated June 21, 2006, Ho Chi Minh City	Lot C71/II Road 6, Vinh Loc Industrial Park, Vinh	Year 2025	01/NQ-CHOLIMEX-HĐQT dated January 6, 2025	Provision of services received, total value of transaction is	



		members	Department of Planning and Investment, 9th amendment dated May 20, 2021	Loc Commune, HCMC, Vietnam			785,473,878 VND	
							<ul style="list-style-type: none"> <li>- Trademark management fee, total value of transaction is 10,185,185 VND.</li> <li>- Sale of goods, total value of transaction is 67,629,301 VND.</li> </ul>	
3	Cholimex Food Joint Stock Company	Related party of the Company, Board of Directors' members, General Director, Chief Accountant	0304475742 dated July 19, 2006, Ho Chi Minh City Department of Planning and Investment, 4th amendment dated August 3, 2016	Lot C40-43/I, C51-55/II Road 7, Vinh Loc Industrial Park, Vinh Loc Commune, HCMC, Vietnam	Year 2025	01/NQ-CHOLIMEX-HĐQT dated January 6, 2025	<ul style="list-style-type: none"> <li>- Warehouse leasing, total value of transaction is 603,600,000 VND.</li> <li>- Provision of services, total value of transaction is 52,682,990 VND.</li> <li>- Trademark management fee, total value of transaction is 80,000,000 VND.</li> <li>- Sale of goods, total value is 13,333,333 VND.</li> <li>- Receipt of display support and sales bonus, total value of transaction is 43,320,250 VND.</li> <li>- Purchase of goods, total value of transaction is 2,064,893,987 VND.</li> </ul>	
							Dividend distributed,	



							total value is 16,490,000,000 VND	
4	Tan Binh Import-Export Service and Investment Joint Stock Company (Tanimex)	Related party of the Company and Chairman of the Board of Directors	0301464904 dated July 18, 2006, Ho Chi Minh City Department of Planning and Investment	325 Ly Thuong Kiet, Tan Hoa Ward, HCMC, Vietnam	Year 2025		Dividend distributed, total value is 18,044,664,000 VND.	
5	Vinh Loc - Ben Luc Industrial Park Investment and Construction Joint Stock Company	Related party of the Company, Board of Directors' members, General Director	1100839263 dated April 4, 2008, Long An Department of Planning and Investment	National Highway 1, Voi La Hamlet, My Yen Commune, Tay Ninh Province, Vietnam	Year 2025		Dividend distributed, total value is 3,000,000,000 VND.	
6	Special Seafood Joint Stock Company (Seaspimex)	Related party of Board of Directors' members, Member of the Board of Supervisors	0302598530 dated April 15, 2002, Ho Chi Minh City Department of Planning and Investment	51/14 Hoa Binh, Phu Thanh Ward, HCMC, Vietnam	Year 2025	01/NQ-CHOLIMEX-HĐQT dated January 6, 2025	<p>- Sale of goods, total value of transaction is 2,994,637,707 VND.</p> <p>- Purchase of goods, total value of transaction is 476,517,173 VND.</p>	
7	Ho Chi Minh City State Financial Investment Corporation (HFIC)	Major shareholder of the Company, related party of Board of Directors' members, Member of the Board of Supervisors	0300535140 dated April 13, 2010, Ho Chi Minh City Department of Planning and Investment	67-73 Nguyen Du, Sai Gon Ward, HCMC, Vietnam	Year 2025	01/NQ-CHOLIMEX-ĐHĐCĐ dated April 15, 2025	Dividend payment, total value is 29,703,800,000 VND.	
							Sale of goods, total value of transaction is 516,758,551 VND.	
8	Vinh Loc - Ben Thanh Service Joint Stock Company	Related party of the Company and Board of Directors' members, General Director	0315958861 dated October 14, 2019, Ho Chi Minh City Department of Planning and Investment	Lot II.11 Road 5, Vinh Loc Industrial Park, Binh Tan Ward, HCMC, Vietnam	Year 2025		Sale of goods, total value of transaction is 9,837,963 VND	



9	Phu Nhuan Trading Joint Stock Company Branch - Hoa Vien Tri Ky Restaurant	Related party of Board of Directors' members, Member of the Board of Supervisors	0301428617-005 dated July 16, 2012, Ho Chi Minh City Department of Finance	123 Hong Ha, Duc Nhuan Ward, HCMC, Vietnam	Year 2025	01/NQ-CHOLIMEX-HĐQT dated January 6, 2025	<ul style="list-style-type: none"> <li>- Sale of goods, total value of transaction is 47,588,728 VND.</li> <li>- Provision of services received, total value of transaction is 109,105,303 VND.</li> </ul>	
10	Cholimex Investment and Construction Joint Stock Company	Related party of the Company and General Director	0305412784 dated December 20, 2007, Ho Chi Minh City Department of Planning and Investment	23-25 An Diem, Cho Lon Ward, HCMC, Vietnam	Year 2025		<ul style="list-style-type: none"> <li>- Trademark management fee, total value of transaction is 20,000,000 VND.</li> <li>- Sale of goods, total value of transaction is 50,074,471 VND.</li> </ul>	
11	Thang Long Logistics Service Joint Stock Company	Related party of the Company and Board of Directors' members	0900989442 dated April 12, 2016, Hung Yen Department of Planning and Investment, 11th amendment dated October 28, 2022	Buoi residential group, Duong Hao Ward, Hung Yen Province, Vietnam	Year 2025		Dividend distributed, total value is 701,486,100 VND	
12	Transimex Joint Stock Company	Major shareholder of the Company; related party of Vice Chairman of the Board of Directors, Board of Directors' members, Member of the Board of Supervisors	0301874259 dated December 3, 1999, Ho Chi Minh City Department of Planning and Investment	172 (9th-10th floor) Hai Ba Trung, Tan Dinh Ward, HCMC, Vietnam	Year 2025	01/NQ-CHOLIMEX-ĐHĐCĐ dated April 15, 2025	Dividend payment, total value is 17,181,150,000 VND.	



13	Trade Union of Cho Lon Investment and Import Export Corporation (Cholimex)	Related party of the Company	28/QĐ-CĐCDN dated August 15, 2016, Standing Committee of the Trade Union of industrial zones and commercial services of HCMC	631 - 633 Nguyen Trai, Cho Lon Ward, HCMC, Vietnam	Year 2025	01/NQ-CHOLIMEX-ĐHĐCĐ dated April 15, 2025	Dividend payment, total value is 22,260,000 VND.	
							Sale of goods, total value of transaction is 62,924,769 VND.	

**V. Transaction between internal persons of the Company, affiliated persons of internal persons and the Company's subsidiaries in which the Company takes controlling power.**

No.	Transaction executor	Relationship with internal	Position	ID card No./Passpor, date of issue, place of issue	Address	Name of subsidiaries or companies which the Company control	Time of transaction	Content, quantity, total value of transaction	Note
1	Vinh Loc – Ben Thanh Service Joint Stock Company	Related party of internal persons	Board of Directors' members, General Director	0315958861 dated October 14, 2019, 5th amendment dated August 22, 2024, HCMC Department of Planning and Investment	Lot II.11, Road 5, Vinh Loc Industrial Park, Binh Tan Ward, HCMC, Vietnam	Vinh Loc Industrial Park One-member Limited Liability Company	Year 2025	<ul style="list-style-type: none"> <li>- Land leasing, total value of transaction is 1,624,257,155 VND.</li> <li>- Office leasing, total value of transaction is 121,705,512 VND.</li> <li>- Provision of services, total value of transaction is 28,894,717 VND.</li> </ul>	
2	Cholimex Food Joint Stock Company	Related party of internal persons	Board of Directors' members, Deputy General Director, Chief Accountant	0304475742 dated July 19, 2006, by the Ho Chi Minh City Department of Planning and Investment, 4th amendment on August 3, 2016	Lot C40-43/I, C51-55/II, Road No. 7, Vinh Loc Industrial Park, Vinh Loc Commune, Ho Chi Minh City, Vietnam	Vinh Loc Industrial Park One-member Limited Liability Company	Year 2025	<ul style="list-style-type: none"> <li>- Warehouse leasing, total transaction value is 2,880,000,000 VND.</li> <li>- Supply of domestic water, total transaction value is 3,179,114,700 VND.</li> <li>- Supply of wastewater</li> </ul>	



								<p>treatment services, total transaction value is 3,128,344,454 VND.</p> <p>- Leasing of rooms in workers' accommodation area, total transaction value is 2,597,802,839 VND.</p> <p>- Sale of petroleum, total transaction value is 874,193,498 VND.</p> <p>- Purchase of goods, total transaction value is 29,533,767 VND.</p> <p>- Collection of maintenance fees, total transaction value is 632,726,596 VND.</p> <p>- Receipt of deposit, total transaction value is 6,856,000 VND</p>	
3	Transimex Hi Tech Park Logistic One-member Limited Liability Company	Related party of internal persons	Vice Chairman of the Board of Directors	0312967522 dated September 29, 2014, by the Ho Chi Minh City Department of Finance	Lot BT, D2 Road, Ho Chi Minh City High-Tech Park, Tang Nhon Phu Ward, Ho Chi Minh City, Vietnam	Vinh Loc Industrial Park One-member Limited Liability Company	Year 2025	Sale of petroleum, total transaction value is 335,793,874 VND.	
4	Ho Chi Minh City Financial Investment Company (HFIC)	Related party of internal persons	Chairman of the Board of Directors, Board of Directors' members,	0300535140 dated April 13, 2010, by the Ho Chi Minh City Department of Planning	67-73 Nguyen Du, Saigon Ward, Ho Chi Minh City,	Vinh Loc Industrial Park One-member Limited Liability Company	Year 2025	<p>- Payment of loan interest, total value is 290,825,308 VND.</p> <p>- Payment of loan principal,</p>	

			Supervisor y Board members	and Investment	Vietnam			total value is 2,343,536,607 VND. - Collection of interest on deposits, total transaction value is 78,600,000 VND	
5	Cholimex Commercial Service Joint Stock Company	Related party of internal persons	Board of Directors' member	0304424152 dated June 21, 2006, by the Ho Chi Minh City Department of Planning and Investment, 9th amendment on May 20, 2021	Lot C71/II, Road No. 6, Vinh Loc Industrial Park, Vinh Loc Commune, Ho Chi Minh City, Vietnam	Vinh Loc Industrial Park One- member Limited Liability Company	Year 2025	- Sale of petroleum, total transaction value is 115,609,556 VND - Provision of services, total transaction value is 135,886,242 VND - Profit sharing, total transaction value is 227,187,613 VND - Receipt of service provision, total transaction value is 1,021,426,473 VND - Receipt of service provision (maintenance fee), total transaction value is 3,013,563,979 VND. - Office rental revenue, total transaction value is 125,454,540 VND	
6	Vinh Loc - Ben Luc Industrial Park Investment and Construction Joint Stock Company	Related party of internal persons	Board of Directors' member, Deputy General Director	1100839263 dated April 4, 2008, by the Department of Planning and Investment Long An	National Highway 1, Voi La Hamlet, My Yen Commune, Tay Ninh Province,	Vinh Loc Industrial Park One- member Limited Liability Company	Year 2025	- Sale of petroleum, total transaction value is 62,816,714 VND. - Receipt of dividend, total	



					Vietnam			value is 4,200,000,000 VND.	
7	Cholimax Investment and Construction Joint Stock Company	Related party of internal persons	Deputy General Director	0305412784 dated December 20, 2007, by the Ho Chi Minh City Department of Planning and Investment	23-25 An Diem, Cho Lon Ward, Ho Chi Minh City, Vietnam	Vinh Loc Industrial Park One-member Limited Liability Company	Year 2025	Provision of services, total transaction value is 11,623,635 VND.	
8	Merufa Joint Stock Company	Related party of internal persons	Board of Directors' member	0300478598 dated January 20, 2003, by the Ho Chi Minh City Department of Planning and Investment	38 Truong Quoc Dung, Phu Nhuan Ward, Ho Chi Minh City, Vietnam	Vinh Loc Industrial Park One-member Limited Liability Company	Year 2025	- Provision of services, total transaction value is 277,687,506 VND. - Sale of petroleum, total transaction value is 37,438,315 VND	
9	Vinaprint Joint Stock Company	Related party of internal persons	Board of Directors' member	0301306457 dated September 8, 2006, by the Ho Chi Minh City Department of Finance	56 Pham Ngoc Thach, Xuan Hoa Ward, Ho Chi Minh City, Vietnam	Vinh Loc Industrial Park One-member Limited Liability Company	Year 2025	- Warehouse leasing, total transaction value is 5,745,600,000 VND. - Provision of services, total transaction value is 266,300,335 VND. - Collection of maintenance fees, total transaction value is 97,466,226 VND	
10	Transimex Logistics Joint Stock Company	Related party of internal persons	Vice Chairman of the Board of Directors	0307821849 dated March 18, 2009, by the Ho Chi Minh City Department of Finance	2nd Floor, Phu Nhuan Plaza Building, 82 Tran Huy Lieu, Cau Kieu Ward, Ho Chi Minh City, Vietnam	Vinh Loc Industrial Park One-member Limited Liability Company	Year 2025	Sale of petroleum, total transaction value is 2,174,636,257 VND.	

**B. Report assessing the performance of the Board of Directors for the 2021 – 2026 term**

**I. Structure of the Board of Directors**

The Board of Directors for the 2021 – 2026 term was entrusted by the General Meeting of Shareholders to build and develop the enterprise. The current Board of Directors has 07 members, of which 05 are non-executive members, specifically:

No.	Board of Directors' member	Position	Start/Termination date as a member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Ms. Tran Thi Thanh Nhan	Non-executive Chairman of the Board of Directors	Re-appointment on April 15, 2021	
2	Mr. Bui Tuan Ngoc	Non-executive Vice Chairman of the Board of Directors	Re-appointment on April 15, 2021	
3	Mr. Huynh An Trung	Board of Directors' member, General Director	Re-appointment on April 15, 2021	
4	Mr. Le Duy Hiep	Non-executive members of the Board of Directors	Re-appointment on April 15, 2021	
5	Mr. Bui Minh Tuan	Non-executive members of the Board of Directors	Re-appointment on April 15, 2021	
6	Mr. Vo Van Than	Board of Directors' member, Deputy General Director	Re-appointment on April 15, 2021	
7	Ms. Hoang Thi Hong Nhung	Non-executive members of the Board of Directors	Appointment on April 14, 2023	



8	Mr. Nguyen Quang Thanh	Non-executive members of the Board of Directors		Dismissal on April 14, 2023
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## II. Performance results of the Board of Directors for the 2021 – 2026 term

### 1. Accomplishments

- Ensured compliance with the provisions of current laws for large-scale public companies, the Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors, ensuring the structure of the Board of Directors members.

- The Board of Directors ensures the principle of transparency, publicity, and compliance with regulations on corporate governance; has organized periodic and thematic meetings to discuss, solve, and handle issues and policies under the authority of the Board of Directors; issued important resolutions on production and business plans, capital management, and investment; strengthened financial risk management, cash flow control, and improved capital efficiency; closely supervised the activities of the Board of Management in accordance with the provisions of law and the Company Charter; and timely supported the Board of Management in operation tasks. enterprise;

- Implemented transparent information disclosure in accordance with the law. Effectively coordinated with the Board of Supervisors in inspection and supervision. Improved work processes and applied technology to management.

- Members of the Board of Directors possess full ethical qualities, leadership capacity, and work on the principle of democracy, discussing and reaching high consensus on all issues before making decisions.

- Results of the Company's activities in the 2021 – 2025 period:

No.	Criteria	Unit	Year				
			2021	2022	2023	2024	2025
1	Total revenue	VND billion	566,912	724,672	648,253	655,920	661,836
2	Profit before tax	VND billion	184,773	203,628	201,248	220,214	229,292
3	Profit after tax	VND billion	166,359	183,726	181,285	198,237	205,928
4	Distributable profit	VND billion	93,226	95,706	97,002	102,482	104,477
5	Dividend payment	%		6%/par value	7%/par value	7%/par value	7.5%/par value

Overall, in the 2021 – 2025 period, the Company maintained stable growth in revenue and profit; preserved and developed shareholders' capital; fulfilled obligations to the State and employees; implemented a stable dividend policy suitable to the business results of each year; and maintained good financial safety ratios and liquidity.

## 2. Limitations

The Company's major projects have been delayed in implementation due to numerous obstacles in the regulations regarding the finalization of the conversion from a state-owned enterprise to a joint-stock company, which has affected the company's conversion finalization progress, consequently making it impossible to determine the project implementation schedule.

### C. Plan for 2026

#### I. Plan targets for 2026

No.	Criteria	Unit	Performance in 2025	Plan 2026	Comparison Plan 2026/ Performance 2025
1	Total consolidated revenue	VND billion	661,485	662,000	100.08%
2	Consolidated profit before tax	VND billion	228,941	234,000	102.05%
3	Consolidated profit after tax	VND billion	205,577	210,272	102.11%
4	Distributed profit	VND billion	104,477	107,000	102.41%
5	Dividend payment	%	7.5%/par value	Minimum 7% /par value	

#### II. Key tasks of the Board of Directors in 2026

- Implement corporate governance according to the correct scope of authority and duties of the Board of Directors stipulated in the Charter, the Regulations on Corporate Governance, and current legal regulations, ensuring transparency in all activities of the Company and the responsibilities of members of the Board of Directors. Continue to improve the capacity and professionalism of the management apparatus, preparing successor management personnel to meet mission requirements in all conditions.

- Direct, supervise, and support the Board of Management in the administration of the Company's activities to complete the 2026 plan targets assigned by the General Meeting of Shareholders, organize the implementation of the General Meeting of Shareholders and Board of Directors resolutions, perform financial investment, and invest in projects in accordance with the sequence, procedures, and authority as prescribed, ensuring effective investment. Evaluate the effectiveness of investment capital and implement solutions to improve the efficiency of capital use, ensure the safety of contributed capital, and through the capital representative at other enterprises, strengthen the supervision of the enterprise's operations.



- Coordinate with the Board of Supervisors to supervise the safety and ensure the business operates in accordance with legal regulations and the company's charter. Focus on risk management, prioritize efficiency, strengthen cooperation, share information among units, and grasp business and investment opportunities.

- Improve work processes suitable for changes in legal regulations, enhancing professionalism in management work.

- Supervise the implementation of enterprise information disclosure in accordance with current laws.

- Take good care of the employees' lives, while ensuring benefits for shareholders.

### **III. Disclosure of contracts and transactions between Cho Lon Investment and Import Export Corporation (Cholimex) with the Company's organizations, related parties, and internal persons**

In 2026, the Cholimex Company expects to enter into contracts and transactions between the Company and its related parties and internal persons as follows:

No.	Name of organization/individual	Relationship relationship	Content of contract	Total annual contract value (excluding VAT)
1	Vĩnh Lộc Industrial Park One-member Limited Liability Company	Company's subsidiaries; affiliated persons of Board Member	Lease of warehouses and factories	< 5 VND billion
2	Cholimex Service – Trading Joint Stock Company	Company's subsidiaries; affiliated persons of Board Member	Construction of boundary embankments, installation of perimeter fences, and border security patrol for 02 projects: 56 ha Industrial Park expansion and 44 ha Resettlement Area	< 1.5 VND billion
3	Cholimex Food Joint Stock Company	Associate company; affiliated persons of Board Member, Chief Accountant	- Warehouse lease - Commercial contracts; distribution contracts for sale of food, seasoning, and canned products manufactured by Cholimex Food Joint Stock Company	< 10 VND billion
4	Seaspimex Joint Stock Company	Affiliated persons of Board Member,	Commercial contracts; distribution contracts for sale of food, seasoning, and canned	< 10 VND billion

		Supervisory Board Member	products manufactured by Seaspimex.	
5	Phú Nhuận Trading Joint Stock Company	Affiliated persons of Board Member, Supervisory Board Member	Goods purchase/sale contracts and transactions, service provision	< 500 million VND
6	Ho Chi Minh City Finance and Investment State-Owned Company (HFIC)	Affiliated persons of Board Member, Supervisory Board Member	Goods purchase/sale contracts and transactions, service provision	< 1 VND billion

Above is the report of the Board of Directors on the 2025 activities and the plan for 2026, respectfully submitted to the General Meeting of Shareholders for approval.

The Board of Directors sincerely thanks the esteemed shareholders for their trust, the Supervisory Board for their coordination, the Board of Management for their effective administration, and the efforts of all staff throughout the 2021 – 2026 term.

Wishing the General Meeting great success.

**Recipients:**

- As above;
- Archive: Office.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRWOMAN**



**Trần Thị Thanh Nhan**



No.: 07 /BC-CHOLIMEX-HĐQT

*Ho Chi Minh City, March 23, 2026*

**REPORT ON CORPORATE GOVERNANCE  
YEAR 2025**

**To: General Meeting of Shareholders  
Cho Lon Investment and Import Export Corporation (Cholimex)**

- Name of company: Cho Lon Investment and Import Export Corporation (Cholimex)
- Address of headoffice: 631 – 633 Nguyen Trai Street, Cho Lon Ward, Ho Chi Minh City
- Telephone: (84 - 28) 38 547 102 Fax: (028) 38 555 682 Email: [www.cholimex.vn](http://www.cholimex.vn)
- Charter capital: VND 866,000,000,000
- Stock code: CLX
- Governance model: The General Meeting of Shareholders, Board of Directors, Board of Supervisors and General Director.
- Regarding the implementation of the internal audit function: Not implemented as it does not fall under the entities required to conduct internal audits according to Decree No. 05/2019/ND-CP dated January 22, 2019.

**I. Activities of the General Meeting of Shareholders**

Information on meetings, resolutions and decisions of the General Meeting of Shareholders (including the resolutions of the General Meeting of Shareholders approved in the form of written comments):

No.	Resolution/Decision No.	Date	Content
1	01 /NQ-CHOLIMEX-ĐHCD	4/15/2025	<ol style="list-style-type: none"><li>1. Approval of the business - investment performance report for 2024 and the business - investment plan for 2025 of the Company.</li><li>2. Approval of the 2024 performance report and the 2025 plan of the Board of Directors.</li><li>3. Approval of the 2024 Report on corporate governance.</li><li>4. Approval of the 2024 separate and consolidated financial statements audited by A &amp; C Auditing and Consulting Company Limited.</li><li>5. Approval of the profit distribution and fund allocation plan for 2024.</li><li>6. Approval of the 2024 performance report of the Board of Supervisors.</li></ol>

			<p>7. Approval of the selection of the auditing company for 2025.</p> <p>8. Approval of the business and investment plan targets for 2025.</p> <p>9. Approval of the profit distribution and fund allocation plan for 2025.</p> <p>10. Approval of the remuneration and operating expenses of the Board of Directors and the Board of Supervisors for 2025.</p>
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## II. Board of Directors (The annual Report):

### 1. Information on members of the Board of Directors (BOD):

No.	BOD' Member	Position (Independent members of the BOD, Non-executive members of the BOD)	The date becoming/ceasing to be the member of BOD	
			Date of appointment	Date of dismissal
1	Ms. Tran Thi Thanh Nhan	Chairman of members of the BOD	Reappointed on April 15, 2021	
2	Mr. Bui Tuan Ngoc	Vice Chairman of Non-Executive members of the BOD	Reappointed on April 15, 2021	
3	Mr. Huynh An Trung	Member of the BOD	Reappointed on April 15, 2021	
4	Mr. Le Duy Hiep	Non-Executive members of the BOD	Reappointed on April 15, 2021	
5	Mr. Bui Minh Tuan	Non-Executive members of the BOD	Reappointed on April 15, 2021	
6	Mr. Vo Van Than	Members of the BOD	Reappointed on April 15, 2021	
7	Ms. Hoang Thi Hong Nhung	Non-Executive members of the BOD	Appointed on April 14, 2023	



## 2. Meetings of the Board of Directors

No.	Member of the Board of Directors	Number of meetings attended by BOD	Attendance rate	Reasons for absence
1	Ms. Tran Thi Thanh Nhan	04/04	100%	
2	Mr. Bui Tuan Ngoc	04/04	100%	
3	Mr. Huynh An Trung	04/04	100%	
4	Mr. Le Duy Hiep	04/04	100%	
5	Mr. Bui Minh Tuan	04/04	100%	
6	Mr. Vo Van Than	04/04	100%	
7	Ms. Hoang Thi Hong Nhung	04/04	100%	

During the year, the Board of Directors held 04 meetings and 02 times obtaining opinions in writing to direct, review and decide on matters within the competence of the Board of Directors.

## 3. Supervisory activities of the Council management for with the Board of Directors:

The supervision activities of the BOD over the General Director are carried out in accordance with the regulations of the Company's Charter and Internal Governance Regulations. Issues arising in the management and administration within the competence of the BOD are resolved promptly.

The results of the BOD' supervision over the General Director are as follows:

- The Board of Management has operated the Company within its authorized scope, with responsibility, providing periodic reports on the Company's business and investment activities to the Board of Directors, and seeking the Board of Directors' opinions on matters within its decision-making authority. It has fully implemented the resolutions of the Board of Directors and the General Meeting of Shareholders and continued to carry out the necessary procedures for preparing project investments.

- Performed well in financial management, ensuring a balance of capital sources to serve the Company's investment and development activities.

- Strictly and fully complied with periodic or ad-hoc reports as required by state management agencies.

- Disclosed information in accordance with regulations.

- Fully implemented the Company's policies for employees, ensuring their material and spiritual well-being.

**4. Activities of the Board of Directors' subcommittees:** The Board of Directors did not establish any sub-committees.

**5. Resolutions/Decisions of the Board of Directors (The annual Report):**

No.	Resolution/Decision No.	Date	Content	Approval Rate
1	01/NQ-CHOLIMEX-BOD	01/06/2025	Approval of contracts and transactions between Cho Lon Investment and Import Export Corporation (Cholimex) with related organizations and individuals in 2025.	100%
2	02/NQ-CHOLIMEX-BOD	01/06/2025	Approval of the organization of the 2025 Annual General Meeting of Shareholders.	100%
3	03/NQ-CHOLIMEX-BOD	3/24/2025	1. Approval of the contents submitted to the 2025 Annual General Meeting of Shareholders. 2. Approval of the venue for the 2025 Annual General Meeting of Shareholders.	100%
4	04/NQ-CHOLIMEX-BOD	6/27/2025	Approval of the 2024 dividend payment.	100%
5	05/NQ-CHOLIMEX-BOD	6/27/2025	Approval of the selection of A & C Auditing and Consulting Co., Ltd. to review the 6-month report and audit the 2025 financial statements.	100%
6	06/NQ-CHOLIMEX-BOD	6/27/2025	Approval the adjustment of the total investment capital of the project for the construction of the rental factory for L8.NX2 of Vinh Loc Industrial Park Company Limited.	100%
7	07/NQ-CHOLIMEX-BOD	6/27/2025	Through the approval of the implementation for the Investment Project to build rental factory L10	100%



No.	Resolution/Decision No.	Date	Content	Approval Rate
			by Vinh Loc Industrial Park Company Limited.	
8	08/NQ-BOD	9/10/2025	Approving the change of the company's seal of Cho Lon Investment and Import Export Corporation (Cholimex) according to the new administrative address	100%
9	09/NQ-BOD	9/10/2025	Approving the change of the company's seal of Branch of Cho Lon Investment and Import Export Corporation (Cholimex) - Cholimex Trading Center according to the new administrative address	100%
10	10/NQ-BOD	9/10/2025	Approving the change of the company's seal of Branch of Cho Lon Investment and Import Export Corporation (Cholimex) - Cholimex Shrimp Hatchery Center – Ninh Thuan according to the new administrative address	100%
11	11/NQ-BOD	11/17/2025	Unanimously approve the policy for Vinh Loc Industrial Park Co.,Ltd to borrow capital from the Ho Chi Minh City Finance and Investment State-Owned Company (HFIC) to invest in the project "Investment in constructing rental factory L8.NX2"	100%

### III. Board of Supervisors (The annual Report):

#### 1. Information about members of Board of Supervisors (BOS):

No.	Supervisory Board Member	Position	Start date/No longer a Supervisory Board member	Qualifications
1	Mrs. Le Thi Nguyet Hang	Head of BOS	Reappointed on April 15, 2021	Master of Corporate Finance
2	Mrs. Phan Quynh Anh	Member of BOS	Reappointed on April 15, 2021	Bachelor of Accounting
3	Mr. Le Van Hung	Member of BOS	Reappointed on April 15, 2021	Bachelor of Economics, majoring in Auditing and Control

#### 2. Meetings of Board of Supervisors:

No.	Members of Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Mrs. Le Thi Nguyet Hang	03/03	100%	100%	
2	Mrs. Phan Quynh Anh	03/03	100%	100%	
3	Mr. Le Van Hung	03/03	100%	100%	

#### 3. Supervising Board of Directors, Board of Management and shareholders by Board of Supervisors:

The Board of Supervisors performs its supervisory function over the management and executive activities of the Board of Directors, the Board of Management, and the business and investment operations of the company by attending and providing feedback at Board of Directors meetings.

In 2025, the Board of Directors held 04 meetings and 02 times obtaining opinions in writing to address matters requiring the Board's approval.

All meetings were fully documented, and the minutes were approved and signed by all members of the Board of Directors. The resolutions of the Board of Directors comply with legal regulations, the Company's Charter, and the Company's business operations.

#### 4. The coordination among the Board of Supervisors, Audit Committee, the Board of Management, Board of Directors and other managers:

The Board of Supervisors collaborates with the Board of Directors and the Board of Management through participation in Board of Directors meetings, monthly coordination meetings, and direct working sessions.



The Board of Directors and the General Director have facilitated the Board of Supervisors in carrying out its duties by providing relevant information and documents related to the Company's operations.

**5. Other activities of the Board of Supervisors (if any):**

Evaluated the 2024 separate and consolidated financial statements; Evaluated the separate and consolidated financial statements for the first 6 months of 2025 to assess the accuracy and reasonableness of the financial data, and compliance with Vietnamese accounting standards and regulations.

Supervised compliance with the company's information disclosure regulations according to legal provisions.

Performed other tasks in accordance with the functions and duties of the Board of Supervisors.

**IV. Board of Management**

No.	Members of Board of Management	Date of birth	Qualification	Date of appointment/dismissal of members of the Board of Management
1	Mr. Huynh An Trung	10/24/1967	Fisheries Economics Engineer	Reappointed on April 15, 2021
2	Mr. Luu Thanh Danh	05/04/1974	Construction Engineer	Reappointed on April 15, 2021
3	Mr. Diep Nam Hai	11/04/1967	Bachelor of Economics, Bachelor of Foreign Trade	Appointed on June 16, 2023
4	Mr. Vo Van Than	11/03/1973	Construction Engineer, Bachelor of Economics	Appointed on June 16, 2023

**V. Chief Accountant**

Name	Date of Birth	Qualification	Date of appointment/dismissal
Mr. Vo Van Day	05/30/1974	Bachelor of Economics	Reappointed on July 30, 2021

**VI. Training on corporate governance:**

Training courses Training on corporate governance that members of the Board of Directors, members of the Board of Supervisors, General Directors, other managers, and the Company Secretary as per corporate governance regulations: Participation in seminars organized by the Stock Exchange and Vietnam Securities Depository and Clearing Corporation.

**VII. The list of affiliated persons of the public company (The annual Report) and transactions of affiliated persons of the Company**

**1. The list of affiliated persons of the Company:** According to Appendices 01 and 04 attached.

**2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons:** According to Appendices 02 attached.

**3. Transaction between internal persons of the Company, affiliated persons of internal persons and the Company's subsidiaries in which the Company takes controlling power:** According to Appendices 03 attached.

**4. Transactions between the company and other entities**

4.1. Transactions between the Company and the company that its members of Board of Management, the Board of Supervisors, General Director have been founding members or members of Board of Directors, or CEOs in three (03) latest years (calculated at the time of reporting): According to Appendices 02 attached.

4.2. Transactions between the Company and the company that its affiliated persons with members of Board of Directors, Board of Supervisors, General Director and other managers as a member of Board of Directors, General Director: None.

4.3. Other transactions of the Company (if any) may bring material or non- material benefits for members of Board of Directors, members of the Board of Supervisors, General Director and other managers: None.

**VIII. Share transactions of internal persons and their affiliated persons (annual report)**

**1. The list of internal persons and their affiliated persons:** According to Appendices 04 attached.

**2. Transactions of internal persons and affiliated persons with shares of the company:** According to Appendices 05 attached.

**VII. Other significant issues:** None.

**Recipients:**

- As above;
- Archive: Office.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRWOMAN**



**Trần Thị Thanh Nhan**



## LIST OF INTERNAL PERSONS AND AFFILIATED PERSONS (INDIVIDUALS, ORGANIZATIONS) TO INTERNAL PERSONS

(Attached to the 2025 Report on Corporate Governance)

No.	Name of the organization/individual	Transaction account (if any)	Position at the company	ID Number*, Date of Issue, Issuing Authority	Head office address/Contact address	The time when an individual becomes an affiliated person	The time when an individual ceases to be an affiliated person	Reason	Nature of the relationship with the company
<b>1</b>	<b>Affiliated person is an individual</b>								
1	Tran Thi Thanh Nhan		Chairman of the BOD			04/15/2021		Elected for the term 2021 - 2026	Internal person
1.1	And the affiliated person of Ms. Tran Thi Thanh Nhan in Section 1, Part VIII of this report.								
2	Bui Tuan Ngoc		Vice Chairman of the BOD			04/15/2021		Elected for the term 2021 - 2026	Internal person
2.1	And the affiliated person of Mr. Bui Tuan Ngoc in Section 1, Part VIII of this report.								
3	Huynh An Trung		Members of the BOD, General Director			04/15/2021		Elected for the term 2021 - 2026	Internal person
3.1	And the affiliated person of Mr. HuYnh An Trungin Section 1, Part VIII of this report.								
4	Le Duy Hiep		Members of the BOD			04/15/2021		Elected for the term 2021 - 2026	Internal person
4.1	And the affiliated person of Mr. Le Duy Hiep in Section 1, Part VIII of this report.								
5	Bui Minh Tuan		Members of the BOD			04/15/2021		Elected for the term 2021 - 2026	Internal person
5.1	And the affiliated person of Mr. Bui Minh Tuan in Section 1, Part VIII of this report.								

No.	Name of the organization/individual	Transaction account (if any)	Position at the company	ID Number*, Date of Issue, Issuing Authority	Head office address/Contact address	The time when an individual becomes an affiliated person	The time when an individual ceases to be an affiliated person	Reason	Nature of the relationship with the company
6	Vo Van Than		Members of the BOD, Vice General Director			04/15/2021		Elected for the term 2021 - 2026	Internal person; The manager of the subsidiary company
6.1	And the affiliated person of Mr. Vo Van Than in Section 1, Part VIII of this report.								
7	Hoang Thi Hong Nhung		Members of the BOD			04/14/2023		Elected for the term 2021 - 2026	Internal person
7.1	And the affiliated person of Ms. Hoang Thi Hong Nhung in Section 1, Part VIII of this report.								
8	Le Thi Nguyet Hang		Head of the BOS			04/15/2021		Elected for the term 2021 - 2026	Internal person
8.1	And the affiliated person of Ms. Le Thi Nguyet Hang in Section 1, Part VIII of this report.								
9	Phan Quynh Anh		Members of the BOS			04/15/2021		Elected for the term 2021 - 2026	Internal person
9.1	And the affiliated person of Ms. Phan Quynh Anh in Section 1, Part VIII of this report.								
10	Le Van Hung		Members of the BOS			04/15/2021		Elected for the term 2021 - 2026	Internal person
10.1	And the affiliated person of Mr. Le Van Hung in Section 1, Part VIII of this report.								
11	Luu Thanh Danh		Deputy General Director			07/30/2021		Appointment	Internal person
11.1	And the affiliated person of Mr. Luu Thanh Danh in Section 1, Part VIII of this report.								



No.	Name of the organization/individual	Transaction account (if any)	Position at the company	ID Number*, Date of Issue, Issuing Authority	Head office address/Contact address	The time when an individual becomes an affiliated person	The time when an individual ceases to be an affiliated person	Reason	Nature of the relationship with the company
12	Diep Nam Hai		Deputy General Director			06/16/2023		Appointment	Internal person
12.1	And the affiliated person of Mr. Diep Nam Hai in Section 1, Part VIII of this report.								
13	Vo Van Day		Chief Accountant			07/30/2021		Appointment	Internal person
13.1	And the affiliated person of Mr. Vo Van Day in Section 1, Part VIII of this report.								
14	Nguyen Thi Thuy Tram		Company Secretary / Person in charge of governance / Authorized individual for information disclosure			07/30/2021		Appointment	Internal person
14.1	And the affiliated person of Ms. Nguyen Thi Thuy Tram in Section 1, Part VIII of this report.								
15	Tran Thanh Binh					04/15/2021		Member of the Members' Council, General Director of Vinh Loc Industrial Park Co.,Ltd	The legal representative of the subsidiary company

No.	Name of the organization/individual	Transaction account (if any)	Position at the company	ID Number*, Date of Issue, Issuing Authority	Head office address/Contact address	The time when an individual becomes an affiliated person	The time when an individual ceases to be an affiliated person	Reason	Nature of the relationship with the company
16	Nguyen Thanh Tri					04/15/2021		Member of the Members' Council, Deputy General Director of Vinh Loc Industrial Park Co.,Ltd	The manager of the subsidiary company
17	Do Thi Thanh Thao					04/15/2021		Member of the Members' Council of Vinh Loc Industrial Park Co.,Ltd	The manager of the subsidiary company
18	Nguyen Le Thanh Vinh					04/15/2021		Deputy General Director of Vinh Loc Industrial Park Co.,Ltd	The manager of the subsidiary company
19	Tran Thi Hanh		Deputy Director of Finance - Accounting			04/15/2021		Supervisor of Vinh Loc Industrial Park Co.,Ltd	The manager of the subsidiary company
20	Le Ngoc Phuong					04/15/2021		Chief Accountant of Vinh Loc Industrial Park Co.,Ltd	The manager of the subsidiary company



No.	Name of the organization/individual	Transaction account (if any)	Position at the company	ID Number*, Date of Issue, Issuing Authority	Head office address/Contact address	The time when an individual becomes an affiliated person	The time when an individual ceases to be an affiliated person	Reason	Nature of the relationship with the company
21	Phan Van Trang					04/15/2021		General Director of Cholimex Trading – Service Joint Stock Company	The legal representative of the subsidiary company
<b>II Affiliated person is an organization.</b>									
1	Vinh Loc Industrial Park Co.,Ltd			0305073316, dated 7/03/2007, Department of Planning and Investment of HCMC	Lot A59/1, Street No. 7, Vinh Loc Industrial Park, Binh Tan Ward, Ho Chi Minh City, Vietnam.	04/15/2021			Subsidiary company
2	Cholimex Trading – Service Joint Stock Company			0304424152, dated 6/21/2006, Department of Planning and Investment of HCMC, 9th amendment, dated May 20, 2021	Lot C71/II, Street No. 6, Vinh Loc Industrial Park, Vinh Loc Commune, Ho Chi Minh City, Vietnam.	04/15/2021			Subsidiary company
3	Cholimex Food Joint Stock Company			0304475742, dated 7/19/2006, Department of Planning and Investment of HCMC, 4th amendment, dated August 03, 2016	Lot C40-43/I, C51-55/II, Street No. 7, Vinh Loc Industrial Park, Vinh Loc Commune, Ho Chi Minh City, Vietnam.	04/15/2021			Associate company
4	Tan Binh Import - Export Joint Stock Corporation (Tanimex)			0301464904, dated 7/18/2006, Department of Planning and Investment of HCMC	325 Ly Thuong Kiet Street, Tan Hoa Ward, Ho Chi Minh City, Vietnam.	04/15/2021			Associate company
5	Vinh Loc - Ben Luc Industrial Zone Construction And Investment Corporation			1100839263, dated 4/04/2008, Department of Planning and Investment of Long An	National Route 1, Voi La Hamlet, My Yen Commune, Tay Ninh Province, Vietnam.	04/15/2021			Associate company
6	Vinh Loc – Ben Thanh Services Joint Stock Company			0315958861, dated 10/14/2019, Department of Planning and Investment of HCMC	Lot II.11, Street No. 5, Vinh Loc Industrial Park, Binh Tan Ward, Ho Chi Minh City, Vietnam.	04/15/2021			Associate company
7	Vinh Loc Logistics Corporation			0316114557, dated 01/16/2020, Department of Planning and Investment of HCMC	A part of Lot 1.9/1, Street No. 5, Vinh Loc Industrial Park, Binh Tan Ward, Ho Chi Minh City, Vietnam.	04/15/2021			Associate company

No.	Name of the organization/individual	Transaction account (if any)	Position at the company	ID Number*, Date of Issue, Issuing Authority	Head office address/Contact address	The time when an individual becomes an affiliated person	The time when an individual ceases to be an affiliated person	Reason	Nature of the relationship with the company
8	Cholimex Investment And Construction Joint Stock Company			0305412784, dated 12/20/2007, Department of Planning and Investment of HCMC	23-25 An Diem Street, Cho Lon Ward, Ho Chi Minh City, Vietnam.	04/15/2021			Equity investment
9	Cho Lon Aquatic Product Investment Development Corporation			0311461726, dated 01/04/2012, Department of Planning and Investment of HCMC	45 Tran Quang Dieu Street, Ban Co Ward, Ho Chi Minh City, Vietnam.	04/15/2021			Equity investment
10	Thang Long Logistics Services Corporation			0900989442, dated 4/12/2016, Department of Planning and Investment of Hung Yen, 11th amendment, dated October 28, 2022.	Buoi Residential Group, Duong Hao Ward, Hung Yen Province, Vietnam.	04/15/2021			Equity investment
11	The Party Committee of Cho Lon Investment and Import Export Corporation.			57-QĐ/ĐUK dated 08/15/2016 The Standing Committee of the Party Committee of the State-Owned Enterprises Block	631 - 633 Nguyen Trai Street, Cho Lon Ward, Ho Chi Minh City, Vietnam.	04/15/2021			Affiliated Organization
12	The grassroots union of Cho Lon Investment and Import Export Corporation (Cholimex)			28/QĐ-CĐCDN dated 08/15/2016 The Standing Committee of the Trade Union of the State-Owned Enterprises and Trade Services in HCMC	631 - 633 Nguyen Trai Street, Cho Lon Ward, Ho Chi Minh City, Vietnam.	04/15/2021			Affiliated Organization
13	The Ho Chi Minh Communist Youth Union of Cho Lon Investment and Import Export Corporation (Cholimex)			12-QĐ/ĐTN dated 08/30/2017 The Standing Committee of the Youth Union of the State-Owned Enterprises Block (DNTP)	631 - 633 Nguyen Trai Street, Cho Lon Ward, Ho Chi Minh City, Vietnam.	04/15/2021			Affiliated Organization

**Note:**

- ID Number\*: ID card/Passport number (for individuals) or Business Registration Certificate number, Operating License, or equivalent legal document (for organizations).
- Affiliated person of internal persons, see Appendix 04.

Ho Chi Minh City, dated March 23, 2026.  
**ON BEHALF OF THE BOARD OF DIRECTORS**  
**CHAIRWOMAN**   
  
**Tran Thi Thanh Nhan**



**TRANSACTIONS BETWEEN THE COMPANY AND ITS AFFILIATED PERSONS OR BETWEEN THE COMPANY AND ITS MAJOR SHAREHOLDERS,  
INTERNAL PERSONS AND AFFILIATED PERSONS**

*(Attached to the 2025 Report on Corporate Governance)*

No.	Organization/Individual Name	Relationship with the Company	Bussiness Registration Certificate No.*, Date of Issue, Place of Issue	Head Office Address/Contact Address	Time of transactions with the Company	Resolution No. or Decision No. approved by General Meeting of Shareholders/ Board of Directors	Content, quantity, total value of transaction	Note
1	Vinh Loc Industrial Park Co.,Ltd	Affiliated persons of the company and members of the BOD.	0305073316, dated 7/03/2007, Department of Planning and Investment of HCMc	Lot A59/1, Street No. 7, Vinh Loc Industrial Park, Binh Tan Ward, Ho Chi Minh City, Vietnam.	2025	01/NQ-CHOLIMEX-BOD dated 1/06/2025	- Warehouse rental, total transaction value is 3,671,827,200 VND.	
							- Brand management fee, total transaction value is 10,185,185 VND. - Sale of goods, total transaction value is 553,236,222 VND. - Purchase of goods, total transaction value is 3,322,794 VND. - Profit distribution, total transaction value is 89,261,181,068 VND.	
2	Cholimex Trading – Service Joint Stock Company	Affiliated persons of the company and members of the BOD.	0304424152 dated 6/21/2006 Department of Planning and Investment of HCMc, 9th amendment, dated May 20, 2021	Lot C71/II, Street No. 6, Vinh Loc Industrial Park, Vinh Loc Commune, Ho Chi Minh City, Vietnam.	2025	01/NQ-CHOLIMEX-BOD dated 1/06/2025	- Receiving services, total transaction value is 785,473,878 VND.	
							- Brand management fee, total transaction value is 10,185,185 VND. - Sale of goods, total transaction value is 67,629,301 VND.	

No.	Organization/Individual Name	Relationship with the Company	Business Registration Certificate No.*, Date of Issue, Place of Issue	Head Office Address/Contact Address	Time of transactions with the Company	Resolution No. or Decision No. approved by General Meeting of Shareholders/ Board of Directors	Content, quantity, total value of transaction	Note
3	Cholimex Food Joint Stock Company	Affiliated persons of the company and members of the BOD, Vice General Director, and Chief Accountant.	0304475742 dated 7/19/2006 Department of Planning and Investment of HCMC, 4th amendment, dated August 03, 2016	Lot C40-43/I, C51-55/II, Street No. 7, Vinh Loc Industrial Park, Vinh Loc Commune, Ho Chi Minh City, Vietnam.	2025	01/NQ-CHOLIMEX-BOD dated 1/06/2025	<ul style="list-style-type: none"> <li>- Warehouse rental, total transaction value is 603,600,000 VND.</li> <li>- Provision of services, total transaction value is 52,682,990 VND.</li> <li>- Brand management fee, total transaction value is 80,000,000 VND.</li> <li>- Sale of goods, total transaction value is 13,333,333 VND</li> <li>- Receiving display support and sales bonus, total transaction value is 43,320,250 VND.</li> <li>- Purchase of goods, total transaction value is 2,064,893,987 VND.</li> </ul>	
							Dividend distribution, total transaction value is 16,490,000,000 VND.	
4	Tan Binh Import - Export Joint Stock Corporation (Tanimex)	Affiliated persons of the company and chairman of the BOD.	0301464904, dated 7/18/2006, Department of Planning and Investment of HCMC	325 Ly Thuong Kiet Street, Tan Hoa Ward, Ho Chi Minh City, Vietnam.	2025		Dividend distribution, total transaction value is 18,044,664,000 VND.	
5	Vinh Loc- Ben Luc Industrial Zone Construction And Investment Corporation	Affiliated persons of the company and members of the BOD, Vice General Director.	1100839263 dated 4/04/2008 Department of Planning and Investment of Long An	National Route 1, Voi La Hamlet, My Yen Commune, Tay Ninh Province, Vietnam.	2025		Dividend distribution, total transaction value is 3,000,000,000 VND.	



No.	Organization/Individual Name	Relationship with the Company	Bussiness Registration Certificate No.*, Date of Issue, Place of Issue	Head Office Address/Contact Address	Time of transactions with the Company	Resolution No. or Decision No. approved by General Meeting of Shareholders/ Board of Directors	Content, quantity, total value of transaction	Note
6	Special Aquatic Products Joint Stock Company (SEASPIMEX)	Affiliated persons of the members of the BOD, BOS	0302598530 dated 4/15/2002 Department of Planning and Investment of HCMc	51/14 Hoa Binh Street, Phu Thanh Ward, Ho Chi Minh City, Vietnam	2025	01/NQ-CHOLIMEX-BOD dated 1/06/2025	- Sale of goods, total transaction value is 2,994,637,707 VND. - Purchase of goods, total transaction value is 476,517,173 VND.	
7	Ho Chi Minh City Finance and Investment State owned Company (HFIC)	Major shareholders ; affiliated persons of the Members of the BOD, BOS	0300535140 dated 4/13/2010 Department of Planning and Investment of HCMc	67-73 Nguyen Du Street, Sai Gon Ward, District 1, Ho Chi Minh City, Vietnam.	2025	01/NQ-CHOLIMEX-ĐHCD dated 4/15/2025	Dividend distribution, total transaction value is 29,703,800,000 VND	
							Sale of goods, total transaction value is 516,758,551 VND.	
8	Vinh Loc – Ben Thanh Services Joint Stock Company	Affiliated persons of the company and members of the BOD, Vice General Director.	0315958861 dated 10/14/2019 Department of Planning and Investment of HCMc	Lot II.11, Street No. 5, Vinh Loc Industrial Park, Binh Tan Ward, Ho Chi Minh City, Vietnam.	2025		Sale of goods, total transaction value is 9,837,963 VND.	
9	Branch of Phu Nhuan Trade Joint Stock Company - Tri Ky Garden Restaurant	Affiliated persons of the members of the BOD, BOS	0301428617-005 dated 07/16/2012 Department of Finance of HCMc	123 Hong Ha Street, Duc Nhuan Ward, Ho Chi Minh City, Vietnam.	2025	01/NQ-CHOLIMEX-BOD dated 1/06/2025	- Sale of goods, total transaction value is 47,588,728 VND. - Receiving services, total transaction value is 109,105,303 VND.	
10	Cholimex Investment And Construction Joint Stock Company	Affiliated persons of the company and members of the BOD, Vice General Director.	0305412784 dated 12/20/2007 Department of Planning and Investment of HCMc	23-25 An Diem Street, Cho Lon Ward, Ho Chi Minh City, Vietnam.	2025		- Brand management fee, total transaction value is 20,000,000 VND. - Sale of goods, total transaction value is 50,074,471 VND.	

No.	Organization/Individual Name	Relationship with the Company	Business Registration Certificate No.*, Date of Issue, Place of Issue	Head Office Address/Contact Address	Time of transactions with the Company	Resolution No. or Decision No. approved by General Meeting of Shareholders/ Board of Directors	Content, quantity, total value of transaction	Note
11	Thang Long Logistics Services Corporation	Affiliated persons of the company and members of the BOD	0900989442, dated 4/12/2016, Department of Planning and Investment of Hung Yên, 11th amendment, dated October 28, 2022	Buoi Residential Group, Duong Hao Ward, Hung Yen Province, Vietnam.	2025		Dividend distribution, total transaction value is 701,486,100 VND.	
12	Transimex Corporation	Major shareholders ; affiliated persons of the Vice Chairman of the BOD, Members of the BOM, BOS	0301874259 dated 12/03/1999 Department of Finance of HCMC	172 (9th-10th floor) Hai Ba Trung Street, Tan Dinh Ward, Ho Chi Minh City, Vietnam.	2025	01/NQ-CHOLIMEX-ĐHCD dated 4/15/2025	Dividend distribution, total transaction value is 17,181,150,000 VND.	
13	The grassroots union of Cho Lon Investment and Import Export Corporation (Cholimex)	Affiliated persons of the company.	28/QĐ-CĐCDN dated 08/15/2016 The Standing Committee of the Trade Union of the State-Owned Enterprises and Trade Services in HCMC	631 - 633 Nguyen Trai Street, Cho Lon Ward, Ho Chi Minh City, Vietnam.	2025	01/NQ-CHOLIMEX-ĐHCD dated 4/15/2025	Dividend distribution, total transaction value is 22,260,000 VND	
							Sale of goods, total transaction value is 62,924,769 VND.	

Ho Chi Minh City, dated March 23, 2026.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRWOMAN



Tran Thi Thanh Nhan



**TRANSACTIONS BETWEEN INTERNAL PERSONS OF THE COMPANY, AFFILIATED PERSONS OF INTERNAL PERSONS WITH SUBSIDIARIES, AND COMPANIES CONTROLLED BY THE LISTED COMPANY**

*(Attached to the 2025 Report on Corporate Governance)*

No.	Transaction executor	Relationship with internal persons	Position at the listed Company	ID card No. /Passport No., date of issue, place of Issue	Address	Name of subsidiaries or companies which the Company control	Time of transaction	Content, quantity, total value of transaction	Note
1	Vinh Loc – Ben Thanh Services Joint Stock Company	Affiliated persons of internal persons	Board Members, Deputy General Director	0315958861 dated 10/14/2019 Department of Planning and Investment of HCMc, 5th amendment, dated August 22, 2024	Lot II.11, Street No. 5, Vinh Loc Industrial Park, Binh Tan Ward, Ho Chi Minh City, Vietnam.	Vinh Loc Industrial Park Co.,Ltd	2025	<ul style="list-style-type: none"> <li>- Land rental, total transaction value is 1,624,257,155 VND</li> <li>- Office rental, total transaction value is 121,705,512 VND</li> <li>- Provision of services, total transaction value is 28,894,717 VND</li> </ul>	
2	Cholimex Food Joint Stock Company	Affiliated persons of internal persons	Board Members, Deputy General Director, Chief Accountant	0304475742 dated 7/19/2006 Department of Planning and Investment of HCMc, 4th amendment, dated August 03, 2016	Lot C40-43/I, C51-55/II, Street No. 7, Vinh Loc Industrial Park, Vinh Loc Commune, Ho Chi Minh City, Vietnam.	Vinh Loc Industrial Park Co.,Ltd	2025	<ul style="list-style-type: none"> <li>- Warehouse rental, total transaction value is 2,880,000,000 VND.</li> <li>- Provision of domestic water, total transaction value is 3,179,114,700 VND</li> <li>- Provision of wastewater treatment services, total transaction value is 3,128,344,454 VND</li> <li>- Rental of worker dormitory rooms, total transaction value is 2,597,802,839 VND</li> <li>- Sale of petroleum products, total transaction value is 874,193,498 VND</li> <li>- Purchase of goods, total transaction value is 29,533,767 VND</li> <li>- Maintenance fees, total transaction value is 632,726,596 VND.</li> <li>- Deposit received, total transaction value is 6,856,000 VND</li> </ul>	

No.	Transaction executor	Relationship with internal persons	Position at the listed Company	ID card No. /Passport No., date of issue, place of Issue	Address	Name of subsidiaries or companies which the Company control	Time of transaction	Content, quantity, total value of transaction	Note
3	Transimex Hi Tech Park Logistics Co., Ltd	Affiliated persons of internal persons	Vice Chairman of the BOD	0312967522 dated 09/29/2014 Department of Finance of HCMC	Lot BT, D2 Street, Ho Chi Minh City Hi-Tech Park, Tang Nhon Phu Ward, Ho Chi Minh City, Vietnam	Vinh Loc Industrial Park Co.,Ltd	2025	Sale of petroleum products, total transaction value is 335,793,874 VND	
4	Ho Chi Minh City Finance and Investment State owned Company (HFIC)	Affiliated persons of internal persons	Chairman of the Board of Directors, Board Members, Board of Supervisors	0300535140 dated 4/13/2010 Department of Planning and Investment of HCMC	67-73 Nguyen Du, Sai Gon Ward, Ho Chi Minh City, Vietnam.	Vinh Loc Industrial Park Co.,Ltd	2025	<ul style="list-style-type: none"> <li>- Loan interest payment, total transaction value is 290,825,308 VND</li> <li>- Loan principal payment, total transaction value is 2,343,536,607 VND</li> <li>- Escrow deposit interest, total transaction value is 78,600,000 VND</li> </ul>	
5	Cholimex Trading - Service Joint Stock Company	Affiliated persons of internal persons	Member of the Board of Directors	0304424152 dated 6/21/2006 Department of Planning and Investment of HCMC, 9th amendment, dated May 20, 2021	Lot C71/II, Street No. 6, Vinh Loc Industrial Park, Vinh Loc Commune, Ho Chi Minh City, Vietnam.	Vinh Loc Industrial Park Co.,Ltd	2025	<ul style="list-style-type: none"> <li>- Sale of petroleum products, total transaction value is 115,609,556 VND</li> <li>- Provision of services, total transaction value is 135,886,242 VND</li> <li>- Profit sharing, total transaction value is 227,187,613 VND</li> <li>- Receiving services, total transaction value is 1,021,426,473 VND</li> <li>- Receiving services (maintenance fees), total transaction value is 3,013,563,979 VND</li> <li>- Office rental, total transaction value is 125,454,540 VND</li> </ul>	
6	Vinh Loc - Ben Luc Industrial Zone Construction And Investment Corporation	Affiliated persons of internal persons	Member of the Board of Directors, Deputy General Director	1100839263 dated 4/04/2008 Department of Planning and Investment of Long An	National Route 1, Voi La Hamlet, My Yen Commune, Tay Ninh Province, Vietnam.	Vinh Loc Industrial Park Co.,Ltd	2025	<ul style="list-style-type: none"> <li>- Sale of petroleum products, total transaction value is 62,816,714 VND</li> <li>- Receiving dividends, total transaction value is 4,200,000,000 VND</li> </ul>	



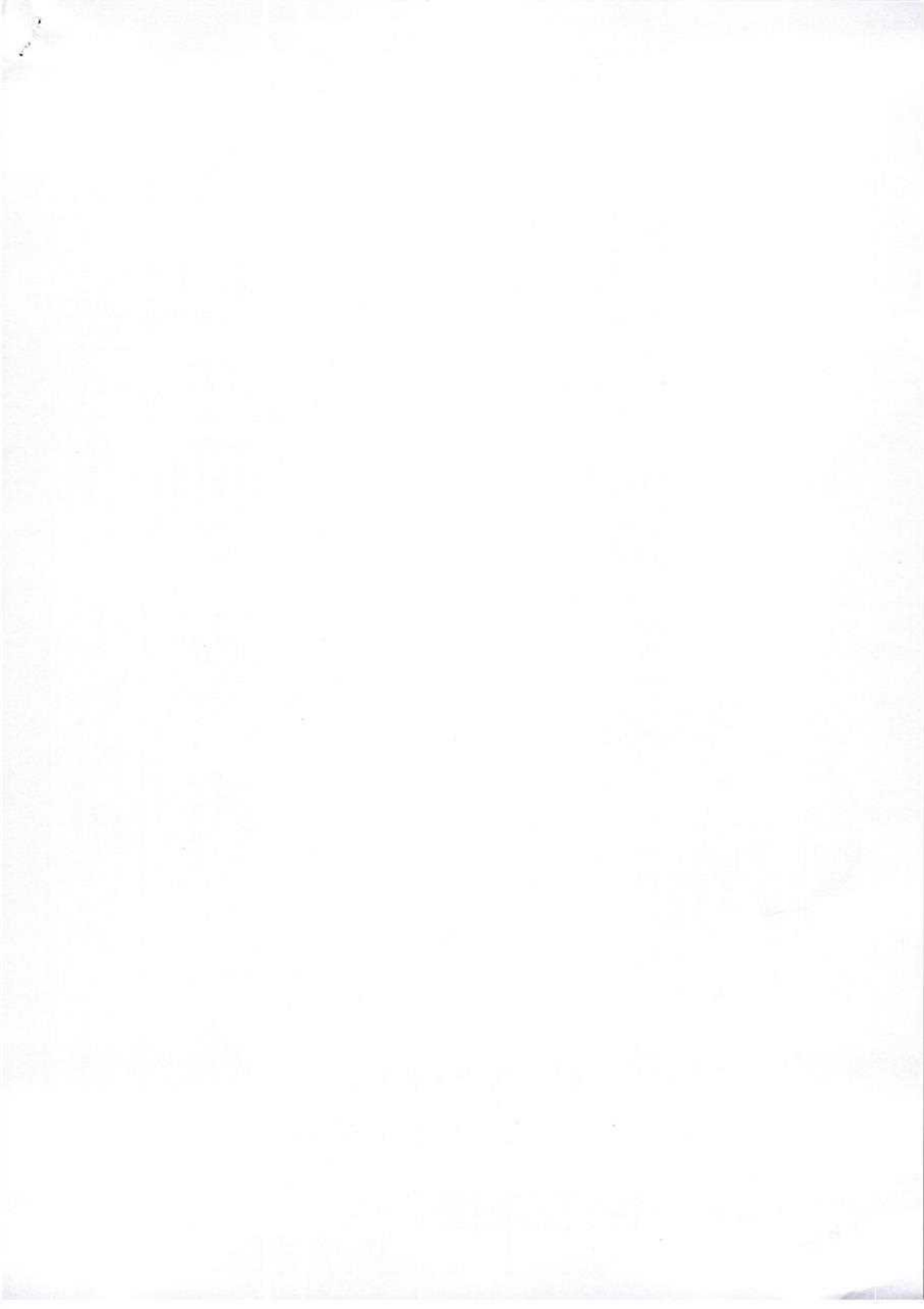
No.	Transaction executor	Relationship with internal persons	Posittion at the listed Company	ID card No. /Passport No., date of issue, place of Issue	Address	Name of subsidiaries or companies which the Company control	Time of transaction	Content, quantity, total value of transaction	Note
7	Cholimex Investment And Construction Joint Stock Company	Affiliated persons of internal persons	Deputy General Director	0305412784 dated 12/20/2007 Department of Planning and Investment of HCMc	23-25 An Diem Street, Cho Lon Ward, Ho Chi Minh City, Vietnam.	Vinh Loc Industrial Park Co.,Ltd	2025	Provision of services, total transaction value is 11,623,635 VND	
8	Merufa Joint Stock Company	Affiliated persons of internal persons	Member of the Board of Directors	0300478598 dated 01/20/2003 Department of Finance of HCMc	38 Truong Quoc Dung Street, Phu Nhuan Ward, Ho Chi Minh City, Vietnam	Vinh Loc Industrial Park Co.,Ltd	2025	- Provision of services, total transaction value is 277,687,506 VND - Sale of petroleum products, total transaction value is 37,438,315 VND	
9	Vinaprint Corporation	Affiliated persons of internal persons	Member of the Board of Directors	0301306457 dated 09/08/2006 Department of Finance of HCMc	56 Pham Ngoc Thach Street, Xuan Hoa Ward, District 3, Ho Chi Minh City, Vietnam.	Vinh Loc Industrial Park Co.,Ltd	2025	- Warehouse rental, total transaction value is 5,745,600,000 VND - Provision of services, total transaction value is 266,300,335 VND - Maintenance fees, total transaction value is 97,466,226 VND	
10	Transimex Logistics Corporation	Affiliated persons of internal persons	Vice Chairman of the BOD	0307821849 dated 3/18/2009 Department of Finance of HCMc	2nd Floor, Phu Nhuan Plaza Building, 82 Tran Huy Lieu Street, Cau Kieu Ward, Ho Chi Minh City, Vietnam	Vinh Loc Industrial Park Co.,Ltd	2025	Sale of petroleum products, total transaction value is 2,174,636,257 VND	

**Note:** ID Number\*: ID card/Passport number (for individuals) or Business Registration Certificate number, Operating License, or equivalent legal document (for organizations).

Ho Chi Minh City, dated March 23, 2026.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRWOMAN**   
  
**Tran Thi Thanh Nhan**





**LIST OF INTERNAL PERSONS AND AFFILIATED PERSONS (INDIVIDUALS, ORGANIZATIONS) TO INTERNAL PERSONS  
CHO LON INVESTMENT AND IMPORT EXPORT CORPORATION (CHOLIMEX)**

*(Attached to the 2025 Report on Corporate Governance)*

No.	Name	Transaction account (if any)	Position at the company (if any)	ID Card/Passport/ Business Registration Type	Enterprise Registration Certificate Number	Date of issue	Place of issue	Head office address/Contact address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Notes
1	Tran Thi Thanh Nhan		Chairwoman of the BOD	ID card					10.000	0,012%	
1.1	Tran Thanh Buong			ID card					0	0	Tran Thi Thanh Nhan: Father
1.2	Le Van Lam			ID card					0	0	Tran Thi Thanh Nhan: Father-in-law
1.3	Nguyen Thi Nhung			ID card					0	0	Tran Thi Thanh Nhan: Mother-in-law
1.4	Le Minh Khoa			ID card					0	0	Tran Thi Thanh Nhan: husband
1.5	Le Tran Khanh			ID card					0	0	Tran Thi Thanh Nhan: Child
1.6	Le Tran Thanh Nhi			ID card					0	0	Tran Thi Thanh Nhan: Child
1.7	Tran Thi Kim Ba			ID card					0	0	Tran Thi Thanh Nhan: Older sister
1.8	Tran Quang Cam			ID card					0	0	Tran Thi Thanh Nhan: Older Brother
1.9	Tran Thi Kim Thinh			ID card					0	0	Tran Thi Thanh Nhan: Older sister
1.10	Tran Huu Thanh			ID card					0	0	Tran Thi Thanh Nhan: Older Brother
1.11	Tran Van Huu			ID card					0	0	Tran Thi Thanh Nhan: Older Brother
1.12	Tran Thanh Thong			ID card					0	0	Tran Thi Thanh Nhan: Older Brother
1.13	Tran Trong Khiem			ID card					0	0	Tran Thi Thanh Nhan: Older Brother
1.14	Tran Thi Kim Thoa			ID card					0	0	Tran Thi Thanh Nhan: Older sister
1.15	Tran Chi Nhon			ID card					0	0	Tran Thi Thanh Nhan: Older Brother
1.16	Tran Thi Kieu Oanh			ID card					0	0	Tran Thi Thanh Nhan: Older sister
1.17	Tran Trong Nghiep			ID card					0	0	Tran Thi Thanh Nhan: Older Brother
1.18	Huynh Van Ro			ID card					0	0	Tran Thi Thanh Nhan: Brother-in-law
1.19	Duong Tan Tai			ID card					0	0	Tran Thi Thanh Nhan: Brother-in-law

No.	Name	Transaction account (if any)	Position at the company (if any)	ID Card/Passport/ Business Registration Type	Enterprise Registration Certificate Number	Date of issue	Place of issue	Head office address/Contact address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Notes
1.20	Nguyen Thi Xiec			ID card					0	0	Tran Thi Thanh Nhan:Sister-in-law
1.21	Nguyen Hong Khanh			ID card					0	0	Tran Thi Thanh Nhan:Sister-in-law
1.22	Tran Thi Kieu			ID card					0	0	Tran Thi Thanh Nhan:Sister-in-law
1.23	Nguyen Thi Kim Tinh			ID card					0	0	Tran Thi Thanh Nhan:Sister-in-law
1.24	Le Thi Truong			ID card					0	0	Tran Thi Thanh Nhan:Sister-in-law
1.25	Tran Thi Ich			ID card					0	0	Tran Thi Thanh Nhan:Sister-in-law
1.26	Pham Quang Minh			ID card					0	0	Tran Thi Thanh Nhan:Brother-in-law
1.27	Tran Thi Dep			ID card					0	0	Tran Thi Thanh Nhan:Sister-in-law
1.28	Doan Van Trung			ID card					0	0	Tran Thi Thanh Nhan:Brother-in-law
1.29	Pham Thi Hoa			ID card					0	0	Tran Thi Thanh Nhan:Sister-in-law
1.30	Tan Binh Import - Export Joint Stock Corporation (Tanimex)			BRC	0301464904	07/18/2006	Department of Planning and Investment of HCMc	325 Ly Thuong Kiet Street, Tan Hoa Ward, Ho Chi Minh City, Vietnam.	0	0	Tran Thi Thanh Nhan:Members of BOD
1.31	Ho Chi Minh City Finance and Investment State owned Company (HFIC)			BRC	0300535140	04/13/2010	Department of Planning and Investment of HCMc	67-73 Nguyen Du Street, Sai Gon Ward, Ho Chi Minh City, Vietnam.	42,434.000	49%	Tran Thi Thanh Nhan:Capital representative
<b>2</b>	<b>Bui Tuan Ngoc</b>		<b>Vice Chairman of the BOD</b>	<b>ID card</b>					<b>0</b>	<b>0</b>	
2.1	Nguyen Thanh Huyen			ID card					0	0	Bui Tuan Ngoc: Wife
2.2	Bui Tran Yen Chau			ID card					0	0	Bui Tuan Ngoc: Child
2.3	Bui Ngoc Thach			ID card					0	0	Bui Tuan Ngoc: Child
2.4	Bui Ngoc Han			ID card					0	0	Bui Tuan Ngoc: Child
2.5	Bui Ngoc Tuong			ID card					0	0	Bui Tuan Ngoc: Child
2.6	Bui Minh Tuan		Members of BOD	Passport					0	0	Bui Tuan Ngoc: Younger sibling
2.7	Hoang Thi My Quyen			Passport					0	0	Bui Tuan Ngoc: Sister-in-law
2.8	Transimex Corporation			BRC	0301874259	12/03/1999	Department of Finance of HCMc	172 (9th-10th floor) Hai Ba Trung Street, Tan Dinh Ward, Ho Chi Minh City, Vietnam.	24,346.700	28,11%	Bui Tuan Ngoc: Chairman of the BOD



No.	Name	Transaction account (if any)	Position at the company (if any)	ID Card/Passport/ Business Registration Type	Enterprise Registration Certificate Number	Date of issue	Place of issue	Head office address/Contact address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Notes
2.9	Thien Hai Investment And Trading Company Limited			BRC	0300989419	11/29/1993	Department of Finance of HCMc	56 Pham Ngoc Thach Street, Xuan Hoa Ward, Ho Chi Minh City, Vietnam.	0	0	Bui Tuan Ngoc: Chairman of the Members' Council
2.10	Toan Viet Investment Corporation			BRC	0309587030	11/19/2009	Department of Finance of HCMc	56 Pham Ngoc Thach Street, Xuan Hoa Ward, Ho Chi Minh City, Vietnam.	0	0	Bui Tuan Ngoc: General Director
2.11	Transimex Logistics Corporation			BRC	0307821849	03/18/2009	Department of Finance of HCMc	2nd Floor, Phu Nhuan Plaza Building, 82 Tran Huy Lieu Street, Cau Kieu Ward, Ho Chi Minh City, Vietnam	0	0	Bui Tuan Ngoc: Chairman of the BOD
2.12	Phu Nhuan Trading Joint Stock Company			BRC	0301428617	06/11/2004	Department of Finance of HCMc	314 - 316 - 318 Phan Dinh Phung Street, Cau Kieu Ward, Ho Chi Minh City, Vietnam	0	0	Bui Tuan Ngoc: Chairman of the BOD
2.13	Vinh Loc Logistics Corporation			BRC	0316114557	01/16/2020	Department of Finance of HCMc	A part of Lot 1.9/1, Street No. 5, Vinh Loc Industrial Park, Binh Tan Ward, Ho Chi Minh City, Vietnam.	0	0	Bui Tuan Ngoc: Chairman of the BOD
2.14	Mipec Port Corporation			BRC	0201641148	06/29/2015	Department of Finance of Hai Phong	Dinh Vu Peninsula, Dinh Vu - Cat Hai Economic Zone, Dong Hai Ward, Hai Phong City, Vietnam	0	0	Bui Tuan Ngoc: Members of BOD
2.15	Transimex Property Company Limited			BRC	0309428263	10/14/2009	Department of Finance of HCMc	172 Hai Ba Trung, Tan Dinh Ward, Ho Chi Minh City, Vietnam	0	0	Bui Tuan Ngoc: Company President
2.16	Transimex Hi Tech Park Logistics Co., Ltd			BRC	0312967522	09/29/2014	Department of Finance of HCMc	Lot BT, D2 Street, Ho Chi Minh City Hi-Tech Park, Tang Nhon Phu Ward, Ho Chi Minh City, Vietnam	0	0	Bui Tuan Ngoc: Chairman of the Members' Council
2.17	Long An Investment Single-Member Limited Liability Company			BRC	1101991912	09/29/2021	Department of Finance of Tay Ninh	Lot E2-E3, VL7 Street, Vinh Loc 2 Industrial Park, My Yen Commune, Tay Ninh Province, Vietnam	0	0	Bui Tuan Ngoc: Chairman of the Members' Council
3	Huynh An Trung		Members of BOD, General Director	ID card					145,000	0,167%	
3.1	Tran Thi Huong			None					0	0	- Huynh An Trung: Mother-in-law - Old and weak, lost ID card, born in 1939
3.2	Huynh Thi Yen Khanh			ID card					5,000	0,006%	Huynh An Trung: Wife
3.3	Huynh Song Gia Han			ID card					0	0	Huynh An Trung: Child
3.4	Huynh Thanh Tung			ID card					0	0	Huynh An Trung: Younger sibling
3.5	Huynh Thanh Tra			ID card					0	0	Huynh An Trung: Younger sibling
3.6	Phan Thi Hong Van			ID card					0	0	Huynh An Trung: Sister-in-law
3.7	Le Hong Thuy Trang			ID card					0	0	Huynh An Trung: Sister-in-law
3.8	Ho Chi Minh City Finance and Investment State owned Company (HFIC)			BRC	0300535140	04/13/2010	Department of Planning and Investment of HCMc	67-73 Nguyen Du Street, Sai Gon Ward, Ho Chi Minh City, Vietnam.	42,434,000	49%	Huynh An Trung: Capital representative

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3.9	Thang Long Logistics Services Corporation			BRC	0900989442	12/04/2016	Department of Planning and Investment of Hung Yen	Buoi Residential Group, Duong Hao Ward, Hung Yen Province, Vietnam.	0	0	Huynh An Trung: Members of BOD
3.10	Vinh Loc Logistics Corporation			BRC	0316114557	01/16/2020	Department of Planning and Investment of HCMc	A part of Lot 1.9/1, Street No. 5, Vinh Loc Industrial Park, Binh Tan Ward, Ho Chi Minh City, Vietnam.	0	0	Huynh An Trung: Vice Chairman of the BOD
3.11	Special Aquatic Products Joint Stock Company (SEASPIMEX)			BRC	0302598530	04/15/2002	Department of Planning and Investment of HCMc	51/14 Hoa Binh Street, Phu Thanh Ward, Ho Chi Minh City, Vietnam	0	0	Huynh An Trung: Chairman of the BOD
3.12	Cholimex Food Joint Stock Company			BRC	0304475742	07/19/2006	Department of Planning and Investment of HCMc	Lot C40-43/I, C51-55/II, Street No. 7, Vinh Loc Industrial Park, Vinh Loc Commune, Ho Chi Minh City, Vietnam.	0	0	Huynh An Trung: Chairman of the BOD
3.13	Transimex Corporation			BRC	0301874259	12/03/1999	Department of Finance of HCMc	172 (9th-10th floor) Hai Ba Trung Street, Tan Dinh Ward, Ho Chi Minh City, Vietnam.	24.346.700	28,11%	Huynh An Trung: Members of BOD
4	Le Duy Hiep		Members of BOD	ID card					58,013	0,067%	
4.1	Do Thi Viet Hoa			ID card					0	0	Le Duy Hiep: Wife
4.2	Le Duy Nguyet Linh			ID card					0	0	Le Duy Hiep: Child
4.3	Le Duy Nhat Khoi			ID card					0	0	Le Duy Hiep: Child
4.4	Le Thi Lien Hoan			ID card					0	0	Le Duy Hiep: Older sister
4.5	Le Hoang			ID card					0	0	Le Duy Hiep: Brother-in-law
4.6	Macs Shipping Corporation			BRC	0302326311	05/24/2001	Department of Finance of HCMc	89 Pasteur Street, Sai Gon Ward, Ho Chi Minh City, Vietnam	508.300	0,59%	Le Duy Hiep: Chairman of the BOD
4.7	Transimex Corporation			BRC	0301874259	12/03/1999	Department of Finance of HCMc	172 (9th-10th floor) Hai Ba Trung Street, Tan Dinh Ward, Ho Chi Minh City, Vietnam.	24.346.700	28,11%	Le Duy Hiep: Vice Chairman of the BOD, General Director
4.8	Vinafreight Joint Stock Company			BRC	0302511219	01/14/2002	Department of Finance of HCMc	8th Floor, Phu Nhuan Plaza Building, 82 Tran Huy Lieu Street, Cau Kieu Ward, Ho Chi Minh City, Vietnam	102.000	0,118%	Le Duy Hiep: Members of BOD
4.9	Vinaprint Corporation			BRC	0301306457	09/08/2006	Department of Finance of HCMc	56 Pham Ngoc Thach Street, Xuan Hoa Ward, Ho Chi Minh City, Vietnam.	0	0	Le Duy Hiep: Members of BOD
4.10	The Van Cargoes And Foreign Trade Logistics Joint Stock Company			BRC	0101352858	04/07/2003	Department of Finance of Ha Noi	2 Bich Cau Street, O Cho Dua Ward, Hanoi City, Vietnam.	0	0	Le Duy Hiep: Members of BOD
4.11	Long An Investment Single-Member Limited Liability Company			BRC	1101991912	09/29/2021	Department of Finance of Tay Ninh	Lot E2-E3, VL7 Street, Vinh Loc 2 Industrial Park, My Yen Commune, Tay Ninh Province, Vietnam	0	0	Le Duy Hiep: Member of the Members' Council
4.12	Nippon Express (Vietnam) Co., Ltd			BRC	0302065148	05/22/2008	Department of Finance of HCMc	Room 5.2 - 5.3, E-Town Building, 364 Cong Hoa Street, Tan Binh Ward, Ho Chi Minh City, Vietnam.	0	0	Le Duy Hiep: Chairman of the Members' Council
4.13	Vector International Aviation Service Co.,Ltd			BRC	0303353300	06/14/2004	Department of Finance of HCMc	39B Truong Son Street, 11th Floor, Hai Au Building, Tan Son Nhat Ward, Ho Chi Minh City, Vietnam	0	0	Le Duy Hiep: Chairman of the Members' Council



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5	Bui Minh Tuan		Members of BOD	Passport					0	0	
5.1	Hoang Thi My Quyen			Passport					0	0	Bui Minh Tuan: Wife
5.2	Bui Hoang Tuan Khang			Passport					0	0	Bui Minh Tuan: Child
5.3	Bui Tuan Ngoc		Vice Chairman of the BOD	ID card					0	0	Bui Minh Tuan: Older Brother
5.4	Nguyen Thanh Huyen			ID card					0	0	Bui Minh Tuan: Sister-in-law
5.5	Vina Investment Corporation			BRC	0305012923	05/14/2007	Department of Finance of HCMc	56 Pham Ngoc Thach Street, Xuan Hoa Ward, Ho Chi Minh City, Vietnam.	0	0	Bui Minh Tuan: General Director
5.6	Transimex Corporation			BRC	0301874259	12/03/1999	Department of Finance of HCMc	172 (9th-10th floor) Hai Ba Trung Street, Tan Dinh Ward, Ho Chi Minh City, Vietnam.	24,346.700	28,11%	Bui Minh Tuan: Members of BOD
5.7	Thien Hai Investment And Trading Company Limited			BRC	0300989419	11/29/1993	Department of Finance of HCMc	56 Pham Ngoc Thach Street, Xuan Hoa Ward, Ho Chi Minh City, Vietnam.	0	0	Bui Minh Tuan: Member of the Members' Council
5.8	Phu Nhuan Trading Joint Stock Company			BRC	0301428617	06/11/2004	Department of Finance of HCMc	314 - 316 - 318 Phan Dinh Phung Street, Cau Kieu Ward, Ho Chi Minh City, Vietnam	0	0	Bui Minh Tuan: Members of BOD
5.9	Garmex SaiGon Corporation			BRC	0300742387	01/07/2004	Department of Finance of HCMc	252 Nguyen Van Luong Street, Go Vap Ward, Ho Chi Minh City, Vietnam	0	0	Bui Minh Tuan: Members of BOD
5.10	Merufa Joint Stock Company			BRC	0300478598	01/20/2003	Department of Finance of HCMc	38 Truong Quoc Dung Street, Phu Nhuan Ward, Ho Chi Minh City, Vietnam	0	0	Bui Minh Tuan: Members of BOD
6	Vo Van Than		Members of BOD, Vice General Director	ID card					39.000	0,045%	
6.1	Truong Thi Anh Tuyet			ID card					0	0	Vo Van Than: Mother
6.2	Pham Thi Kim Thoa			ID card					0	0	Vo Van Than: Mother-in-law
6.3	Ho Thi Thu Ha			ID card					0	0	Vo Van Than: Wife
6.4	Vo Chi Thien			ID card					0	0	Vo Van Than: Child
6.5	Vo Minh Thien			ID card					0	0	Vo Van Than: Child
6.6	Vo Van Quoc			ID card					0	0	Vo Van Than: Younger sibling
6.7	Nguyen Thi Diem Phuong			ID card					0	0	Vo Van Than: Sister-in-law
6.8	Vo Van Vu Ca			ID card					0	0	Vo Van Than: Younger sibling
6.9	Ho Phuoc Dien			ID card					0	0	Vo Van Than: Younger sibling
6.10	Huynh Thi Ngoc Quynh			ID card					0	0	Vo Van Than: Sister-in-law

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6.11	Ho Chi Minh City Finance and Investment State owned Company (HFIC)			BRC	0300535140	04/13/2010	Department of Planning and Investment of HCMC	67-73 Nguyen Du Street, Sai Gon Ward, Ho Chi Minh City, Vietnam.	42.434.000	49%	Vo Van Than: Capital representative
6.12	Vinh Loc Industrial Park Co.,Ltd			BRC	0305073316	07/03/2007	Department of Planning and Investment of HCMC	Lot A59/1, Street No. 7, Vinh Loc Industrial Park, Binh Tan Ward, Ho Chi Minh City, Vietnam.	0	0	Vo Van Than: Chairman of the Members' Council
6.13	Vinh Loc - Ben Thanh Services Joint Stock Company			BRC	0315958861	10/14/2019	Department of Planning and Investment of HCMC	Lot II.11, Street No. 5, Vinh Loc Industrial Park, Binh Tan Ward, Ho Chi Minh City, Vietnam.	0	0	Vo Van Than: Chairman of the BOD
6.14	Cholimex Trading - Service Joint Stock Company			BRC	0304424152	06/21/2006	Department of Planning and Investment of HCMC	Lot C71/II, Street No. 6, Vinh Loc Industrial Park, Vinh Loc Commune, Ho Chi Minh City, Vietnam.	0	0	Vo Van Than: Chairman of the BOD
6.15	Vinh Loc - Ben Luc Industrial Zone Construction And Investment Corporation			BRC	1100839263	04/04/2008	Department of Planning and Investment of Long An	National Route 1, Voi La Hamlet, My Yen Commune, Tay Ninh Province, Vietnam.	0	0	Vo Van Than: Members of BOD
6.16	Vinh Loc Logistics Corporation			BRC	0316114557	01/16/2020	Department of Planning and Investment of HCMC	A part of Lot 1.9/1, Street No. 5, Vinh Loc Industrial Park, Binh Tan Ward, Ho Chi Minh City, Vietnam.	0	0	Vo Van Than: Members of BOD
7	<b>Hoang Thi Hong Nhung</b>		<b>Members of BOD</b>	<b>ID card</b>					0	0	
7.1	Hoang Trung			ID card					0	0	Hoang Thi Hong Nhung: Father
7.2	Pham Van Nghe			ID card					0	0	Hoang Thi Hong Nhung: Father-in-law
7.3	Bui Thi Chau			ID card					0	0	Hoang Thi Hong Nhung: Mother-in-law
7.4	Pham Nam Vinh An			ID card					0	0	Hoang Thi Hong Nhung: husband
7.5	Pham Hoang Khanh Uyen			None					0	0	- Hoang Thi Hong Nhung: Child - Minor
7.6	Hoang Thuy Trang			ID card					0	0	Hoang Thi Hong Nhung: Younger sibling
7.7	Dinh Hoai Phong			ID card					0	0	Hoang Thi Hong Nhung: Brother-in-law
7.8	Ho Chi Minh City Finance and Investment State owned Company (HFIC)			BRC	0300535140	04/13/2010	Department of Planning and Investment of HCMC	67-73 Nguyen Du Street, Sai Gon Ward, Ho Chi Minh City, Vietnam.	42.434.000	49%	Hoang Thi Hong Nhung: Capital representative
7.9	Kenh Dong Water Supply Joint Stock Company (WASS)			BRC	0302912771	04/21/2003	Department of Planning and Investment of HCMC	14-16 Phan Dang Luu Street, Gia Dinh Ward, Ho Chi Minh City, Vietnam	0	0	Hoang Thi Hong Nhung: Chairwoman of the BOD
8	<b>Le Thi Nguyet Hang</b>		<b>Head of the Board of Supervisors</b>	<b>ID card</b>					0	0	
8.1	Le Quang Thien			ID card					0	0	Le Thi Nguyet Hang: Father



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8.2	Nguyen Vinh Toan			ID card					0	0	Le Thi Nguyet Hang: husband
8.3	Nguyen Le Quang Huy			ID card					0	0	Le Thi Nguyet Hang: Child
8.4	Nguyen Le Quang Hung			ID card					0	0	Le Thi Nguyet Hang: Child
8.5	Le Thien Thanh			ID card					0	0	Le Thi Nguyet Hang: Older Brother
8.6	Le Thi Nguyet Hanh			ID card					0	0	Le Thi Nguyet Hang: Younger sibling
8.7	Le Phuoc Truong			ID card					0	0	Le Thi Nguyet Hang: Younger sibling
8.8	Nguyen Thi Huong Thao			ID card					0	0	Le Thi Nguyet Hang: Sister-in-law
8.9	Thai Anh Huy			ID card					0	0	Le Thi Nguyet Hang: Brother-in-law
8.10	Truong Thi Tung			ID card					0	0	Le Thi Nguyet Hang: Sister-in-law
9	Phan Quynh Anh		Member of the Board of Supervisors	ID card					0	0	
9.1	Phan Hong Quan			ID card					0	0	Phan Quynh Anh: Father
9.2	Dang Thuc Trinh			ID card					0	0	Phan Quynh Anh: Mother
9.3	Huynh Ngoc Cuong			ID card					0	0	Phan Quynh Anh: Father-in-law
9.4	Nguyen Thi Truyen			ID card					0	0	Phan Quynh Anh: Mother-in-law
9.5	Huynh Nguyen An Khuong			ID card					0	0	Phan Quynh Anh: husband
9.6	Huynh Ngoc Phuc An			None					0	0	- Phan Quynh Anh: Child - Minor
9.7	Huynh Ngoc Phan Anh			None					0	0	- Phan Quynh Anh: Child - Minor
9.8	Phan Quynh Mai			ID card					0	0	Phan Quynh Anh: Younger sibling
9.9	Bui Duc Khiem			ID card					0	0	Phan Quynh Anh: Brother-in-law
9.10	Ho Chi Minh City Finance and Investment State owned Company (HFIC)			BRC	0300535140	04/13/2010	Department of Planning and Investment of HCMC	67-73 Nguyen Du Street, Sai Gon Ward, Ho Chi Minh City, Vietnam.	42.434.000	49%	Phan Quynh Anh: Capital representative

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9.11	Ho Chi Minh City Securities Corporation			BRC	4103001573	04/23/2003	Department of Planning and Investment of HCMC	Floors 2, 5, 6, 7, 11 and 12, AB Building, 76A Le Lai Street, Ben Thanh Ward, District 1, Ho Chi Minh City, Vietnam	0	0	Phan Quynh Anh: Members of BOD
9.12	Sai Gon Medical Investment Joint Stock Company			BRC	0303649428	09/21/2016	Department of Planning and Investment of HCMC	205 Nguyen Xi Street, Binh Thanh Ward, Ho Chi Minh City, Vietnam	0	0	Phan Quynh Anh: Members of BOD
10	Le Van Hung		Member of the Board of Supervisors	ID card					0	0	
10.1	Tran Thi Muoi			ID card					0	0	Le Van Hung: Mother
10.2	Vo Thi Kim Ngan			ID card					0	0	Le Van Hung: Wife
10.3	Le Tri Dung			ID card					0	0	Le Van Hung: Child
10.4	Le Ngan Ha			ID card					0	0	- Le Van Hung: Child - Minor
10.5	Le Van Hien			ID card					0	0	Le Van Hung: Older Brother
10.6	Vo Thi Phuong Oanh			ID card					0	0	Le Van Hung: Sister-in-law
10.7	Le Thi Huong			ID card					0	0	Le Van Hung: Younger sibling
10.8	Le Thi Huong			ID card					0	0	Le Van Hung: Younger sibling
10.9	Tran Van Binh			ID card					0	0	Le Van Hung: Brother-in-law
10.10	Nguyen Thanh Tuan			ID card					0	0	Le Van Hung: Brother-in-law
10.11	Transimex Corporation			BRC	0301874259	12/03/1999	Department of Finance of HCMC	172 (9th-10th floor) Hai Ba Trung Street, Tan Dinh Ward, Ho Chi Minh City, Vietnam.	24,346.700	28,11%	Le Van Hung: Giám đốc Tài chính
10.12	Vinafreight Joint Stock Company			BRC	0302511219	01/14/2002	Department of Finance of HCMC	8th Floor, Phu Nhuan Plaza Building, 82 Tran Huy Lieu Street, Cau Kieu Ward, Ho Chi Minh City, Vietnam	102.000	0,118%	Le Van Hung: Members of BOD
10.13	Ben Thanh Services Joint Stock Company			BRC	0305246978	10/04/2007	Department of Planning and Investment of HCMC	390 Nguyen Cong Tru Street, Ben Thanh Ward, Ho Chi Minh City, Vietnam	0	0	Le Van Hung: Chairman of the BOD
10.14	Special Aquatic Products Joint Stock Company (SEASPIMEX)			BRC	0302598530	04/15/2002	Department of Planning and Investment of HCMC	51/14 Hoa Binh Street, Phu Thanh Ward, Ho Chi Minh City, Vietnam	0	0	Le Van Hung: Members of BOD
10.15	Phu Nhuan Trading Joint Stock Company			BRC	0301428617	06/11/2004	Department of Finance of HCMC	314-316-318 Phan Dinh Phung Street, Cau Kieu Ward, Ho Chi Minh City, Vietnam	0	0	Le Van Hung: Members of BOD
10.16	Garmex SaiGon Corporation			BRC	0300742387	01/07/2004	Department of Planning and Investment of HCMC	252 Nguyen Van Luong Street, Go Vap Ward, Ho Chi Minh City, Vietnam	0	0	Le Van Hung: Members of BOD
10.17	VinaTrans DaNang			BRC	0400426836	08/12/2002	Department of Planning and Investment of Da Nang	Street No. 2, Hoa Cam Industrial Park, Cam Le Ward, Da Nang City, Vietnam.	0	0	Le Van Hung: Members of BOD



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11	Luu Thanh Danh		Vice General Director	ID card					8.000	0,009%	
11.1	Luu Thach Sanh			ID card					0	0	Luu Thanh Danh: Father
11.2	Le Van Cao			ID card					0	0	Luu Thanh Danh: Father-in-law
11.3	Nguyen Thi Thuy			ID card					0	0	Luu Thanh Danh: Mother-in-law
11.4	Le Thi Thanh			ID card					0	0	Luu Thanh Danh: Wife
11.5	Luu Minh Long			ID card					0	0	Luu Thanh Danh: Child
11.6	Luu Minh Quan			ID card					0	0	Luu Thanh Danh: Child
11.7	Luu Quy Hanh			ID card					0	0	Luu Thanh Danh: Older sister
11.8	Dau Hung Cuong			ID card					0	0	Luu Thanh Danh: Brother-in-law
11.9	Luu Ngoc Dung			ID card					0	0	Luu Thanh Danh: Younger sibling
11.10	Ho Quoc Binh			ID card					0	0	Luu Thanh Danh: Brother-in-law
11.11	Cholimex Investment And Construction Joint Stock Company			BRC	0305412784	12/20/2007	Department of Planning and Investment of HCMC	23-25 An Diem, Cho Lon Ward, Ho Chi Minh City, Vietnam	0	0	Luu Thanh Danh: Members of BOD
11.12	Vinh Loc - Ben Luc Industrial Zone Construction And Investment Corporation			BRC	1100839263	04/04/2008	Department of Planning and Investment of Long An	National Route 1, Voi La Hamlet, My Yen Commune, Tay Ninh Province, Vietnam.	0	0	Luu Thanh Danh: Members of BOD
11.13	Vinh Loc - Ben Thanh Services Joint Stock Company			BRC	0315958861	10/14/2019	Department of Planning and Investment of HCMC	Lot II.11, Street No. 5, Vinh Loc Industrial Park, Binh Tan Ward, Ho Chi Minh City, Vietnam.	0	0	Luu Thanh Danh: Members of BOD, General Director
12	Diep Nam Hai		Vice General Director	ID card					184.913	0,214%	
12.1	Diep Ky			ID card					0	0	Diep Nam Hai: Father
12.2	Nguyen Thi Thanh Phuong			ID card					0	0	Diep Nam Hai: Mother
12.3	Le Thi Minh Chau			ID card					0	0	Diep Nam Hai: Wife
12.4	Diep Le Minh Thao			Passport					0	0	Diep Nam Hai: Child

No.	Name	Transaction account (if any)	Position at the company (if any)	ID Card/Passport/ Business Registration Type	Enterprise Registration Certificate Number	Date of issue	Place of issue	Head office address/Contact address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Notes
12.5	Diep Le Minh Han			ID card					0	0	Diep Nam Hai: Child
12.6	Diep Thi Song Huong			ID card					0	0	Diep Nam Hai: Older sister
12.7	Diep Tuyet Mai			ID card					0	0	Diep Nam Hai: Younger sibling
12.8	Diep Minh Thu			ID card					0	0	Diep Nam Hai: Younger sibling
12.9	Diep Minh Quoc			ID card					0	0	Diep Nam Hai: Younger sibling
12.10	Diep Minh Khanh			ID card					0	0	Diep Nam Hai: Younger sibling
12.11	Pham Thi Thanh Trang			ID card					0	0	Diep Nam Hai: Sister-in-law
12.12	Ngo Ngoc Bich			ID card					0	0	Diep Nam Hai: Sister-in-law
12.13	Nguyen Duc Hue			ID card					0	0	Diep Nam Hai: Brother-in-law
12.14	Ly Van Hien			ID card					0	0	Diep Nam Hai: Brother-in-law
12.15	Cholimex Food Joint Stock Company			BRC	0304475742	07/19/2006	Department of Planning and Investment of HCMC	Lot C40-43/I, C51-55/II, Street No. 7, Vinh Loc Industrial Park, Vinh Loc Commune, Ho Chi Minh City, Vietnam.	0	0	Diep Nam Hai: Members of BOD, General Director
12.16	Special Aquatic Products Joint Stock Company (SEASPIMEX)			BRC	0302598530	04/15/2002	Department of Planning and Investment of HCMC	51/14 Hoa Binh, Phu Thanh Ward, Ho Chi Minh City, Vietnam	0	0	Diep Nam Hai: Members of BOD
13	Vo Van Day		Chief Accountant	ID card					15.700	0,018%	
13.1	Nguyen Thi Tui			ID card					0	0	Vo Van Day: Mother
13.2	Nguyen Thi Ho			ID card					0	0	Vo Van Day: Mother-in-law



No.	Name	Transaction account (if any)	Position at the company (if any)	ID Card/Passport/ Business Registration Type	Enterprise Registration Certificate Number	Date of issue	Place of issue	Head office address/Contact address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Notes
13.3	Nguyen Mong Ngoc			ID card					0	0	Vo Van Day: Wife
13.4	Vo Nguyen Bao Thinh			ID card					0	0	- Vo Van Day: Child - Minor
13.5	Vo Quang Trung			ID card					0	0	Vo Van Day: Older Brother
13.6	Vo Van Binh			ID card					0	0	Vo Van Day: Older Brother
13.7	Vo Van Du			ID card					0	0	Vo Van Day: Older Brother
13.8	Vo Thi Kim Loan			ID card					0	0	Vo Van Day: Older sister
13.9	Vo Van Quang			ID card					0	0	Vo Van Day: Younger sibling
13.10	Nguyen Thi Phuoc Trang			ID card					0	0	Vo Van Day: Sister-in-law
13.11	Nguyen Thi Le Thuy			ID card					0	0	Vo Van Day: Sister-in-law
13.12	Nguyen Thi Nguyen			ID card					0	0	Vo Van Day: Sister-in-law
13.13	Vo Van Ha			ID card					0	0	Vo Van Day: Brother-in-law
13.14	Chau Thuc Nhi			ID card					0	0	Vo Van Day: Sister-in-law
13.15	Vinh Loc Logistics Corporation			BRC	0316114557	01/16/2020	Department of Planning and Investment of HCMC	A part of Lot 19/1, Street No. 5, Vinh Loc Industrial Park, Binh Tan Ward, Ho Chi Minh City, Vietnam.	0	0	Vo Van Day: Members of BOS
13.16	Cholimex Food Joint Stock Company			BRC	0304475742	07/19/2006	Department of Planning and Investment of HCMC	Lot C40-43/I, C51-55/II, Street No. 7, Vinh Loc Industrial Park, Vinh Loc Commune, Ho Chi Minh City, Vietnam.	0	0	Vo Van Day: Members of BOS

No.	Name	Transaction account (if any)	Position at the company (if any)	ID Card/Passport/ Business Registration Type	Enterprise Registration Certificate Number	Date of issue	Place of issue	Head office address/Contact address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Notes
14	Nguyen Thi Thuy Tram		Company Secretary / Person in charge of governance / Authorized individual for information disclosure	ID card					0	0	
14.1	Nguyen Cong Truc			ID card					0	0	Nguyen Thi Thuy Tram: Father
14.2	Tran Thi Nga			ID card					0	0	Nguyen Thi Thuy Tram: Mother
14.3	Nguyen Thi Thuy Trang			ID card					0	0	Nguyen Thi Thuy Tram: Older sister
14.4	Le Hoan Vu			ID card					0	0	Nguyen Thi Thuy Tram: Brother-in-law
14.5	Nguyen Trong Nghia			ID card					0	0	Nguyen Thi Thuy Tram: Younger brother



No.	Name	Transaction account (if any)	Position at the company (if any)	ID Card/Passport/ Business Registration Type	Enterprise Registration Certificate Number	Date of issue	Place of issue	Head office address/Contact address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Notes
15	The Party Committee of Cho Lon Investment and Import Export Corporation .		Internal Person	Establishment decision	57-QĐ/DUK	08/15/2016	The Standing Committee of the Party Committee of the State-Owned Enterprises Block (DNTP)	631 - 633 Nguyen Trai, Cho Lon Ward, Ho Chi Minh City, Vietnam.	0	0	
16	The grassroots union of Cho Lon Investment and Import Export Corporation (Cholimex)		Internal Person	Establishment decision	28/QĐ-CĐCDN	08/15/2016	The Standing Committee of the Trade Union of the State-Owned Enterprises and Trade Services in Ho Chi Minh City (DNCI and DV TM TP.HCM).	631 - 633 Nguyen Trai, Cho Lon Ward, Ho Chi Minh City, Vietnam.	100.000	0,115%	
17	The Ho Chi Minh Communist Youth Union of Cho Lon Investment and Import Export Corporation (Cholimex)		Internal Person	Establishment decision	12-QĐ/DTN	08/30/2017	The Standing Committee of the Youth Union of the State-Owned Enterprises Block (DNTP).	631 - 633 Nguyen Trai, Cho Lon Ward, Ho Chi Minh City, Vietnam.	0	0	

Ho Chi Minh City, dated March 23, 2026.  
ON BEHALF OF THE BOARD OF DIRECTORS



Tran Thi Thanh Nhan

## TRANSACTIONS OF INTERNAL PERSONS AND AFFILIATED PERSONS OF INTERNAL PERSONS CONCERNING THE COMPANY'S SHARES.

(Attached to the 2025 Report on Corporate Governance)

No.	The person executing the transaction	Relationship with internal persons	Number of shares held at the beginning of the period		Number of shares held at the end of the period		Reasons for increase or decrease (buy, sell, convert, bonus...)
			Number of shares	Ratio (%)	Number of shares	Ratio (%)	
1	Transimex Corporation	Affiliated persons of the Vice Chairman of the BOD, Board Members, and Supervisory Board Members	24,822,500	28.66	24,346,700	28.11	Sell
2	Vinafreight Joint Stock Company	Affiliated persons of the members of the BOD, BOS	0	0	102,000	0.118	Buy
2	Huynh An Trung	Members of BOD, General Director	70,013	0.08	145,000	0.167	Buy
3	Vo Van Than	Members of BOD, Deputy General Director	27,000	0.03	39,000	0.045	Buy
4	Luu Thanh Danh	Deputy General Director	4,000	0.005	8,000	0.009	Buy
5	Vo Van Day	Chief Accountant	25,500	0.029	15,700	0.018	Sell
6	Diep Minh Quoc	Affiliated persons of Deputy General Director	8,000	0.009	0	0	Sell

Ho Chi Minh City, dated March 23, 2026.

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRWOMAN

Tran Thi Thanh Nhan



No: 55 /BC-CHOLIMEX-BKS

*Ho Chi Minh City, March 23, 2026*

## **REPORT OF BOARD OF SUPERVISORS TO THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

To: The General Meeting of Shareholders of Cho Lon  
Investment and Import Export Corporation (Cholimex)

Dear shareholders,

Pursuant to the 2025 Business Performance Report and the 2025 Financial Statements of Cho Lon Investment and Import-Export Corporation (CHOLIMEX), which were audited by A&C Auditing and Consulting Co., Ltd.;

Pursuant to the functions and duties of Board of Supervisors as stipulated in the Company's Charter; The Board of Supervisors respectfully submits to the 2026 Annual General Meeting of Shareholders the following report:

### **1. The outcomes of Board of Supervisors Activities in 2025**

#### **1.1 Auditing Financial Statements 2025**

The Board of Supervisors has appraised the 2025 Financial Statements audited by A&C Auditing and Consulting Co., Ltd. and unanimously confirmed: The 2025 financial statements have fairly and accurately reflected the key aspects of the financial situation of Cholimex Company and Vinh Loc Industrial Park One Member Co., Ltd. as of 31/12/2025, presented in accordance with regulations, in accordance with the corporate accounting system and current regulations. Some of the main consolidated financial indicators are as follows:

+ Audited consolidated financial statements for year 2025 of Cholon Investment and import export Corporation (Cholimex):

Unit: million Vietnam Dong

No	Indicator	31/12/2024	31/12/2025	Rate(%)	
				Growth Rate (3=2/1)	Proportion/ Total Assets (Total liabilities) 31/12/2025
A	B	1	2	3	4
1	Total assets	2.400.608	2.517.193	104,86%	100%
a.	Current Assets	258.662	328.143	126,86%	13,04%
b.	Non-Current Assets	2.141.946	2.189.050	102,19%	86,96%
2	Total Liabilities and	2.400.608	2.517.193	104,86%	100%

	owners' equity				
a.	Liabilities	585.688	622.550	106,29%	24,73%
b.	Owners' equity	1.814.920	1.894.643	104,39%	75,27%

+ Separate Audited Financial Statements in 2025 of Cholon Investment and import export Corporation

Unit: million Vietnam Dong

No	Indicator	31/12/2024	31/12/2025	Tỷ lệ (%) Rate(%)	
				Growth Rate (3=2/1)	Proportion/ Total Assets (Total liabilities) 31/12/2025
A	B	1	2	3	4
<b>1</b>	Total assets	<b>1.348.205</b>	<b>1.393.638</b>	<b>103,37%</b>	<b>100%</b>
a.	Current Assets	243.058	293.497	120,75%	21,06%
b.	Non-Current Assets	1.105.147	1.100.141	99,55%	78,94%
<b>2</b>	Total Liabilities and owners' equity	<b>1.348.205</b>	<b>1.393.638</b>	<b>103,37%</b>	<b>100%</b>
a.	Liabilities	18.093	76.264	421,51%	5,47%
b.	Owners' equity	1.330.112	1.317.374	99,04%	94,53%

(Note: Audited Financial Statements are published on <https://www.cholimex.vn/investor>)

+ Audited financial statements for year 2025 of Vinh Loc Industrial Park One Member Limited Company (Subsidiary)

Unit: million Vietnam Dong

No	Indicator	31/12/2024	31/12/2025	Rate(%)	
				Growth Rate (3=2/1)	Proportion/ Total Assets (Total liabilities) 31/12/2025
A	B	1	2	3	4
<b>1</b>	Total assets	<b>933.707</b>	<b>898.157</b>	<b>96,19%</b>	<b>100%</b>
a.	Current Assets	83.962	88.191	105,04%	9,82%
b.	Non-Current Assets	849.745	809.966	95,32%	90,18%
<b>2</b>	Total Liabilities and owners' equity	<b>933.707</b>	<b>898.157</b>	<b>96,19%</b>	<b>100%</b>
a.	Liabilities	708.498	672.948	94,98%	74,93%
b.	Owners' equity	225.209	225.209	100%	25,07%



## 1.2 Monitoring the Implementation of 2025 Shareholders Resolutions

### 1.2.1. Business Performance

Unit: million Vietnam Dong

Indicator	Year 2025		Rate(%)
	Target	Actual	Compared to Target (%)
A	1	2	3
1. Total consolidated revenue	662.000	661.836	99,98%
2. Consolidated profit before tax	224.000	229.292	102,36%
3. Consolidated profit after tax	201.766	205.928	102,06%
4. Distributable profit	104.000	104.477	100,46%

In 2025, the subsidiary and affiliated companies operated under favorable conditions and achieved positive growth, thereby contributing to the increase in the Company's profits.

### 1.2.2 Other matters implemented

Other contents approved in the Resolution of the General Meeting of Shareholders have been implemented by the company in accordance with regulations:

- Report on business and investment activities in 2024 and targets of the business and investment plan in 2025.
- Profit distribution and appropriation of funds in 2024.
- Select A&C Auditing and Consulting Co., Ltd. to review and audit the company's 2024 Financial Statements.
- Deduct and pay remuneration from the Board of Supervisors and record it in enterprise management expenses:

Unit: Vietnam Dong

No	Member of Board of Supervisors	Title	2025's remuneration	Note
1	Mr. Le Van Hung	Board Member	127.118.649	
2	Ms. Phan Quynh Anh	Board Member	127.118.649	
	Total		254.237.298	

The Board of Supervisors assesses that the approval of the above contents carried out in accordance with the prescribed order and procedures.

### 1.3 Board of Directors Monitoring Result

During the year, the Board of Directors held four regular meetings and conducted two written consultations to direct, review, and decide on matters within its authority, issuing 11 resolutions and decisions in accordance with the provisions of the Company's Charter and the Regulations on the organization and operation of the Board of Directors. All meetings were duly recorded in minutes. The resolutions and decisions issued by the Board of Directors were promulgated in accordance with proper procedures and authority, and in compliance with the provisions of law and the Company's Charter.



#### **1.4 Results of the supervision of the Executive Board**

The Board of Directors has operated and organized business activities in accordance with the provisions of law, resolutions of the General Meeting of Shareholders and the Board of Directors.

Perform financial management well, ensure the balance of capital sources for investment and development of the Company's activities; strictly and fully comply with periodic or irregular reports at the request of state management agencies; to disclose information fully, transparently and in accordance with regulations; implemented policies to safeguard and improve employees' material and spiritual well-being.

#### **1.5 Board of Supervisors Activities in 2025**

The Board of Supervisors has attended meetings of the Board of Directors, consulted with the Board of Directors and the Executive Board on issues related to the company's operations.

Submit and propose the General Meeting of Shareholders to decide on the selection of an independent auditor to audit the company's 2025 financial statements.

Inspect and supervise the company's compliance with the provisions of the law in the management and administration of activities.

Reviewed the legality, process and procedures for issuing resolutions and decisions by the Board of Directors and General Director, ensuring compliance with legal regulations and the company's Charter.

Audited quarterly, semi-annual, and annual financial reports to assess the accuracy, fairness of financial data, and compliance with Vietnam's accounting standards.

Monitored compliance with the company's information disclosure regulations according to legal requirements.

Carried out other tasks according to the functions duties of the Board of Supervisors.

#### **1.6 Coordination of activities between the Board of Supervisors and the Board of Directors and the Executive Board**

Coordinate with the Board of Directors and the Executive Board through participation in Board of Directors meetings, monthly briefings and direct working sessions.

The Board of Supervisors shall be provided with necessary documents and documents in the process of supervising the direction and administration of business activities of the Board of Directors and the Executive Board.

The Board of Supervisors has closely coordinated with the Board of Directors and the Board of Directors on the principle of legal and maximum interests of the Company and shareholders in accordance with the provisions of law and the company's Charter.

#### **2. Operation plan of the Board of Supervisors in 2026**

On the basis of the functions and tasks of the Board of Supervisors specified in the company's Charter and the operation regulations of the Board of Supervisors, the Board of Supervisors determines the focus of work in 2026 as follows:

- Supervise the compliance with the provisions of the law and the company's charter.
- Supervise the Board of Directors and the Executive Board in the implementation of the resolutions from the 2026 Annual General Shareholders' Meeting.



- Supervise the plans and implementation of the company's production, business and investment tasks.

- Reviewing and appraising the company's financial statements, coordinating activities between the Board of Directors, the Executive Board and the Board of Supervisors.

- Perform other tasks according to the functions and tasks of the Board of Supervisors

### 3. Conclusion

Through control activities in 2025, it shows that the company's business activities comply with the law, are in line with the resolution of the General Meeting of Shareholders and are highly effective.

Based on contents presented above, the Board of Supervisors reports and respectfully requests the 2026 Annual General Meeting of Shareholders to consider and approve the contents of the Board of Supervisors's report.

Best regards delegates, shareholders.

Wish the Congress a great success.

**ON BEHALF OF BOARD OF SUPERVISORS**

**HEAD OF THE BOARD**



**Lê Thị Nguyệt Hang**

**PROPOSAL**

**Regarding the approval of the audited separate  
and consolidated financial statements for 2025**

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**To: General Meeting of Shareholders  
Cho Lon Investment and Import Export Corporation (Cholimex)**

Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of The Socialist Republic Of Vietnam on June 17, 2020;

Pursuant to the Charter of Organization and Operation of Cho Lon Investment and Import Export Corporation approved by the General Meeting of Shareholders of Cho Lon Investment and Import Export Corporation (Cholimex) on April 14, 2023;

Pursuant to the Regulations on Corporate Governance of Cho Lon Investment and Import Export Corporation (Cholimex) approved by the General Meeting of Shareholders on April 14, 2023;

Pursuant to the Draft Separate and Consolidated Financial Statements of Cho Lon Investment and Import Export Corporation (Cholimex) audited by A&C Auditing and Consulting Co., Ltd.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the Content of the separate and consolidated financial statements for 2025 of Cho Lon Investment and Import Export Corporation (Cholimex), which have been audited by A&C Auditing and Consulting Co., Ltd. in accordance with Vietnamese Accounting Standards and have been disclosed in accordance with regulations and at the same time posted on the website: [www.cholimex.vn](http://www.cholimex.vn) includes:

1. Report of the Management Board
2. Independent Auditor's Report;
3. Balance Sheet;
4. Income Statement;
5. Cash Flow Statement;
6. Notes to the Financial Statements;
7. Appendix.



The figures in the aforementioned separate and consolidated financial statements may change when the official reclassification settlement is approved.

(Please see the report on the website: [www.cholimex.vn/vi/bao-cao-tai-chinh](http://www.cholimex.vn/vi/bao-cao-tai-chinh))

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

**Recipients:**

- As above;
- Archive: Office.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRWOMAN**



**Trần Thị Thanh Nhan**

**PROPOSAL**

**Regarding the plan for profit distribution  
and appropriation of funds for 2025**

**To: General Meeting of Shareholders  
Cho Lon Investment and Import Export Corporation (Cholimex)**

Pursuant to Enterprise Law No. 59/2020/QH14, which was adopted by the National Assembly of The Socialist Republic of Vietnam on June 17, 2020;

Pursuant to the Charter of organization and operation and the Regulations on Corporate Governance of Cho Lon Investment and Import Export Corporation (Cholimex), approved by the General Meeting of Shareholders of the Company Cho Lon Investment and Import Export Corporation (Cholimex) on April 14 2023;

Pursuant to the Regulations on Corporate Governance of Cho Lon Investment and Import Export Corporation (Cholimex), approved by the General Meeting of Shareholders of Cho Lon Investment and Import Export Corporation (Cholimex) on April 14, 2023;

Pursuant to Resolution No. 01/NQ-CHOLIMEX-DHDCCD dated April 15, 2025, of the Annual General Meeting of Shareholders 2025 of Cho Lon Investment and Import Export Corporation (Cholimex);

Pursuant to the separate financial statements for 2025 of Cho Lon Investment and Import Export Corporation (Cholimex), which were audited by A&C Auditing and Consulting Co., Ltd. audit;

The Board of Directors hereby submits to the General Meeting of Shareholders the plan for profit distribution and appropriation of funds for 2025 as follows:

*Unit: Million VND*

No.	Content	Appropriation Percentage	Amount
	<b>Distributable Profit</b>	<b>100%</b>	<b>104,477</b>
1	Enterprise Development Investment Fund	30.0%	31,344
2	Bonus and Welfare Fund	4.5%	4,702
3	Bonus for Enterprise Managers	1.5%	1,568
4	Dividend distribution 7.5% / par value	62.17%	64,950
5	Remaining Profit (Supplementary Capital for Business Activities)	1.83%	1,913



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

**Recipients:**

- As above;
- Archive: Office.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRWOMAN**



**Trần Thị Thanh Nhan**

No.: 10 /TTr-CHOLIMEX-HĐQT

*Ho Chi Minh City, March 23, 2026*

**PROPOSAL**

**Regarding business-investment plan targets, profit distribution plans  
appropriation of funds, remuneration and operating expenses of the Board of  
Directors, Board of Supervisors for 2026**

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**To: General Meeting of Shareholders  
Cho Lon Investment and Import Export Corporation (Cholimex)**

Pursuant to Enterprise Law No. 59/2020/QH14 passed by the National Assembly of The Socialist Republic Of Vietnam on June 17, 2020;

Pursuant to the Charter on Organization and Operations of Cho Lon Investment and Import Export Corporation (Cholimex) approved by the General Meeting of Shareholders of Cho Lon Investment and Import Export Corporation (Cholimex) on April 14, 2023;

Pursuant to the Regulations on Corporate Governance of Cho Lon Investment and Import Export Corporation (Cholimex) approved by the General Meeting of Shareholders of Cho Lon Investment and Import Export Corporation (Cholimex) on April 14, 2023;

Pursuant to the business-investment results for 2025 and the business-investment plan for 2026, the Board of Directors hereby submits to the General Meeting of Shareholders for approval the business-investment plan targets, profit distribution plan, appropriation of funds, remuneration and operating expenses of the Board of Directors, Board of Supervisors for 2026, with details as follows:

**1. Key business-investment plan targets for 2026:**

*Unit: Million VND*

<b>Target</b>	<b>Implemented for 2025</b>	<b>Plan for 2026</b>	<b>Comparison of Plan 2026 / Actual 2025 (%)</b>
<b>Consolidated figures</b>			
1. Total revenue	661,836	662,000	100.02%
2. Profit before tax	229,292	234,000	102.05%
3. Profit after tax	205,928	210,272	102.11%
4. Distributable profit	104,477	107,000	102.41%



## 2. Profit distribution plan for 2026:

No.	Content	Appropriation Percentage
	<b>Undistributed profit after tax (P.A.T in separate financial statements)</b>	<b>100%</b>
1	Enterprise development investment fund	30.0%
2	Bonus and welfare fund	4.5%
3	Enterprise management remuneration	1.5%
4	Minimum 7.0% dividend based on par value	
5	Remaining profit (Supplementary Capital for Business Activities)	

**3. The remuneration and operating expenses of the Board of Directors, Board of Supervisors for 2026 shall be 1,500,000,000 VND.**

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

**Recipients:**

- As above;
- Archive: Office.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRWOMAN**



**Tran Thi Thanh Nhan**

No: 56 /TTr-CHOLIMEX-BKS

*Ho Chi Minh City, March 23, 2026*

## **PROPOSAL**

### **Regarding the approval of the selection of an auditor for 2026**

To:                      The General Meeting of Shareholders of Cho Lon  
Investment and Import Export Corporation (Cholimex)

Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020; and Law on Enterprises No. 76/2025/QH15 dated June 17, 2025 amending and supplementing a number of articles of the Law on Enterprises No. 59/2020/QH14.

Pursuant to the Securities Law No.56/2024/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024;

Based on the 2025 financial statements of Cholon Investment and import export Corporation (Cholimex), which have been audited by A&C Auditing and Consulting Co., Ltd.;

The Board of Supervisors proposes 03 auditing units to be included in the list of selected units to provide auditing services for the Company's 2026 financial statements as follows:

1. A&C Auditing and Consulting Company Limited (A&C);
2. KPMG Vietnam Co., Ltd. (KPMG);
3. International Auditing Co., Ltd. (ICPA).

The Board of Supervisors respectfully submits to the General Meeting of Shareholders:

Approving the list of 03 independent auditing companies mentioned above as the basis for selecting the unit providing auditing services for the Company's 2026 Financial Statements;

Approving the authorization for the Board of Directors to decide on selecting one of the auditing companies as proposed by the Board of Supervisors and assigning the General Director of the Company to sign a contract to provide auditing services for the 2026 Financial Statements of Cho Lon Import-Export and Investment Corporation Company.



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

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



**Le Thi Nguyet Hang**

No.: 11 /TTr-CHOLIMEX-HĐQT

*Ho Chi Minh City, March 23, 2026*

## **PROPOSAL**

### **Regarding the amendment and supplementation of the Charter of Organization and Operation of Cho Lon Investment and Import Export Corporation (Cholimex)**

**To: General Meeting of Shareholders  
Cho Lon Investment and Import Export Corporation (Cholimex)**

Pursuant to Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

Pursuant to the Charter of Organization and Operation of Cho Lon Investment and Import Export Corporation (Cholimex) approved by the General Meeting of Shareholders on April 15, 2023;

Pursuant to Law No.: 03/2022/QH15, the Law amending and supplementing a number of articles of the Law on Public Investment, the Law on Investment in the Form of Public-Private Partnership, the Law on Investment, the Law on Housing the Law on Bidding, the Law on Electricity, the Law on Enterprises, the Law on Special Consumption Tax, and the Law on Civil Judgment Enforcement.

Pursuant to Law No.: 76/2025/QH15, the Law amending and supplementing a number of articles of the Law on Enterprises;

Pursuant to Decree No.: 245/2025/ND-CP dated September 11, 2025, on amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.

The Board of Directors respectfully submits to the for General Meeting of Shareholders for approval the amendment and supplementation of the Company's Charter (4th amendment, April 15, 2023), as follows:

No.	Article	Current Charter	Proposed Amendment	Basis for Amendment
<b>Amendment and supplementation of Article 2. Name, form, head office, branches, representative offices, business locations and term of operation of the Company</b>				
1	Point a, Clause 2, Article 2	a) Address of head office: 631-633 Nguyen Trai Street, Ward 11, District 5, Ho Chi Minh City, Vietnam	a) Address of head office: 631-633 Nguyen Trai Street, <u>Cho Lon Ward</u> , Ho Chi Minh City, Vietnam	Update new administrative boundaries



No.	Article	Current Charter	Proposed Amendment	Basis for Amendment
<b>Amendment and supplementation of Article 3. Legal Representative of the Company</b>				
2	Point d, Clause 6, Article 3	<p>6. Responsibilities of the Company's Legal Representative:</p> <p>d) The Company's legal representative shall be personally liable for damages to the Company due to violation of responsibilities specified in Point a, Point b, Point c of this Clause.</p>	<p>6. Responsibilities of the Company's Legal Representative:</p> <p>d) The Company's legal representative shall be personally liable, <u>as prescribed by law</u>, for damages to the Company due to violation of responsibilities specified in Point a, Point b, Point c of this Clause.</p>	In accordance with Clause 2, Article 13 of the Law on Enterprises 2020 (as amended and supplemented in 2022, 2025)
<b>Amend and supplement Article 40. Candidacy and nomination of Members of the Board of Directors</b>				
3	Point c, Clause 4, Article 40	<p>4. Members of the Board of Directors must meet the following standards and conditions:</p> <p>c) A member of the Board of Directors may only simultaneously hold the position of member of the Board of Directors in a maximum of 05 other companies.</p>	<p>4. Members of the Board of Directors must meet the following standards and conditions:</p> <p>c) A member of the Board of Directors may only simultaneously hold the position of member of the Board of Directors <u>or member of the Members' Council</u> in a maximum of 05 other companies.</p>	In accordance with Clause 78, Article 1 of Decree No. 245/2025/ND-CP.
<b>Amend and supplement Article 41. Composition, term of office, and structure of Members of the Board of Directors.</b>				
4	Point c, Clause 1, Article 41	<p>1. Composition, term of office, and structure of Members of the Board of Directors:</p> <p>c) The total number of non-executive Members of the Board of Directors must constitute at least 1/3 of the total number of Members of the Board of Directors.</p>	<p>1. Composition, term of office, and structure of Members of the Board of Directors:</p> <p><u>c) The structure of the company's Board of Directors must ensure that at least one third (1/3) of the total Members of the Board of Directors are non-executive members. The</u></p>	In accordance with Clause 79, Article 1 of Decree No. 245/2025/ND-CP.

			<p><u>number of non-executive Members of the Board of Directors must ensure:</u></p> <p><u>+ A minimum of 01 non-executive member if the company has from 03 to 05 Members of the Board of Directors;</u></p> <p><u>+ A minimum of 02 non-executive members if the company has from 06 to 08 Members of the Board of Directors;</u></p> <p><u>+ A minimum of 03 non-executive members if the company has from 09 to 11 Members of the Board of Directors.</u></p>	
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Respectfully submitted to the General Meeting of Shareholders for consideration and approval. Sincerely yours./.

***Recipients:***

- As above;
- Archive: Office.

**ON BEHALF OF THE BOARD OF DIRECTORS**  
**CHAIRWOMAN** *ml*



**Trần Thị Thanh Nhan**





**CHARTER OF ORGANIZATION AND OPERATION**  
**CHO LON INVESTMENT AND IMPORT EXPORT**  
**CORPORATION (CHOLIMEX)**

*(Fifth amendment, replacing the fourth amended Charter dated 14 April 2023)*

*Ho Chi Minh City, 15 April 2026*

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## **PREAMBLE**

*Pursuant to Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020;*

*Pursuant to Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019;*

*Pursuant to Decree 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of several articles of the Law on Securities;*

*Pursuant to Circular 116/2020/TT-BTC dated 31 December 2020 guiding several articles on corporate governance applicable to public companies under Decree 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of several articles of the Law on Securities;*

*Pursuant to Law No. 03/2022/QH15 on amending and supplementing a number of articles of the Law on Public Investment, Law on Public-Private Partnership Investment, Law on Investment, Law on Housing, Law on Bidding, Law on Electricity, Law on Enterprises, Law on Excise Tax and Law on Enforcement of Civil Judgments, which was passed by the National Assembly of THE SOCIALIST REPUBLIC OF VIETNAM on 11 January 2022.*

This Charter was passed by the General Meeting of Shareholders of Cho Lon Investment and Import Export Corporation (Cholimex) at the 2023 General Meeting of Shareholders held on 14 April 2023 in accordance with Resolution No. 01/NQ-CHOLIMEX-ĐHĐCĐ.

## **CHAPTER I**

### **DEFINITIONS OF TERMS IN THE CHARTER**

#### **Article 1. Interpretation of terms**

1. In this Charter, the terms below shall be interpreted as follows:

a) Charter capital is the total par value of shares sold or subscribed to be purchased upon the establishment of the joint stock company and as prescribed in Article 9 of this Charter;

b) Voting capital is share capital, pursuant to which the owner has the right to vote on matters falling under the deciding authority of the General Meeting of Shareholders;

c) Law on Enterprises is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of THE SOCIALIST REPUBLIC OF VIETNAM on 17 June 2020;

d) Law on Securities is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of THE SOCIALIST REPUBLIC OF VIETNAM on 26 November 2019;

đ) Vietnam is THE SOCIALIST REPUBLIC OF VIETNAM;



e) The Company's establishment date is 15 April 1981 (pursuant to Decision No. 73/QĐ-UB dated 15 April 1981 of the Ho Chi Minh City People's Committee);

g) The Company is Cho Lon Investment and Import Export Corporation (Cholimex) (abbreviated as Cholimex);

h) Company Executive is the General Director, Deputy General Director and Chief Accountant;

i) Company Manager is a Member of the Board of Directors, a member of the Board of Supervisors and a Company Executive;

k) internal persons are persons holding important positions in the management and operation apparatus of the Company, including: members of the Board of Directors, members of the Board of Supervisors, Company Executives, Financial – Accounting Director; Company Secretary, person in charge of corporate governance, and authorized person for information disclosure.

l) affiliated persons are individuals or organizations that have relationships with each other in the following cases:

- The Company and internal persons of the Company;
- The Company and organizations or individuals owning over 10% of voting shares or contributed capital of the Company;
- Organizations or individuals that, in their relationship with other organizations or individuals, directly or indirectly control or are controlled by that organization or individual, or together with that organization or individual are subject to common control;
- An individual and his/her biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, mother-in-law, wife, husband, biological child, adopted child, daughter-in-law, son-in-law, Order Brother, Order Sister, Younger Sibling, Elder brother-in-law, Younger brother-in-law, Elder sister-in-law, Younger sister-in-law of such individual;
- Contractual relationship in which one organization or individual acts as a representative for the other organization or individual;
- Other organizations and individuals that are affiliated persons as prescribed by the Law on Enterprises.

m) Shareholder is an individual or organization owning at least one share of the Company;

n) Strategic shareholder is a shareholder owning 20% or more of ordinary shares;

o) major shareholders are shareholders owning 5% or more of the voting shares of the Company;

p) Charter means this Charter;

q) Laws mean all laws, ordinances, decrees, regulations, circulars, decisions and other legal documents issued by Vietnamese State agencies from time to time relating to corporate activities;

r) Non-executive Member of the Board of Directors is a Member of the Board of Directors who is not the General Director, Deputy General Director, or Chief Accountant;

s) Basic construction investment: activities with the function of creating fixed assets for the Company through the forms of new procurement, modernization, or restoration of fixed assets; new construction or repair, renovation, expansion, or technical re-equipping of facilities serving the Company's production and business activities;

t) Term of operation is the period of operation of the Company as stipulated in Article 2 of this Charter and passed by the General Meeting of Shareholders of the Company;

u) The Stock Exchange means The Stock Exchange of Vietnam and its Company's subsidiaries.

2. In this Charter, references to one or more regulations or other documents include any amendments, supplements or replacement documents.

3. Headings (Sections, Articles of this Charter) are used for convenience in understanding the Content and do not affect the Content of this Charter.

## **CHAPTER II NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES**

### **BUSINESS LOCATIONS, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY**

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

1. Name of company

a) Vietnamese name: **CHO LON INVESTMENT AND IMPORT EXPORT CORPORATION (CHOLIMEX)**

b) English name: **CHO LON INVESTMENT AND IMPORT EXPORT CORPORATION (CHOLIMEX)**

c) Abbreviated name: **CHOLIMEX**

2. Registered headquarters of the Company

a) Address of head office: **631-633 Nguyen Trai, Cho Lon Ward, Ho Chi Minh City, Vietnam**

b) Telephone: **028. 38 54 71 02**

c) Fax: **028. 38 55 56 82**



- d) E-mail: cholimex@cholimex.vn  
dd) Website: www.cholimex.vn  
e) Logo:



3. The Company is organized in the form of a Joint Stock Company in accordance with the provisions of Vietnamese law, carries out business activities in accordance with this Charter and the Laws, and has legal status consistent with the current Laws of Vietnam.

4. The Company has the function of directly conducting production, business, and financial investment in Company's subsidiaries and associates; managing, directing, and exerting control over Company's subsidiaries and associates according to the percentage of Charter capital held in those companies as prescribed by the Laws and this Charter.

5. The Company has:

a) Its own seal and is entitled to open bank accounts in VND and foreign currency at domestic and foreign banks in accordance with the relevant provisions of the Laws.

b) Its own capital and assets, and is responsible for its debts and other financial obligations with all of its assets; assumes civil liability and exercises the rights and obligations of an owner towards Company's subsidiaries and associates within the scope of capital invested by the Company.

c) Ownership rights to its name, brand, and logo as prescribed by the Laws.

6. The Company may establish branches, representative offices, and business locations within the country; representative offices and other forms of commercial presence abroad to achieve the Company's operational objectives in accordance with the Decision of the Board of Directors and as prescribed by law.

7. The Company may establish Company's subsidiaries of which the Company owns 100% of the Charter capital, participate in the establishment of or contribute capital to, or purchase shares in other companies to conduct business activities as prescribed by law.

8. Term of operation: Unless dissolved as prescribed in Article 83 of this Charter, the Company's term of operation shall start from the date of establishment and be for an indefinite period.

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

The Company has 01 Legal Representative. The General Director is the Legal Representative of the Company.

1. The Legal Representative of the Company is an individual who represents the Company in exercising the rights and performing the obligations arising from the Company's transactions, represents the Company as the person requesting the

settlement of civil matters, as a plaintiff, defendant, or person with related interests and obligations before Arbitration or Court, and exercises other rights and performs other obligations as prescribed by law;

2. When exiting Vietnam, the Legal Representative must authorize in writing another individual residing in Vietnam to exercise the rights and perform the obligations of the Legal Representative. In this case, the Legal Representative remains responsible for the exercise of rights and performance of obligations as authorized;

3. In the event that the authorized person continues to exercise the rights and perform the obligations of the Legal Representative of the Company upon the expiration of the authorization term as prescribed in Clause 2 of this Article, while the Legal Representative has not yet returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise these rights and perform these obligations until the Company's Legal Representative returns to work at the Company or until the Board of Directors decides to appoint another person as the Company's Legal Representative;

4. If the Legal Representative is absent from Vietnam for more than 30 days without authorizing another person to exercise the rights and perform the obligations of the Legal Representative, or if they are Deceased, missing, being prosecuted for criminal liability, in temporary detention, serving a prison sentence, serving an administrative handling measure at a compulsory detoxification center or compulsory education center, has restricted or lost civil act capacity, has difficulty in cognition or controlling their behavior, or is banned by the Court from holding certain positions, practicing certain professions, or doing certain jobs, the Board of Directors shall appoint another person as the Legal Representative of the Company;

5. The Court or other competent authorities conducting proceedings have the right to appoint a Legal Representative to participate in proceedings as prescribed by law.

6. Responsibilities of the Company's Legal Representative:

a) To exercise the assigned rights and perform the assigned obligations honestly, carefully, and in the best manner to ensure the legitimate interests of the Company;

b) To remain loyal to the interests of the Company; not to abuse their position or office and not to use the information, know-how, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals;

c) To notify the Company in a timely, complete, and accurate manner about enterprises in which they or their Related Persons are the owners or have controlling stakes or capital contributions as prescribed by the Law on Enterprises;

d) The Company's legal representative shall be personally responsible in accordance with the law for damage to the Company caused by the breach of responsibilities prescribed at point a, point b, point c of this Clause.



### **CHAPTER III**

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

##### **Article 4. Objectives of the Company's operations**

To conduct business profitably; to preserve and develop shareholders' capital; to ensure the payment of dividends to shareholders and to guarantee employment, as well as the material and spiritual well-being of the employees.

##### **Article 5. Scope of operations and business lines**

1. The Company's business operations scope includes both domestic and international markets.

The Company is permitted to carry out business operations in the industries and trades specified in this Charter, having registered and notified the change of registration contents with the business registration authority, and having announced such on the National Business Registration Portal. In cases where the Company engages in conditional business investment lines, it shall meet all business conditions in accordance with the Law on Investment and relevant specialized laws.

2. Fields and lines of business.

a) The Company is permitted to plan and conduct all business activities within the business lines of the Company that have been announced on the National Business Registration Portal and this Charter, in accordance with the provisions of current laws, and to implement appropriate measures to achieve the Company's objectives.

b) The Company may conduct business operations in other lines and trades permitted by law after such have been approved by the General Meeting of Shareholders and after the Company has completed the procedures for notification of changes as prescribed by law.

c) Business lines

<b>No.</b>	<b>Business line name</b>	<b>Business code</b>
1	Retail sale of food in specialized stores (implemented in accordance with Decision 64/2009/QD-UBND dated 31 July 2009 and Decision 79/2009/QD-UBND dated 17 October 2009 of the Ho Chi Minh City People's Committee on approving the planning of agricultural and food business in Ho Chi Minh City).	4722
2	Retail sale of beverages in specialized stores	4723
3	Processing and preserving seafood and seafood products Detail: Production and processing of seafood products.	1020
4	Manufacture of basic chemicals Detail: Manufacture of chemical products.	2011
5	Wholesale of food Detail: Wholesale of food (not operated at the head office). Trading of seafood	4632

6	Wholesale of beverages	4633
7	Manufacture of plastic and synthetic rubber in primary forms Detail: Manufacture of plastic products.	2013
8	Manufacture of electric motors, generators, transformers, and electrical distribution and control apparatus Detail: Manufacture of electromechanical products	2710
9	Wholesale of a general range of goods Detail: Export and import of goods. Importing of materials, raw materials, equipment, machinery, and goods to serve production and business needs	4690
10	Processing and preserving meat and meat products Detail: Production and processing of livestock products.	1010
11	Manufacture of wearing apparel (except fur apparel) Detail: Manufacture of garments.	1410
12	Manufacture of woven fabrics Detail: Manufacture of textile products.	1312
13	Sale of automotive parts and accessories Detail: Trading of vehicle parts	4530
14	Wholesale of solid, liquid, and gaseous fuels and related products Detail: Trading of gasoline and oil (excluding trading of liquefied petroleum gas (LPG) and residue lubricant oil)	4661
15	Postal services Detail: Postal service agency	5310
16	Wholesale of electronic and telecommunications equipment and components Detail: Trading of telecommunications cards (telephone cards, video game cards, Internet cards). Electronic and computing business. Trading of household electrical and electronic equipment, refrigeration equipment, telecommunications equipment	4652
17	Wholesale of computers, computer peripheral equipment, and software Detail: Trading of computer components and equipment	4651
18	Manufacture of electronic components Detail: manufacture of electronics and computing industries	2610
19	Manufacture of consumer electronics	2640
20	Other specialized wholesale trade n.e.c. Detail: Trading of interior decoration goods. Trading of fertilizers, plantation timber. Providing greenery for factories in industrial parks	4669
21	Wholesale of cars and other motor vehicles Detail: Trading of transport vehicles, cars	4511
22	Sale of motorcycles and motorbikes Detail: Trading of motorcycles	4541
23	Printing Detail: Prototyping, silk-screen printing on packaging products	1811



24	Reproduction of recorded media Detail: Recording from video tapes to CD discs (weddings, birthdays).	1820
25	Wired telecommunications activities Detail: Telecommunications service agency	6110
26	Collection, treatment, and supply of water Detail: Water supply	3600
27	Collection of non-hazardous waste Detail: Industrial waste collection	3811
28	Management consultancy activities Detail: Foreign economic consulting (excluding financial, accounting, and legal consulting)	7020
29	Real estate business, land lease right belonging to the owner, user, or lessee Detail: Industrial park infrastructure business. Service of leasing premises, stalls. Real estate business. Office leasing business (only applicable to projects approved by competent authorities). Investment in eco-tourism zones, motels, hotels. Leasing of workshops	6810
30	Other financial service activities n.e.c. Detail: Investment consulting, investment and remittance services (excluding financial, accounting, and legal consulting)	6619
31	Warehousing and storage of goods Detail: warehouse leasing service (excluding warehouse business)	5210
32	Site preparation Detail: site leveling	4312
33	Wholesale of agricultural and forestry raw materials (except wood, bamboo, rattan) and live animals Detail: Trading of shrimp feed and materials for aquaculture. Trading of shrimp breeds.	4620
34	Production and distribution of steam, hot water, air conditioning, and ice production Detail: Production and trading of ice.	3530
35	Short-term accommodation services Detail: Motel and hotel leasing service (not operated in Ho Chi Minh City). Eco-tourism zone, motel, and hotel business (not operated in Ho Chi Minh City)	5510
36	Wholesale of metal and metal ores Detail: Trading of iron and steel structural components. Export and import of raw gold in bars, ingots, pieces. Wholesale of gold	4662
37	Retail sale of audio and video recordings (including blank discs/tapes) in specialized stores Detail: Trading of music and computer discs/tapes.	4762

38	Other professional, scientific, and technical activities n.e.c. Detail: Commercial brokerage services. Construction design consulting and establishment services, technology transfer consulting. Commercial services. Technical scientific consulting in the agricultural sector	7490
39	Computer programming Detail: application programming per customer requirements	6201
40	Manufacture of non-alcoholic beverages, mineral water Detail: Manufacture and trading of bottled drinking water, fruit-based soft drinks, carbonated soft drinks (no manufacturing of soft drinks in residential areas in Ho Chi Minh City)	1104
41	Repair of communication equipment Detail: Installation and repair of PBX systems, computer networks; computer equipment components; electricity; refrigeration goods; telecommunications equipment. Installation and repair of household electronics	9512
42	Repair of household electronic and audio-visual equipment Detail: Installation and repair of computer networks, components, and computer equipment.	9521
43	Manufacture of construction materials from clay Details: Manufacture of construction materials (does not operate at head office)	2392
44	Inland aquaculture Details: Aquaculture	0322
45	Manufacture of corrugated paper, paperboard, and paper and paperboard packaging Details: Manufacturing and trading of all kinds of paper, PP, and PE packaging (excluding waste recycling)	1702
46	Manufacture of structural metal products manufacture of mechanical products (does not operate at head office)	2511
47	Silviculture, forest care, and forestry nursery	0210
48	Other manufacturing n.e.c. Details: manufacturing handicrafts, leather footwear	3290
49	Manufacture of other textiles n.e.c.	1399
50	Retail sale of other new goods in specialized stores Details: Retail of gold	4773
51	Processing and preserving of fruit and vegetables Details: production and processing of agricultural products	1030
52	Construction of railways	4211
53	Other business support service activities n.e.c. Details: office services	8299
54	Construction of roads and highways	4212



55	Manufacture of other food products n.e.c. Details: production and processing of forest products, food, and consumer goods	1079
56	Construction of water projects	4291
57	Wholesale of other construction materials and installation equipment Details: Trading of construction materials. Trading of precast concrete	4663
58	Construction of mining projects	4292
59	Construction of manufacturing and processing facilities	4293
60	Construction of other civil engineering projects	4299
61	Freight transport by road Details: Road transport of petroleum products	4933
62	Real estate consultancy, brokerage, and auctioning, and auctioning of land lease right Details: Consultancy and services regarding housing and land.	6820
63	Agents, brokers, and auctioneers of goods (excluding asset auctioning)	4610
64	Restaurants and mobile food services	5610
65	Other retail in non-specialized stores (excluding retail of liquefied petroleum gas (LPG), gas cylinders, chemicals, hunting or sports guns and ammunition, and precious metals; and in accordance with Decision 64/2009/QD-UBND dated 31 July 2009 and Decision 79/2009/QD-UBND dated 17 October 2009 of the People's Committee of Ho Chi Minh City on approval of agricultural product planning within Ho Chi Minh City)	4719
66	Contract-based catering services on a non-regular basis	5621
67	Wholesale of rice, wheat, other grains, and flour (Does not operate at head office)	4631
68	Wholesale of fabrics, garments, footwear	4641
69	Beverage serving services (excluding bars and refreshment venues with dancing).	5630
70	Wholesale of other household goods	4649
71	Other catering services Details: Providing industrial meals	5629
72	Retail sale of food, beverages, and tobacco products predominant in non-specialized stores (In accordance with Decision 64/2009/QD-UBND dated 31 July 2009 and Decision 79/2009/QD-UBND dated 17 October 2009 of the People's Committee of Ho Chi Minh City on approval of agricultural and food product trading planning within Ho Chi Minh City)	4711

73	Retail sale of food in specialized stores (In accordance with Decision 64/2009/QĐ-UBND dated 31 July 2009 and Decision 79/2009/QĐ-UBND dated 17 October 2009 of the People's Committee of Ho Chi Minh City on approval of agricultural and food product trading planning within Ho Chi Minh City)	4721
74	Retail sale of computers, peripheral units, software, and telecommunications equipment in specialized stores	4741
75	Retail sale of textiles, wool, yarn, sewing thread, and other textile products in specialized stores	4751
76	Retail sale of carpets, mattresses, blankets, curtains, wall and floor coverings in specialized stores	4753
77	Retail sale of clothing, footwear, leather, and imitation leather products in specialized stores	4771
78	Retail sale of pharmaceutical, medical, cosmetic, and toilet articles in specialized stores	4772
79	Retail sale via mail order or internet (excluding retail of liquefied petroleum gas (LPG), gas cylinders, chemicals, hunting or sports guns and ammunition, and precious metals; and in accordance with Decision 64/2009/QĐ-UBND dated 31 July 2009 and Decision 79/2009/QĐ-UBND dated 17 October 2009 of the People's Committee of Ho Chi Minh City on approval of agricultural product planning within Ho Chi Minh City)	4791
80	Retail sale not in stores, stalls or markets n.e.c. (excluding retail of liquefied petroleum gas (LPG), gas cylinders, chemicals, hunting or sports guns and ammunition, and precious metals; and in accordance with Decision 64/2009/QĐ-UBND dated 31 July 2009 and Decision 79/2009/QĐ-UBND dated 17 October 2009 of the People's Committee of Ho Chi Minh City on approval of agricultural product planning within Ho Chi Minh City)	4799
81	Specialized design activities	7410
82	Combined office administrative service activities	8110
83	General cleaning of buildings	8121
84	Industrial cleaning and specialized building cleaning services	8129
85	Landscape care and maintenance services	8130
86	General office administrative services	8211
87	Photocopying, document preparation, and other specialized office support activities	8219
88	Call center activities	8220
89	Organization of trade promotion and introduction (no fire, explosion, or pyrotechnic effects; no use of explosives, flammable materials, or chemicals as props or equipment for music shows, events, or filmmaking)	8230



90	Packaging activities (excluding packaging of plant protection products, chemicals, and fertilizers)	8292
91	Other support service activities for transportation (excluding vehicle terminal business, gas liquefaction for transport, and aviation-related activities)	5229
92	Other telecommunications activities (excluding resale of telecommunications infrastructure and provider networks)	6190
93	Manufacture of ready-to-eat dishes and meals	1075
94	Electricity production Details: Solar energy	3511

## **Article 6. Political and socio-political organizations within the Company**

1. Political and socio-political organizations within the Company shall operate in accordance with the provisions of the Constitution, the Law, and their own charters.

2. The Company has the obligation to respect and shall not hinder or cause difficulties for the establishment of political or socio-political organizations within the Company, and shall not hinder or cause difficulties for employees participating in the activities of these organizations.

## **Article 7. Rights of the Company**

1. Freedom to engage in business lines and trades that are not prohibited by law.

2. Autonomy in business operations and the selection of business organization forms; the right to proactively select business lines, geographical areas, and forms of business; and the right to proactively adjust the scale and business lines.

3. Selection of forms and methods for raising, allocating, and using capital.

4. Freedom to search for markets, customers, and to enter into contracts.

5. Conduct of export and import business.

6. Recruitment, employment, and utilization of labor in accordance with the law on labor.

7. Proactive application of science and technology to enhance business efficiency and competitiveness; to have intellectual property rights protected in accordance with the law on intellectual property.

8. Possession, usage, and disposal of the Company's assets.

9. Refusal to provide resources to agencies, organizations, or individuals when such requests are not in accordance with the law.

10. Filing complaints and participating in legal proceedings in accordance with the law.

11. Other rights as prescribed by law.

## **Article 8. Obligations of the Company**

1. To meet sufficient investment and business conditions when operating in conditional investment and business lines; conditional market access lines for foreign investors in accordance with the law and to ensure the maintenance of such conditions throughout the duration of business operations.

2. To perform fully and in a timely manner obligations regarding business registration, registration of changes in business registration contents, disclosure of information about the establishment and operation of the business, and other reporting and obligations as prescribed by the Law on Enterprises.

3. To be responsible for the honesty and accuracy of the information provided in the business registration dossiers and reports; in cases where it is discovered that the declared or reported information is inaccurate or incomplete, it shall timely amend and supplement such information.

4. To organize accounting operations, file taxes, and perform other financial obligations in accordance with the law.

5. To ensure the legitimate rights and interests of employees in accordance with the law; not to discriminate against, offend the honor or dignity of, mistreat, force, or illegally employ underage laborers in the Company; to support and create favorable conditions for employees to participate in training to improve their professional qualifications and skills; to implement social insurance, unemployment insurance, health insurance, and other insurance policies and benefits for employees in accordance with the law.

6. Other obligations as prescribed by law.

## **CHAPTER IV CHARTER CAPITAL, SHARES**

### **Article 9. Charter capital, shares**

1. The Charter capital of the Company is 866,000,000,000 VND (Eight hundred and sixty-six billion Vietnamese Dong).

The total Charter capital of the Company is divided into 86,600,000 shares, with a par value of 10,000 VND (ten thousand Vietnamese Dong) per share.

2. The Company may change its Charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.

3. As of the date this Charter is approved, the Company's shares are ordinary shares. The rights and obligations of shareholders holding each type of share are prescribed in Articles 27 and 28 of this Charter.

4. The Company may issue other types of preference shares upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.

5. Ordinary shares shall be offered primarily to existing shareholders in proportion to their ownership of ordinary shares in the Company, except as otherwise decided by the General Meeting of Shareholders. Any shares that the shareholders do



not subscribe for in full shall be decided upon by the Board of Directors of the Company. The Board of Directors may distribute those shares to shareholders and other persons on conditions not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase shares it has issued in accordance with the methods prescribed in this Charter and current laws.

7. The Company may issue other types of securities in accordance with the law.

#### **Article 10. Share certificates**

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares they own.

2. A stock is a type of security certifying the lawful rights and interests of the owner in a portion of the charter capital of the issuing organization. A stock must contain full details in accordance with Clause 1 of Article 13 of this Charter.

3. Within 02 months from the date of submitting a complete dossier requesting the transfer of ownership of shares as prescribed by the Company, or within 02 months from the date of paying in full for the shares as prescribed in the Company's share issuance plan (or another duration as stipulated in the issuance terms), the shareholder shall be issued a share certificate. The shareholder is not required to pay the Company any costs for printing the share certificate.

4. In case a stock is lost, damaged, or otherwise destroyed, the Company shall reissue the stock upon the request of that shareholder. The shareholder's request must include the following details:

a) Information regarding the stock that has been lost, damaged, or otherwise destroyed;

b) A commitment to be responsible for any disputes arising from the reissuance of the new stock.

#### **Article 11. Other security certificates**

Certificates for bonds or other securities of the Company issued shall bear the signature of the Legal Representative and the seal of the Company.

#### **Article 12. Transfer of shares**

1. All shares are freely transferable, except for the shares of strategic shareholders, which shall be transferred in accordance with their commitments and other cases as prescribed by law; listed stocks or stocks registered for trading on The Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.

2. Shares that have not been fully paid for are not allowed to be transferred, nor shall they enjoy the associated benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, or other benefits as prescribed by law.

### **Article 13. Stocks**

1. A stock is a certificate issued by the Company, a book entry, or electronic data confirming the ownership of one or several shares of the Company. A stock must contain the following main details:

- a) Name, business code, and address of head office of the Company;
- b) Number of shares and type of shares;
- c) Par value of each share and the total par value of the shares indicated on the stock;
- d) Full name, contact address, nationality, and legal identification documents for individual shareholders; name, business code, or legal identification documents for organizational shareholders, and address of head office for institutional shareholders.
- d) Signature of the Legal Representative of the Company;
- e) Registration number in the Company's share register and date of share issuance;
- g) Other details as prescribed in Articles 116, 117 and 118 of the Law on Enterprises regarding shares of preference shares.

2. In case there are errors in the content and format of the shares issued by the Company, the rights and benefits of the holder of those shares shall not be affected. The Legal Representative of the Company shall be responsible for damages caused by such errors.

### **Article 14. Share register**

1. The Company shall prepare and maintain a share register from the time it is issued the Enterprise Registration Certificate. The share register may be a paper document or an electronic database recording information on the share ownership of the Company's shareholders.

2. The share register must include the following key information:

- a) Name and Address of head office of the Company;
- b) Total number of shares authorized for offering, class of shares authorized for offering, and number of shares authorized for offering for each class;
- c) Total number of sold shares of each class and value of contributed Charter capital;
- d) Full name, contact address, nationality, and legal identification number of the individual for shareholders who are individuals; name, enterprise code or legal identification number of the organization, and address of head office for shareholders who are organizations;
- d) Number of shares of each class of each shareholder, and date of share registration.

3. The share register shall be kept at the Address of head office of the Company or at other organizations with the function of keeping the share register; shareholders



have the right to inspect, search, extract, and copy the names and contact addresses of the Company's shareholders in the share register.

4. In case a shareholder changes their contact address, they shall promptly notify the Company to update it in the share register. The Company shall not be responsible for failing to contact a shareholder due to the lack of notification regarding the change of the shareholder's contact address.

5. The Company shall promptly update changes in shareholders in the share register at the request of the Related Person in accordance with the Charter of the Company.

#### **Article 15. Offering shares**

1. Offering shares means the Company increases the quantity of shares and classes of shares authorized for offering to increase its Charter capital.

2. Offering shares may be implemented in the following forms:

- a) Offering shares to Existing Shareholders;
- b) Private placement of shares;
- c) Public offering of shares.

3. The offering of shares shall be carried out in accordance with the provisions of law on securities.

4. The Company shall register the change in Charter capital within 10 days from the date of completion of the share offering period.

#### **Article 16. Offering shares to Existing Shareholders**

1. Offering shares to existing shareholders is a case where the company increases the quantity of shares and classes of shares authorized for offering and sells all those shares to all shareholders in proportion to their existing share ownership ratio in the Company.

2. In case the quantity of shares intended for offering is not fully subscribed for by shareholders and the persons receiving the preemptive purchase right, the Board of Directors has the right to sell the remaining shares authorized for offering to shareholders of the Company and other persons on conditions not more favorable than those offered to the shareholders, except where the General Meeting of Shareholders has other approval or laws on securities have other provisions.

3. Shares are considered sold when they have been fully paid for and the information on the buyer specified in Clause 2, Article 14 of this Charter is fully recorded in the share register; from that moment, the share buyer becomes a shareholder of the Company.

4. After the shares are fully paid for, the company shall issue and deliver share certificates to the buyer; in case no share certificate is delivered, the information on the shareholder specified in Clause 2, Article 14 of this Charter shall be recorded in the share register to certify the ownership of such shares by that shareholder in the Company.

## **Article 17. Selling shares**

The Board of Directors of the Company shall decide the timing, method, and price of selling shares. The selling price of shares shall not be lower than the market price at the time of sale or the book value of the shares at the most recent time, except in the following cases:

1. Shares sold to all shareholders in proportion to their existing share ownership ratio in the Company.
2. Shares sold to a broker or underwriter; in this case the specific discount amount or discount percentage must be approved by the General Meeting of Shareholders.
3. Other cases and the discount rates in those cases shall be stipulated by the Resolution of the General Meeting of Shareholders.

## **Article 18. Transfer of shares**

1. Shares of the Company may be transferred freely.
2. Transfer of shares shall be executed by a contract or transaction on the securities market. In case of transfer by contract, the transfer document must be signed by the transferor and the transferee or their Authorized Representatives. In case of a transaction on the securities market, the order and procedures for transfer shall be carried out in accordance with the law on securities.
3. In case a shareholder who is an individual passes away, their heir(s) according to the will or according to law shall become a shareholder of the Company.
4. In case a shareholder who is an individual passes away without any heir, the heir(s) refuse(s) to accept the inheritance, or is/are disinherited, the shares of that shareholder shall be handled in accordance with the law on civil matters.
5. A shareholder has the right to donate a portion or the entirety of their shares in the Company to other individuals or organizations; or use the shares to pay debts. Individuals or organizations that are donated or receive shares as debt payment shall become shareholders of the Company.
6. Individuals or organizations receiving shares in the cases specified in this Article shall only become shareholders of the Company from the moment their information, as specified in Clause 2, Article 14 of this Charter, is fully recorded in the share register.
7. The Company shall register the change in shareholders in the share register at the request of the Related Person within 24 hours from the time of receiving the request in accordance with the Charter of the Company.

## **Article 19. Private placement of bonds**

The Company shall carry out private placement of bonds in accordance with the law on securities.



## **Article 20. Decision on private placement of bonds**

1. The Company shall decide to offer bonds privately according to the following provisions:

a) The General Meeting of Shareholders shall decide on the class, total value of bonds, and the timing of offering for convertible bonds and bonds attached to warrants. The voting to approve the Resolution on the private placement of bonds of the Company shall be performed in accordance with Article 36 of this Charter;

b) Except for the case specified in Point a of this Clause, the Board of Directors has the right to decide on the class of bonds, total value of bonds, and timing of offering, but shall report to the General Meeting of Shareholders at the nearest meeting. The report must be accompanied by documents and files regarding the bond offering.

2. The Company shall register the change in Charter capital within 10 days from the date of completion of the conversion of bonds into shares.

## **Article 21. Purchase of shares and bonds**

Shares and bonds of the Company may be purchased with Vietnamese Dong, freely convertible foreign currency, gold, land lease right, intellectual property rights, technology, technical know-how, or other assets as notified at the time of issuance and must be paid in full at once.

## **Article 22. Buyback of shares at the request of shareholders**

1. A shareholder who has voted against the Resolution on the reorganization of the Company or a change in the rights and obligations of shareholders stipulated in the Charter of the Company has the right to request the Company to buy back their shares. The request must be in writing, specifying the name and address of the shareholder, quantity of shares of each class, intended selling price, and the Reasons for requesting the Company to buy back. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders passes the Resolution on the issues stipulated in this clause.

2. The Company shall buy back shares at the request of the shareholder specified in Clause 1 of this Article at the market price or another price as decided by the General Meeting of Shareholders within 90 days from the date of receiving the request. In case no agreement can be reached on the price, the parties may request a price appraisal organization to determine the value. The Company shall introduce at least 03 price appraisal organizations for the shareholder to select, and that selection shall be the final decision.

## **Article 23. Buyback of shares according to the Company's decision**

The Company has the right to buy back not more than 30% of the total ordinary shares sold, and a part or the whole of the dividend preference shares sold according to the following provisions:

1. The Board of Directors has the right to decide on the buyback of not more than 10% of the total shares of each class sold within 12 months. In other cases, the share buyback shall be decided by the General Meeting of Shareholders.

2. The Board of Directors shall decide the share buyback price. For ordinary shares, the buyback price shall not be higher than the market price at the time of buyback, except in the case specified in Clause 3 of this Article. For shares of other classes, if the Company and the Related Person have no other agreement, the buyback price shall not be lower than the market price.

3. The Company may buy back shares from each shareholder corresponding to their share ownership ratio in the Company according to the following order and procedures:

a) A Decision to repurchase shares of the Company must be notified in a manner ensuring it reaches all shareholders within 30 days from the date such decision is passed. The notification must include the name and Address of head office of the Company, the total number and category of shares to be repurchased, the repurchase price or the principle for determining the repurchase price, the procedures and time limit for payment, and the procedures and time limit for shareholders to sell their shares to the Company;

b) Shareholders who agree to sell back their shares must send a written consent to sell their shares in a manner ensuring it reaches the Company within 30 days from the date of the notification. The written consent to sell shares must contain the full name, contact address, and legal identification number of the individual for individual shareholders; the name, enterprise identification number or legal identification number of the organization, and address of head office for organizational shareholders; the number of shares owned and the number of shares agreed to be sold; the payment method; and the signature of the shareholder or the Authorized Representative of the shareholder. The Company shall only repurchase shares within the aforementioned time limit.

#### **Article 24. Payment conditions and handling of repurchased shares**

1. The Company may only pay for shares repurchased from shareholders in accordance with Article 22 and Article 23 of this Charter if, immediately after full payment for the repurchased shares, the Company is still able to settle its debts and other property obligations.

2. Shares repurchased under the provisions of Article 22 and Article 23 of this Charter shall be considered as shares authorized to be offered and yet to be paid for by the Company. The Company must register to reduce its Charter capital corresponding to the total par value of the shares repurchased by the Company within 10 days from the date of completing the payment for share repurchase, unless otherwise provided by the law on securities.

3. Share certificates confirming ownership of the repurchased shares must be destroyed immediately after the corresponding shares have been paid for in full. The CHAIRMAN OF THE BOARD OF DIRECTORS and the General Director shall be jointly and severally liable for damages caused by failure to destroy or delayed destruction of the share certificates.



4. After full payment for the repurchased shares, if the total asset value recorded in the company's accounting books decreases by more than 10%, the Company must notify all creditors within 15 days from the date of completing payment for the repurchased shares.

#### **Article 25. Recovery of payment for repurchased shares or dividends**

In the event that payment for repurchased shares is made in violation of the provisions of Clause 1, Article 24 of this Charter or dividends are paid in violation of the provisions of Article 75 of this Charter, shareholders must return to the Company the money or other assets they received; if the shareholder cannot return them to the Company, all Members of the Board of Directors must be jointly and severally liable for the Company's debts and other property obligations to the extent of the value of the money and assets paid to the shareholder that have not been returned.

### **CHAPTER V ORGANIZATIONAL, GOVERNANCE, AND CONTROL STRUCTURE**

#### **Article 26. Organizational, governance, and control structure**

The Company's organizational, governance, and control structure consists of:

1. General Meeting of Shareholders.
2. Board of Directors.
3. Board of Supervisors.
4. General Director.

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

#### **Article 27. Rights of shareholders**

The Company's shareholders may be organizations or individuals, and shall have rights and obligations corresponding to the number and category of shares they own. Shareholders shall only be liable for the debts and other property obligations of the Company to the extent of the capital contributed to the Company.

1. Ordinary shareholders have the following rights:

- a) To attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an Authorized Representative or other forms as stipulated by the Company Charter and the law. Each ordinary share has one voting vote;
- b) To receive dividends at a rate decided by the General Meeting of Shareholders;
- c) To be given priority to purchase new shares corresponding to the percentage of ordinary share ownership of each shareholder in the Company;

d) To freely transfer their shares to other persons, unless otherwise provided by relevant laws;

dd) To review, lookup, and extract information on the name and contact address in the list of shareholders with voting rights; to request correction of inaccurate information about themselves;

e) To review, lookup, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and Resolution of the General Meeting of Shareholders;

g) When the Company is dissolved or goes bankrupt, to receive a portion of the remaining assets corresponding to the ownership ratio of shares in the Company;

h) To request the Company to repurchase their shares in the cases stipulated in Article 22 of this Charter;

i) To be treated equally. Each share of the same category shall grant the shareholder owning it equal rights, obligations, and benefits. If the Company has categories of preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;

k) To have full access to periodic and extraordinary information disclosed by the Company as prescribed by law;

l) To have their lawful rights and interests protected; to request the suspension or cancellation of a resolution or decision of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;

m) Other rights as prescribed by law and this Charter.

2. Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the following rights:

a) To request the Board of Directors to convene a General Meeting of Shareholders in cases where the Board of Directors seriously violates the rights of shareholders, the obligations of a Company Manager, or issues decisions beyond its authorized competence, and in other cases stipulated in Article 29 of this Charter;

b) To review, lookup, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual Consolidated Financial Statements, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors, and other documents, excluding documents related to trade secrets and business secrets of the Company;

c) To request the Board of Supervisors to inspect specific issues related to the management and administration of the Company's operations when deemed necessary. The request must be in writing and must include the following details: full name, contact address, nationality, legal identification number for individual shareholders; name, enterprise identification number or legal identification number of the organization, address of head office for organizational shareholders; the number of shares and the time of registration of shares of each shareholder, the total number of



shares of the whole group and the ownership ratio in the total shares of the Company; the issue to be inspected, the purpose of the inspection;

d) To propose issues for inclusion in the agenda of the General Meeting of Shareholders. Proposals must be in writing and sent to the Company no later than 03 working days before the opening date. The proposal must clearly state the name of the shareholder, the number of shares of each category owned, and the issue proposed for inclusion in the agenda;

dd) Other rights as prescribed by law.

3. Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares have the right to nominate candidates for the Board of Directors and the Board of Supervisors. Nomination of candidates for the Board of Directors and the Board of Supervisors shall be carried out as follows:

a) Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Board of Supervisors must notify the other shareholders participating in the meeting about the group formation before the General Meeting of Shareholders begins;

b) Based on the number of members of the Board of Directors and the Board of Supervisors, shareholders or groups of shareholders as specified in this Clause have the right to nominate one or more candidates for the Board of Directors and the Board of Supervisors as decided by the General Meeting of Shareholders. In the event the number of candidates nominated by the shareholders or the group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.  
nominated.

4. The Authorized Representative of a shareholder who is an organization of the Company must be an individual authorized in writing to act on behalf of such shareholder to exercise their rights and perform their obligations as prescribed by the Law on Enterprises.

a) An organization being a shareholder of the company owning at least 10% of the total ordinary shares may authorize a maximum of 05 Authorized Representatives;

b) In case the Company shareholder is an organization appointing multiple Authorized Representatives, it must specifically specify the contributed capital portion and the number of shares for each Authorized Representative. If the Company shareholder does not specify the corresponding contributed capital portion and the number of shares for each Authorized Representative, the contributed capital portion and the number of shares shall be divided equally among all Authorized Representatives;

c) The document appointing an Authorized Representative must be notified to the Company and shall only take effect for the Company from the date the Company receives the document. The document appointing an Authorized Representative must include the following key contents:

- Name, enterprise identification number, address of head office of the owner, member shareholder;

- The number of Authorized Representatives and the share ownership ratio, or corresponding contributed capital portion of each Authorized Representative;

- Full name, contact address, nationality, legal identification number of the individual of each Authorized Representative;

- The duration of the authorization for each Authorized Representative; in which the start date of being an authorized representative is clearly specified;

- Full name and signature of the legal representative of the owner, member, shareholder, and of the Authorized Representative.

d) An Authorized Representative must satisfy the following standards and conditions:

- Not fall under the categories specified in Clause 2, Article 17 of the Law on Enterprises;

- For a shareholder which is an enterprise with over 50% of its Charter Capital or total voting shares held by the State, except in cases of an enterprise with 100% of its Charter Capital held by the State, it is prohibited from appointing a person having a family relationship with a Company Manager or with a person authorized to appoint a Company Manager as its Authorized Representative at another company.

## **Article 28. Obligations of shareholders**

Ordinary shareholders have the following obligations:

1. To pay in full and on time for the shares committed to be purchased.

2. Not to withdraw any capital contributed by ordinary shares from the Company in any form, except in cases where the shares are repurchased by the Company or another party. In case a shareholder withdraws part or all of their contributed share capital in contravention of this clause, such shareholder and their Related Persons in the Company shall be jointly and severally liable for the debts and other property obligations of the Company to the extent of the value of the shares withdrawn and any damages incurred.

3. To comply with the Company Charter and the Regulations on Corporate Governance of the Company.

4. To comply with the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. To maintain the confidentiality of information provided by the Company in accordance with the law; only to use the information provided for performing and protecting their legal rights and interests; it is strictly prohibited to disseminate, copy, or send information provided by the Company to other organizations or individuals.

6. To attend the General Meeting of Shareholders and exercise their voting rights through the following forms:



- a) Attend and vote directly at the meeting;
- b) Authorize other individuals or organizations to attend and vote at the meeting;
- c) Attend and vote via online conferences, electronic voting, or other electronic means;
- d) Send ballots to the meeting via post, fax, or email.

7. To be personally liable when acting on behalf of the Company in any form to commit one of the following acts:

- a) Violating the law;
- b) Conducting business or other transactions for personal gain or to serve the interests of other organizations or individuals;
- c) Paying undue debts when the Company faces financial risks.

8. To fulfill other obligations as prescribed by current laws.

### **Article 29. General Meeting of Shareholders**

1. The General Meeting of Shareholders, comprising all voting shareholders, is the highest decision-making body of the Company and is entitled to exercise all of its powers without being restricted or affected by the powers of the Board of Directors under this Charter. The General Meeting of Shareholders shall hold its Annual General Meeting once a year within 04 months from the end of the fiscal year. The Board of Directors may extend the Annual General Meeting in case of necessity, but not exceeding 06 months from the end of the fiscal year. In addition to the Annual General Meeting, the General Meeting of Shareholders may hold Extraordinary General Meetings. The venue for the General Meeting of Shareholders shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on issues prescribed by law and this Charter, specifically approving the audited annual Consolidated Financial Statements. In case the audit report on the Company's annual Consolidated Financial Statements contains material exceptions, an adverse opinion, or a disclaimer of opinion, the Company shall invite representatives of the Approved Auditing Firm performing the audit of the Company's Consolidated Financial Statements to attend the Annual General Meeting of Shareholders, and such representatives of the Approved Auditing Firm shall have the responsibility to attend the Company's Annual General Meeting of Shareholders.

3. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the interests of the Company;
- b) The number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number of members prescribed by law;

c) At the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 27 of this Charter; the request to convene a General Meeting of Shareholders shall be in writing, specifying the reasons and purposes of the meeting, and shall bear the full signatures of the related shareholders, or the request document may be made in multiple copies and aggregated with the full signatures of the related shareholders;

d) At the request of the Supervisory Board;

e) Other cases as prescribed by law.

#### 4. Convening an Extraordinary General Meeting of Shareholders

a) The Board of Directors shall convene a General Meeting of Shareholders within 30 days from the date the number of members of the Board of Directors or the Supervisory Board is reduced as stipulated in Point b, Clause 3 of this Article or from the date of receiving the request stipulated in Points c and d, Clause 3 of this Article;

b) In case the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, the Supervisory Board shall, within the following 30 days, replace the Board of Directors in convening the General Meeting of Shareholders. In case the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed, the Supervisory Board shall compensate for any damages incurred by the Company;

c) In case the Supervisory Board fails to convene a General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders stipulated in Point c, Clause 3 of this Article shall have the right to convene a General Meeting of Shareholders in accordance with the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order, procedures, conduct of the meeting, and decision-making of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs shall not include expenses incurred by shareholders while attending the General Meeting of Shareholders, including travel and accommodation expenses.

#### d) Procedures for organizing a General Meeting of Shareholders

The person convening the General Meeting of Shareholders shall perform the following tasks:

- Prepare a list of shareholders entitled to attend the meeting;
- Provide information and resolve complaints related to the shareholder list;
- Prepare the agenda and content of the meeting;
- Prepare documents for the meeting;
- Draft the resolution of the General Meeting of Shareholders based on the expected content of the meeting; prepare the list and detailed information of candidates



in case of electing members of the Board of Directors or members of the Supervisory Board;

- Determine the time and venue for the meeting;
- Send the meeting notice to each shareholder entitled to attend the meeting in accordance with this Charter;
- Other tasks serving the General Meeting of Shareholders.

### **Article 30. Rights and obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders has the following rights and obligations:

- a) To approve the Company's development strategy;
- b) To decide on the types of shares and the total number of shares of each type offered; to decide on the annual dividend rate for each type of share;
- c) To elect, remove, or dismiss members of the Board of Directors and members of the Supervisory Board;
- d) To decide on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent audited consolidated financial statements;
- e) To decide on amendments or supplements to the Company Charter; to change the Company's business lines;
- f) To approve the annual Consolidated Financial Statements;
- g) To decide on repurchasing over 10% but not exceeding 30% of the total shares sold of each type; to approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions valued at 35% or more of the total asset value recorded in the Company's most recent audited consolidated financial statements;
- h) To review and handle violations by members of the Board of Directors or members of the Supervisory Board causing damage to the Company and the Company's shareholders;
- i) To decide on the reorganization or dissolution of the Company;
- k) To decide on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- l) To approve the Regulations on Corporate Governance, the Operational Regulations of the Board of Directors, and the Operational Regulations of the Supervisory Board;
- m) To approve the list of Approved Auditing Firms; to decide on the Approved Auditing Firm to audit the Company's activities; to dismiss an Approved Auditor when considered necessary;
- n) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders shall discuss and approve the following matters:

- a) The Company's annual business plan;
  - b) The audited annual Consolidated Financial Statements;
  - c) The report of the Board of Directors on the governance and results of activities of the Board of Directors and each member of the Board of Directors;
  - d) The report of the Supervisory Board on the Company's business results and the operational results of the Board of Directors and the General Director;
  - e) The self-assessment report on the performance of the Supervisory Board and each member of the Supervisory Board;
  - f) The dividend rate for each share of each type;
  - g) The number of members of the Board of Directors and the Supervisory Board;
  - h) Electing, removing, or dismissing members of the Board of Directors and members of the Supervisory Board;
  - i) Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
  - k) Approve the list of Approved Auditing Firms; decide on an Approved Auditing Firm to audit the Company's activities when deemed necessary;
  - l) Supplement and amend the Charter;
  - m) Classes of shares and number of new shares issued for each class of shares;
  - n) Split, separate, consolidate, merge, or convert the Company;
  - o) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
  - p) Decide on the investment in or sale of assets with a value of 35% or more of the total asset value as recorded in the latest Consolidated Financial Statements of the Company;
  - q) Decide on the buyback of over 10% but not exceeding 30% of the total shares sold of each class; Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value as recorded in the latest Consolidated Financial Statements of the Company;
  - r) The Company enters into contracts or transactions with entities defined in Clause 1, Article 69 of this Charter with a value equal to or greater than 35% of the total asset value of the Company as recorded in the latest Consolidated Financial Statements;
  - s) Approve the following transactions:
    - Granting loans or guarantees to Company Managers who are not shareholders and to affiliated persons of these individuals or organizations;
- In the event of granting loans or guarantees to an organization affiliated with a Company Manager where the Company and such organization are companies within the same group or companies operating in a conglomerate model, including parent-



subsidiary companies, economic groups, the General Meeting of Shareholders or the Board of Directors shall approve according to the provisions of this Charter;

- Transactions with a value of 35% or more, or transactions leading to a total transaction value arising within 12 months from the date of the first transaction being 35% or more of the total asset value recorded in the latest Consolidated Financial Statements with one of the following subjects:

- + Company Managers and their affiliated persons;
- + Shareholders, authorized representatives of shareholders holding over 10% of the total ordinary share capital of the Company and their affiliated persons;
- + Enterprises affiliated with entities defined in Clause 2, Article 66 of this Charter;

- Contracts or transactions for borrowing or selling assets with a value greater than 10% of the total asset value recorded in the latest Consolidated Financial Statements between the Company and shareholders holding 51% or more of the total voting shares or their affiliated persons.

- t) Approve the Regulations on Corporate Governance, the Operational Regulations of the Board of Directors, and the Operational Regulations of the Board of Supervisors;

- u) Other matters as prescribed by law.

3. All resolutions and matters included in the meeting agenda shall be discussed and voted upon at the General Meeting of Shareholders.

### **Article 31. Authorization to attend the General Meeting of Shareholders**

1. Shareholders or authorized representatives of institutional shareholders may attend the meeting in person or authorize one or more other individuals or organizations to attend or attend via one of the forms specified in Clause 6, Article 28 of this Charter.

2. Authorization for an individual or organization to act as a representative to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be in writing. The written authorization shall be prepared in accordance with the law on civil matters and clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the term of authorization, the signature of the authorizing person if the authorizing person is an individual, and the signatures of the legal representative if the authorizing person is an organization and the authorized party.

The authorized person attending the General Meeting of Shareholders shall submit the written authorization when registering to attend the meeting. In the case of re-authorization, the meeting attendee shall present additional original authorization documents from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

3. Voting ballots of the authorized attendee within the scope of authorization remain valid in one of the following cases, except:

- a) The authorizing person is deceased, has restricted civil act capacity, or has lost their civil act capacity;
- b) The authorizing person has revoked the appointment of the authorized party;
- c) The authorizing person has revoked the authority of the person performing the authorization.

This provision does not apply if the Company receives notice of one of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

### **Article 32. Variation of class rights**

1. The variation or cancellation of special rights attached to a class of preference shares is valid when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders concerning content that adversely changes the rights and obligations of shareholders owning preference shares shall only be passed if approved by preference shareholders of the same class attending the meeting who hold 75% or more of the total preference shares of that class, or approved by shareholders of the same class owning 75% or more of the total preference shares of that class if passed through the form of written opinion collection.

2. Organizing a meeting of shareholders holding a class of preference shares to pass the aforementioned variation of rights is only valid when there are at least 02 shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that class. In the event there is an insufficient number of attendees as mentioned above, the meeting shall be reconvened within the next 30 days, and the holders of shares of that class (regardless of the number of people and the number of shares) present in person or via authorized representatives are considered a sufficient quorum. At the aforementioned meetings of preference shareholders, the holders of shares of that class present in person or via representatives may request a secret ballot. Each share of the same class has equal voting rights at the meetings mentioned above.

3. The procedures for conducting such separate meetings shall be performed similarly to the provisions in Articles 34, 35, and 36 of this Charter.

4. Unless the share issuance terms state otherwise, special rights attached to classes of preference shares regarding some or all matters related to the distribution of the Company's profits or assets shall not be altered when the Company issues additional shares of the same class.

### **Article 33. Convening the General Meeting of Shareholders, meeting invitations, meeting agendas, and lists of shareholders entitled to attend**

1. The Board of Directors shall convene the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in cases specified in Clause 3, Article 29 of this Charter.



2. The person convening the General Meeting of Shareholders shall perform the following tasks:

a) Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be established no more than 10 days before the date of sending the invitation for the General Meeting of Shareholders. The Company shall disclose information regarding the establishment of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the registration record date;

b) Prepare the agenda and content of the meeting;

c) Prepare documents for the meeting;

d) Draft the resolution of the General Meeting of Shareholders based on the intended content of the meeting;

đ) Determine the time and venue of the meeting;

e) Announce and send meeting invitations to all shareholders entitled to attend;

g) Other tasks in service of the meeting.

3. Invitations for the General Meeting of Shareholders shall be sent to all shareholders via a method that ensures arrival at the shareholders' registered contact addresses, and concurrently disclosed on the website of the Company, The State Securities Commission, and the The Stock Exchange. where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders shall send the meeting invitation to all shareholders on the list of shareholders entitled to attend no later than 21 days before the opening date of the meeting (counted from the date the invitation is duly sent or forwarded). The agenda of the General Meeting of Shareholders and documents related to matters to be voted upon at the meeting shall be sent to shareholders or posted on the Company's website. In the event that documents are not sent with the meeting invitation, the invitation must clearly state the link to all meeting documents so that shareholders can access them, including:

a) The agenda and documents to be used in the meeting;

b) List and detailed information of candidates in the event of an election for members of the Board of Directors or members of the Board of Supervisors;

c) Voting ballot;

d) Draft resolution for each matter on the meeting agenda.

4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 27 of this Charter have the right to propose items to be included in the General Meeting of Shareholders agenda. The proposal shall be in writing and sent to the Company no later than 03 working days before the meeting opening date. The proposal shall clearly state the name of the shareholder, the quantity of each share class held by the shareholder, and the matters proposed to be included in the agenda.

5. The person who convenes the General Meeting of Shareholders has the right to refuse a proposal as specified in Clause 4 of this Article if it falls into one of the following cases:

- a) The proposal is sent not 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 5% or more of the ordinary shares as stipulated in Clause 2 Article 27 of this Charter;
- c) The matter proposed is outside the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as provided by law.

In case the person who convenes the General Meeting of Shareholders refuses a proposal, they must respond in writing at least 02 working days before the opening date of the General Meeting of Shareholders and clearly state the Reasons.

6. The person who convenes the General Meeting of Shareholders must accept and include the proposal as specified in Clause 4 of this Article into the expected agenda and Content of the meeting, except for cases specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and Content of the meeting if approved by the General Meeting of Shareholders.

7. 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 prepared no more than 10 days before the date of sending the invitation to the General Meeting of Shareholders; the list must include the Name, contact address, nationality, and legal identification number of the individual for individual shareholders; the name, enterprise identification number or legal identification number of the organization, and the Address of head office for institutional shareholders; the quantity of each type of share, and the number and date of share registration of each shareholder.

b) Shareholders have the right to check, look up, extract, or copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders.

Shareholders who have not yet deposited their shares have the right to request the correction of incorrect information or the supplementation of necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders. The Company Manager must provide information in the share registration book in a timely manner and correct or supplement incorrect information at the request of shareholders; they shall be responsible for compensation for damages arising from the failure to provide or the untimely, inaccurate provision of information from the share registration book as requested.

#### **Article 34. Conditions for convening a General Meeting of Shareholders**

1. A General Meeting of Shareholders shall be convened when the number of shareholders attending represents more than 50% of the total Voting rate.



2. In case the first meeting does not meet the conditions for convening as prescribed in Clause 1 of this Article, the second meeting invitation shall be sent within 30 days from the date of the intended first meeting. The second General Meeting of Shareholders shall be convened when the number of shareholders attending represents 33% of the total Voting rate or more.

3. In case the second meeting does not meet the conditions for convening as prescribed in Clause 2 of this Article, the third meeting invitation shall be sent within 20 days from the date of the intended second meeting. The third General Meeting of Shareholders shall be convened regardless of the total Voting rate of the attending shareholders.

### **Article 35. Procedures for conducting meetings and voting at the General Meeting of shareholders**

#### **1. Procedures for conducting the General Meeting of Shareholders:**

a) Before the opening of the meeting, the Company must carry out the shareholder registration procedure and must continue the registration until all shareholders entitled to attend have finished registering;

b) Shareholders, Authorized Representatives of institutional shareholders, or authorized persons who arrive after the meeting has opened have the right to register immediately and subsequently participate and vote at the meeting immediately after registration. The chair has no responsibility to pause the meeting for late-arriving shareholders to register, and the validity of contents already voted upon remains unchanged.

#### **2. Voting:**

The General Meeting of Shareholders shall discuss and vote on each issue in the meeting agenda. Voting shall be conducted by approving, disapproving, or abstaining via the following forms:

##### **a) Voting by ballot card:**

When performing shareholder registration, the Company provides each shareholder or authorized representative with the right to vote a ballot card, on which are recorded the registration number, the Name of the shareholder, the Name of the authorized representative, and the Voting rate of that shareholder.

##### **b) Voting by voting slip:**

The voting slip contains information on the Name of the shareholder, shareholder code, number of voting shares, the content of the vote corresponding to the options 'approve', 'disapprove', 'no opinion', brief instructions on how to vote, and a signature section for confirmation.

##### **c) Electronic voting:**

Shareholders or authorized representatives have the right to use electronic voting in place of a voting slip;

Shareholders or authorized representatives shall use the forms of voting in this Clause in accordance with the Regulations on Corporate Governance.

3. Vote counting results shall be announced by the Chair immediately before the close of the meeting.

4. Electing the chair, secretary, and vote-counting committee:

a) The CHAIRMAN OF THE BOARD OF DIRECTORS shall act as chair or authorize another Member of the Board of Directors to act as chair of the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chair is absent or temporarily Deceased or incapable of working, the remaining Members of the Board of Directors shall elect one of them to act as the meeting chair based on a majority principle. If a chair cannot be elected, the Head of the Board of Supervisors shall manage the proceedings so that the General Meeting of Shareholders elects the meeting chair from among the attendees, and the person with the highest number of votes shall be the meeting chair;

b) Except for the case specified in Point a of this Clause, the person who signed to convene the General Meeting of Shareholders shall manage the proceedings so that the General Meeting of Shareholders elects the meeting chair, and the person with the highest number of votes shall be the meeting chair;

c) The chair appoints one or two members of the Board of Directors to join the Presidium; appoints one or more persons as meeting secretary;

d) The Meeting shall elect the people responsible for counting votes or supervising the vote counting as proposed by the Chair. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the meeting chair.

5. The agenda and Content of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically define the time for each issue within the meeting agenda content.

6. Rights of the chair and the person who convenes the meeting:

a) The meeting chair has the right to take necessary and reasonable measures to manage the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.

- Arrange seating at the venue of the General Meeting of Shareholders;
- Ensure the safety of everyone present at the meeting venues;
- Create conditions for shareholders to attend (or continue to attend) the meeting;

The person who convenes the meeting has full authority to change the aforementioned measures and apply all necessary measures. These measures may include issuing admission tickets or using other selection methods.



b) The meeting chair has the right to postpone a General Meeting of Shareholders that has reached the required number of registrants for a maximum of 03 working days from the intended opening date, and may only postpone or change the venue of the meeting in the following cases:

- The venue does not have sufficient comfortable seating for all attendees;
- Information equipment at the venue does not ensure the ability for shareholders to participate, discuss, and vote;
- There is an attendee who disrupts or causes disorder, risking the fair and lawful conduct of the meeting.

In the event the chair postpones or pauses the General Meeting of Shareholders contrary to the aforementioned regulations, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chair and manage the meeting until the end; all Resolutions passed at that meeting shall be valid and effective.

c) The person who convenes or the chair of the general meeting of shareholders has the right to:

- Request all attendees to undergo checks or other legal and reasonable security measures;
- Request competent authorities to maintain order at the meeting; expel from the General Meeting of Shareholders any individuals who do not comply with the chair's authority, intentionally cause disorder, hinder the normal progress of the meeting, or do not comply with security check requirements;
- Decide on the sequence, procedures, and events arising outside the agenda of the General Meeting of Shareholders if approved by the General Meeting of Shareholders.

7. In the event the Company applies modern technology to organize the General Meeting of Shareholders via online meetings, the Company must strictly comply with all procedures; it is responsible for ensuring that shareholders can participate and vote by electronic voting or other electronic forms as prescribed by the Law on Enterprises and the law on securities, and must provide specific details in the Regulations on Corporate Governance.

### **Article 36. Conditions for the passage of a Resolution of the General Meeting of Shareholders**

1. A Resolution on the following content shall be passed if approved by shareholders representing 65% or more of the total Voting rate of all shareholders attending and voting at the meeting, except in cases specified in Point b, Point c, and Point d of Clause 2 of this Article:

- a) Class of shares and total number of shares of each class;
- b) Changes in business lines and sectors;
- c) Changes in the organizational structure of the Company's management;

d) Investment projects or the sale of assets valued at 35% or more of the total value of assets recorded in the Company's most recent audited consolidated financial statements;

dd) Reorganization or dissolution of the Company.

2. Resolutions shall be passed when approved by shareholders owning over 50% of the total voting shares of all shareholders attending and voting at the meeting, except in the following cases:

a) As provided for in Clause 1 of this Article;

b) Election of members of the Board of Directors and the Board of Supervisors as provided for in Article 42 and Article 57 of this Charter;

c) Approval of resolutions in the form of written opinion collection as provided for in Clause 9 of Article 37 of this Charter;

d) Approval of contents that disadvantageously change the rights and obligations of shareholders holding preference shares as provided for in Clause 1 of Article 32 of this Charter.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total shares with voting rights shall be lawful and effective even if the order and procedures for convening and passing such resolution violate the provisions of the Law on Enterprises and the Company's Charter.

#### **Article 37. Authority and procedure for collecting written opinions of shareholders to pass a Resolution of the General Meeting of Shareholders**

The authority and procedure for collecting written opinions of shareholders to pass a Resolution of the General Meeting of Shareholders shall be implemented in accordance with the following regulations:

1. The Board of Directors has the right to collect written opinions of shareholders to pass a resolution of the General Meeting of Shareholders when deemed necessary for the interests of the Company, except in the following cases where approval must be obtained through voting at a General Meeting of Shareholders:

a) Amendments and supplements to the contents of the Company's Charter;

b) Development orientation of the Company;

c) Class of shares and total number of shares of each class;

d) Election, dismissal, or removal of members of the Board of Directors and the Board of Supervisors;

dd) Decisions on investment or sale of assets valued at 35% or more of the total value of assets recorded in the Company's most recent consolidated financial statements;

e) Approval of the annual audited consolidated financial statements;

g) Reorganization or dissolution of the Company.

2. The Board of Directors shall prepare ballot papers, drafts of the Resolution of the General Meeting of Shareholders, and explanatory documents for the draft



resolution, and send them to all shareholders with voting rights at the latest 10 days before the deadline for returning the ballot papers. Requirements and methods for sending ballot papers and accompanying documents shall be in accordance with the provisions of Clause 3 of Article 33 of this Charter.

3. The ballot paper shall contain the following key contents:

- a) Name, address of head office, and enterprise identification number;
- b) Purpose of the opinion collection;
- c) Full name, contact address, nationality, and legal identification number of the individual for individual shareholders; name, enterprise identification number, or legal identification number of the organization, address of head office for institutional shareholders; or full name, contact address, nationality, and legal identification number of the individual representative for the representative of an institutional shareholder; quantity of shares of each class and number of voting shares of the shareholder;
- d) Matters requiring an opinion to pass a decision;
- dd) Voting options, including agree, disagree, and no opinion, for each matter in the opinion collection;
- e) Deadline for returning the answered ballot papers to the Company;
- g) Full name and signature of the CHAIRMAN OF THE BOARD OF DIRECTORS.

4. The answered ballot paper sent by post must bear the signature of the individual shareholder, or the legal representative of the institutional shareholder, or the individual/legal representative of the authorized organization.

5. Shareholders may send their answered ballot papers to the Company by one of the following methods:

- a) Ballot papers sent by post, fax, or electronic mail:
  - Sent by post: The ballot paper sent to the Company must be placed in a sealed envelope and no one is permitted to open it before the vote counting;
  - Sent by fax or email: The ballot paper sent to the Company via fax or email must be kept confidential until the time of vote counting.
- b) Electronic voting: Shareholders perform electronic voting according to the provided instructions (if any) sent with the documents as per Clause 2 of this Article; the voting results must be kept confidential until the time of vote counting.

Ballot papers received by the Company after the deadline specified in the content of the ballot paper, or failing to comply with the provisions of Clause 4 of this Article, or which have been opened in the case of postal delivery, or disclosed in the case of fax, email, or electronic voting, shall be invalid. A ballot paper that is not returned is considered a vote of non-participation. Shareholders may only choose one of the forms of sending opinions as stipulated in this Clause.

6. The Board of Directors shall count the votes and prepare minutes of the vote count under the supervision of the Board of Supervisors or a shareholder who does not

hold a management position in the Company. The vote count minutes shall contain the following key contents:

- a) Name, address of head office, and enterprise identification number;
- b) Purpose and matters requiring an opinion to pass a resolution;
- c) Number of shareholders with the total number of voting shares that participated in voting, in which valid and invalid votes are distinguished, along with the method of sending the votes, accompanied by an appendix listing the shareholders who participated in voting;
- d) Total number of votes agreeing, disagreeing, and having no opinion on each matter;
- dd) Matter passed and the corresponding voting percentage of approval;
- e) Full names and signatures of the Chairman of the Board of Directors, the vote counters, and the vote count supervisors.

Members of the Board of Directors, vote counters, and vote count supervisors shall be jointly liable for the truthfulness and accuracy of the vote count minutes; and jointly liable for damages arising from decisions passed due to dishonest or inaccurate vote counting.

7. The vote count minutes and the resolution shall be sent to shareholders within 15 days from the date the vote counting is concluded. The delivery of the vote count minutes and resolution may be substituted by posting on the Company's website within 24 hours from the time the vote counting is concluded.

8. The returned ballot papers, the vote count minutes, the passed resolution, and accompanying documents sent with the ballot papers must be kept at the Company's head office.

9. A resolution is considered passed via the written opinion collection form if it is approved by shareholders owning over 50% of the total voting shares of all shareholders with voting rights and shall have the same effect as a resolution passed at a General Meeting of Shareholders.

### **Article 38. Resolutions and Minutes of the General Meeting of Shareholders**

1. The meeting of 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 shall be prepared in Vietnamese and include the following key contents:

- a) Name, address of head office, and enterprise identification number;
- b) Time and location of the General Meeting of Shareholders;
- c) Agenda and contents of the meeting;
- d) Full names of the chairperson and secretary;
- dd) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each matter in the meeting agenda;

e) Number of shareholders and total voting shares of shareholders attending the meeting, including an appendix of the registered list of shareholders and representatives of shareholders attending the meeting with corresponding number of shares and votes;

g) Total number of voting shares for each voting matter, clearly stating the voting method, total valid votes, invalid votes, votes agreeing, votes disagreeing, and votes with no opinion; and the corresponding percentage of total voting shares of shareholders attending the meeting;

h) Matters passed and the corresponding voting percentage of approval;

i) Full names and signatures of the chairperson and secretary. In case the chairperson or secretary refuses to sign the meeting minutes, these minutes shall remain effective if signed by all other members of the Board of Directors attending the meeting and containing full contents as required by this Clause. The meeting minutes shall clearly state the refusal of the chairperson or secretary to sign.

2. The minutes of the General Meeting of Shareholders must be prepared and approved before the conclusion of the meeting. The chairperson and secretary of the meeting or other persons signing the meeting minutes shall be jointly liable for the truthfulness and accuracy of the content of the minutes.

3. The resolution, minutes of the General Meeting of Shareholders, the appendix list of shareholders registered to attend the meeting with the signatures of the shareholders, powers of attorney to attend the meeting, all documents attached to the minutes (if any), and related documents accompanying the notice of the meeting must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.

### **Article 39. Request to cancel a Resolution of the General Meeting of Shareholders**

Within 90 days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the result of the opinion collection of the General Meeting of Shareholders, any shareholder or group of shareholders holding 05% or more of the total ordinary shares has the right to request a Court or Arbitration to review and cancel the resolution or a part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedure for convening and making decisions of the General Meeting of Shareholders violate the serious provisions of the Law on Enterprises and the Company's Charter, except for cases specified in Clause 3, Article 36 of this Charter.

2. The content of the Resolution violates the law or this Charter.

3. Where a shareholder or a group of shareholders requests a Court or Arbitral Tribunal to cancel a resolution of the General Meeting of Shareholders, such resolution shall remain in full force and effect until the decision of the Court or Arbitral Tribunal to cancel such resolution takes effect



except in cases where urgent temporary measures are applied according to the decision of the competent authority.

## **CHAPTER VII BOARD OF DIRECTORS**

### **Article 40. Candidacy and nomination of members of the Board of Directors**

1. Where candidates for the Board of Directors have been identified, the Company must disclose information related to these candidates at least 10 days before the opening day of the General Meeting of Shareholders on the Company's website so that shareholders can research these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors. Information regarding candidates for the Board of Directors to be disclosed includes:

- a) Full name, date of birth;
- b) Qualification;
- c) Work history;
- d) Other management titles (including the position as a member of the Board of Directors of other companies);
- đ) Interests related to the Company and the Company's related persons;
- e) Information regarding companies where the candidate currently holds the position of member of the Board of Directors or other management titles and interests related to the Company of the candidate for the Board of Directors (if any).

2. Shareholders or groups of shareholders owning 10% of the total number of ordinary shares or more have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.

A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares has the right to nominate 01 candidate; from 20% to less than 30% may nominate a maximum of 02 candidates; from 30% to less than 40% may nominate a maximum of 03 candidates; from 40% to less than 50% may nominate a maximum of 04 candidates; from 50% to less than 60% may nominate a maximum of 05 candidates; from 60% or more may nominate a maximum of 08 candidates.

3. If the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as required by Clause 3, Article 27 of this Charter, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must meet the following qualifications and requirements:

a) Not being a person prohibited under Clause 2, Article 17 of the Law on Enterprises;

b) Having the necessary Qualification and experience in business administration or in the fields, sectors, or trades of the Company, and they are not necessarily shareholders of the Company;

c) A member of the Board of Directors may simultaneously hold the position of member of the Board of Directors or Member's Council in a maximum of 05 other companies.

#### **Article 41. Composition, term, and structure of members of the Board of Directors**

1. Composition, term, and structure of members of the Board of Directors:

a) The number of members of the Board of Directors of the Company is 07 people. The term of the Board of Directors is 05 years, and members may be re-elected for an unlimited number of terms. If the terms of all members of the Board of Directors end at the same time, those members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over the work;

b) The Board of Directors consists of 01 Chairman, 01 Vice Chairman, and 05 members;

c) The structure of the Company's Board of Directors must ensure that at least one-third (1/3) of the total number of Board members are non-executive members. The number of non-executive members of the Board of Directors must ensure:

- A minimum of 01 non-executive member in case the company has from 03 to 05 members on the Board of Directors;

- A minimum of 02 non-executive members in case the company has from 06 to 08 members on the Board of Directors;

- A minimum of 03 non-executive members in case the company has from 09 to 11 members on the Board of Directors

2. A member of the Board of Directors shall no longer hold the position of a member of the Board of Directors if dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 49 of this Charter.

3. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure on the stock market.

#### **Article 42. Method of electing members of the Board of Directors**

Voting for the election of members of the Board of Directors shall be conducted by cumulative voting, whereby each shareholder has a total number of voting shares corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders have the right to cumulate all or part of their total votes for one or more candidates. The elected

members of the Board of Directors shall be determined by the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached. If there are 02 or more candidates receiving the same number of votes for the last position of the Board of Directors, a re-election will be conducted among the candidates with equal votes or a selection will be made according to the criteria specified in the election regulations.

#### **Article 43. Powers, obligations, and responsibilities of the Board of Directors**

1. The Board of Directors is the governing body of the Company, having full authority in the name of the Company to decide and exercise the rights and obligations of the Company, except for rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The powers, obligations, and responsibilities of the Board of Directors are prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers, obligations, and responsibilities:

a) Deciding the strategy, mid-term development plan, and annual business plan of the Company;

b) Recommending the types of shares and the total number of shares authorized to be offered by each type;

c) Deciding to sell unsold shares within the scope of shares authorized to be offered of each type; deciding on mobilizing additional capital in other forms;

d) Deciding the selling price of shares and bonds of the Company;

đ) Deciding on share buybacks in accordance with Clause 1 and Clause 2, Article 23 of this Charter;

e) Deciding on investment plans and investment projects within the authority and limits prescribed by law;

g) Deciding on solutions for market development, marketing, and technology;

h) Approving purchase, sale, loan, borrowing, and other contracts and transactions with a value of less than 35% of the total asset value recorded in the Company's latest audited Consolidated Financial Statements, except for contracts or transactions subject to the authority of the General Meeting of Shareholders in accordance with Clause 3, Article 69 of the Company's Charter;

i) Electing, dismissing, and removing the Chairman and Vice Chairman of the Board of Directors;

k) Appointing, dismissing, entering into contracts with, terminating contracts with, and deciding on the salary, Remuneration, bonuses, and other benefits for Company Executives;

l) Appointing the person in charge of Corporate Governance and the Company Secretary;



m) Deciding on or decentralizing the appointment of an authorized representative to attend meetings of the Board of Members or the General Meeting of Shareholders in enterprises where the Company has contributed capital;

n) Deciding on or decentralizing the appointment of the Company's representative to act as a representative for capital contributions, to participate in the candidacy for membership of the Board of Members, the Board of Directors in enterprises where the Company has contributed capital, and deciding on the Remuneration and other benefits for such persons;

o) Supervising and directing Company Executives in managing the daily business operations of the Company;

p) Deciding on the organizational structure of the Company; the establishment and organizational structure of Company's subsidiaries; the establishment of branches and representative offices of the Company; deciding on capital contribution and share acquisition in other enterprises;

q) Approving the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or collecting opinions for the General Meeting of Shareholders to pass Resolutions;

r) Presenting the annual audited Consolidated Financial Statements to the General Meeting of Shareholders;

s) Recommending the dividend payout ratio; deciding on the deadline and procedure for paying Dividends or handling losses arising in the course of business;

t) Recommending the reorganization or dissolution of the Company; requesting the bankruptcy of the Company;

u) Deciding to issue the Regulations on Corporate Governance and the Regulations on Operation of the Board of Directors after being approved by the General Meeting of Shareholders; deciding and decentralizing the decision on other internal management regulations serving the management and administration of the Company;

v) Decentralizing to the General Director of the Company the powers under the authority of the Board of Directors; such decentralization must be reflected in the Regulations on Corporate Governance of the Company or the Regulations on Operation of the Board of Directors or by a specific written document.

x) Other rights, obligations, and responsibilities as stipulated by the Law on Enterprises, the Law on Securities, and other provisions of law.

3. The Board of Directors shall report to the General Meeting of Shareholders on the performance of the Board of Directors. The Report on activities of the Board of Directors submitted to the Annual General Meeting of Shareholders must ensure it includes the following content:

a) Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors in accordance with Article 45 and Article 65 of this Charter;

b) A summary of the meetings of the Board of Directors and the resolutions of the Board of Directors;

c) A report on transactions between the Company, the Company's subsidiaries, companies which the Company control (holding more than 50% of the Charter capital), and members of the Board of Directors and their affiliated persons; and transactions between the Company and companies in which a member of the Board of Directors is a founding member or a Company Manager within the 03 most recent years prior to the Time of transaction;

d) Activities of other sub-committees under the Board of Directors (If any);

đ) Monitoring results regarding the Company Executive;

e) Future plans.

#### **Article 44. Right of members of the Board of Directors to be provided with information**

1. A member of the Board of Directors has the right to request the Company Executive to provide information and documents regarding the financial status and business operations of the Company and of units within the Company.

2. The Company Executive shall provide information and documents in a timely, complete, and accurate manner as requested by a member of the Board of Directors.

#### **Article 45. Remuneration, bonuses, and other benefits of members of the Board of Directors**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.

2. Members of the Board of Directors are entitled to remuneration for their work and bonuses. Work remuneration shall be calculated based on the number of working days required to complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the principle of consensus. The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be accounted for as operating expenses of the Company in accordance with the law on corporate income tax, presented as a separate line item in the annual Consolidated Financial Statements of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors holding an executive position or working on sub-committees of the Board of Directors or performing tasks other than the normal scope of duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum per occasion, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.

5. A member of the Board of Directors has the right to be reimbursed for all travel, accommodation, and other reasonable expenses incurred while fulfilling their

responsibilities as a member of the Board of Directors, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

6. A member of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not include coverage for the liabilities of a member of the Board of Directors relating to violations of the law and the Company Charter.

#### **Article 46. Chairman of the Board of Directors, Company Secretary**

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board of Directors shall not concurrently serve as the General Director of the Company.

3. The Chairman of the Board of Directors has the following rights and obligations:

- a) To establish the program and operating plan of the Board of Directors;
- b) To prepare the agenda, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;
- c) To organize the passing of resolutions and decisions of the Board of Directors;
- d) To monitor the organization of the implementation of resolutions and decisions of the Board of Directors;
- đ) To chair the meetings of the General Meeting of Shareholders;
- e) Other rights and obligations as stipulated by the Law on Enterprises and legal regulations.

4. In the event that the Chairman of the Board of Directors submits a resignation or is dismissed or removed, the Board of Directors shall elect a replacement within 10 days from the date of receiving the resignation letter or the decision to dismiss or remove.

5. In the event that the Chairman of the Board of Directors is absent from Vietnam or is unable to perform their duties, they must authorize, in writing, the Vice Chairman of the Board of Directors or another member of the Board of Directors to exercise the rights and obligations of the Chairman. If there is no authorized person or if the Chairman of the Board of Directors is Deceased, missing, in detention, serving a prison sentence, serving administrative handling measures at a compulsory detoxification center or educational center, has fled from their place of residence, has limited or lost civil act capacity, has difficulty in cognition or behavioral control, or is prohibited by the Court from holding certain positions or practicing certain professions, the remaining members shall elect one among themselves to hold the position of Chairman of the Board of Directors based on the majority principle of the remaining members until a new decision of the Board of Directors is made.



## 6. Company Secretary:

When deemed necessary, the Board of Directors shall decide to appoint from 01 to 02 persons to act as Company Secretary for a term and under terms and conditions determined by the Board of Directors. The Board of Directors may remove the Company Secretary when necessary, provided that such removal does not violate current labor laws.

### a) Roles and duties of the Company Secretary:

Preparing meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as ordered by the Chairman of the Board of Directors or the Board of Supervisors;

Drafting minutes of meetings;

Advising on the procedures of meetings;

Ensuring that resolutions of the Board of Directors comply with the law;

Attending meetings;

Providing financial information, copies of minutes of Board meetings, and other information to members of the Board of Directors and the Board of Supervisors.

### b) The Company Secretary has the following rights and obligations:

Supporting the organization of the convening of meetings of the General Meeting of Shareholders and the Board of Directors; recording meeting minutes;

Supporting members of the Board of Directors in the exercise of their rights and obligations delegated;

Supporting the Board of Directors in applying and implementing corporate governance principles;

Supporting the Company in building shareholder relations and protecting the legal rights and interests of shareholders;

Supporting the Company in complying with information disclosure obligations, information publicity, and administrative procedures.

c) The Company Secretary is responsible for maintaining information confidentiality in accordance with the provisions of law and the Company Charter.

## **Article 47. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member has the same highest number or percentage of votes, the members shall elect by majority principle to choose 01 person among them to convene the Board of Directors meeting.

2. The Board of Directors shall meet at least once per quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a) At the request of the Board of Supervisors;
- b) At the request of the General Director or at least 05 other Company Managers;
- c) At the request of at least 02 members of the Board of Directors.

4. The requests specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.

5. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article. If the Chairman fails to convene the Board meeting as requested, the Chairman shall be liable for any damages caused to the Company; the requester has the right to replace the Chairman of the Board of Directors in convening the Board meeting.

6. The Chairman of the Board of Directors or the person convening the meeting shall send a meeting notice no later than 03 working days before the meeting date. The meeting notice must specify the time and place of the meeting, the agenda, and issues for discussion and decision. The meeting notice must be accompanied by the documents to be used at the meeting and the voting ballots for the members.

The notice of the Board of Directors meeting may be sent by invitation letter, Telephone, fax, or electronic means, ensuring it reaches the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the meeting notice and attached documents to members of the Board of Supervisors in the same manner as for members of the Board of Directors.

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

8. A meeting of the Board of Directors shall be conducted when at least 3/4 of the total number of members attend. In the event that a meeting convened pursuant to this Clause does not have sufficient members in attendance, it shall be reconvened within 07 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are in attendance.

9. A member of the Board of Directors shall be considered as present and voting at a meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c) Attending and voting via an online conference, electronic voting, or other electronic forms;

d) Sending a voting ballot to the meeting via post, fax, or email.

10. In the case of sending a voting ballot to the meeting via post, the ballot must be in a sealed envelope and delivered to the Chairman of the Board of Directors no later than 01 hour before the opening time. The voting ballot shall only be opened in the presence of all meeting attendees.

11. Members must attend all meetings of the Board of Directors in full. A member may authorize another person to attend and vote if approved by a majority of the members of the Board of Directors.

12. Resolutions and decisions of the Board of Directors shall be passed if approved by a majority of the members present at the meeting; in the event of an equal number of votes, the final decision shall lie with the side that has the vote of the Chairman of the Board of Directors.

13. Voting:

a) Except for the provisions in Point b of this Clause, each member of the Board of Directors or an authorized person as provided in Clause 11 of this Article who is physically present in the capacity of an individual at the Board of Directors meeting shall have 01 vote;

b) A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which that member or a person related to that member has an interest, and such interest conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted towards the minimum number of members present required to hold a meeting of the Board of Directors regarding decisions for which that member has no voting right;

c) According to the provisions in Point d of this Clause, when an issue arises at a meeting related to the interest or voting right of a member of the Board of Directors and that member does not voluntarily relinquish the voting right, the decision of the chairperson shall be final, unless there is no evidence to determine that the member of the Board of Directors has a related interest;

d) A member of the Board of Directors who benefits from a contract stipulated in Article 69 of this Charter shall be considered to have a material interest in that contract.

14. A resolution via written consultation shall be passed based on the approval of a majority of the members of the Board of Directors who have voting rights. This resolution shall have the same effect and validity as a resolution passed at a meeting.

#### **Article 48. Minutes of Board of Directors meetings**

1. Meetings of the Board of Directors must be recorded in minutes and may be recorded by audio, video, or stored in other electronic forms. The minutes shall be prepared in Vietnamese and include the following key contents:

- a) Name, Address of head office, and enterprise identification number;
- b) Time and location of the meeting;
- c) Purpose, agenda, and content of the meeting;



- d) Full names of each member attending the meeting or the authorized person and the method of attendance; full names of members not attending and the reasons;
- đ) Issues discussed and voted upon at the meeting;
- e) Summary of opinions expressed by each member attending the meeting in the chronological order of the meeting;
- g) Voting results, clearly stating those members who voted in favor, against, and abstained;
- h) Issues passed and the corresponding voting rate;
- i) Full names and signatures of the chairperson and the minutes taker, except for cases specified in Clause 2 of this Article.
- i) Full name, signature of the chairperson and the person taking the minutes, except in cases provided for in Clause 2 of this Article.

2. In the event that the chairperson or minutes taker refuses to sign the meeting minutes, but if signed by all other members of the Board of Directors attending the meeting and containing full contents as specified in Points a, b, c, d, đ, e, g and h of Clause 1 of this Article, the minutes shall be effective. The meeting minutes shall clearly state that the chairperson or minutes taker refused to sign. Persons signing the meeting minutes shall be jointly liable for the accuracy and truthfulness of the content of the Board of Directors meeting minutes. The chairperson and minutes taker shall be personally liable for any damages caused to the enterprise due to their refusal to sign the minutes as stipulated by law.

3. The chairperson, the minutes taker, and the persons signing the minutes shall be responsible for the truthfulness and accuracy of the content of the minutes of the Board of Directors.

4. The minutes of the Board of Directors meeting and the documents used during the meeting shall be stored at the Address of head office of the Company.

#### **Article 49. Dismissal, removal, replacement, and addition of members of the Board of Directors**

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

- a) Does not satisfy the criteria and conditions as stipulated in Clause 4, Article 40 of this Charter;
- b) Submits a resignation letter which is accepted.

2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the case of failure to participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure.

3. When considered necessary, the General Meeting of Shareholders may decide to replace a member of the Board of Directors; or dismiss or remove a member of the Board of Directors beyond the cases stipulated in Clause 1 and Clause 2 of this Article.

4. The Board of Directors shall convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a) The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Company Charter. In this case, the Board of Directors shall convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b) Except for the case stipulated in Point a of this Clause, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who has been dismissed or removed at the next closest meeting.

#### **Article 50. Subcommittees of the Board of Directors**

1. The Board of Directors may establish subcommittees under its authority to oversee development policy, personnel, remuneration, internal audit, and risk management. The number of members of a subcommittee shall be decided by the Board of Directors with a minimum of 03 people, including members of the Board of Directors and external members. Non-executive members of the Board of Directors shall constitute a majority in the subcommittee, and one of these members shall be appointed as the Head of the subcommittee by decision of the Board of Directors. The activities of the subcommittee shall comply with the regulations of the Board of Directors. A resolution of the subcommittee shall only be effective if approved by a majority of the members attending and voting at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors or its subcommittees must be in accordance with current applicable laws and the provisions of the Company Charter and the Regulations on Corporate Governance.

#### **Article 51. Person in charge of Corporate Governance**

1. The Board of Directors of the Company shall appoint at least 01 person in charge of Corporate Governance to support corporate governance work. The person in charge of Corporate Governance may concurrently serve as the Company Secretary.

2. The person in charge of Corporate Governance must meet the following standards:

a) Has knowledge of the law;

b) Must not simultaneously work for an Approved Auditing Firm that is currently auditing the Consolidated Financial Statements of the Company;

c) Other standards as prescribed by law and the decision of the Board of Directors.

3. The person in charge of Corporate Governance shall have the following rights and obligations:

a) Advising the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and handling tasks related to the Company and shareholders;

b) Preparing meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;

c) Advising on procedures for meetings;

d) Attending meetings;

đ) Advising on procedures for preparing resolutions of the Board of Directors in compliance with the law;

e) Providing financial information, copies of minutes of the Board of Directors meetings, and other information to members of the Board of Directors and members of the Board of Supervisors;

g) Monitoring and reporting to the Board of Directors on the information disclosure activities of the Company;

h) Acting as the focal point for contact with relevant stakeholders;

i) Maintaining confidentiality of information in accordance with the provisions of law and the Company Charter;

k) Other rights and obligations as prescribed by law.

4. The Board of Directors may remove the Person in charge of Corporate Governance when necessary, provided that it is not contrary to current labor laws. The Board of Directors may appoint an Assistant to the Person in charge of Corporate Governance from time to time.

## **CHAPTER VIII COMPANY EXECUTIVES**

### **Article 52. Organization of the management apparatus**

1. The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business activities of the Company. The Company shall have 01 General Director, a maximum of 04 Deputy General Directors, and 01 Chief Accountant, all appointed by the Board of Directors. The General Director and Deputy General Directors may simultaneously serve as Members of the Board of Directors, provided they maintain the ratio specified in Point c, Clause 1, Article 41 of this Charter.

2. The appointment, dismissal, and removal of the aforementioned positions must be approved by a Resolution or Decision of the Board of Directors.

### **Article 53. Company Executives**

1. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may hire Deputy General Directors and a Chief Accountant in numbers and with qualifications consistent with the structure and management regulations of the Company as determined by the Board of Directors. Company Executives must be responsible for assisting the Company in achieving its stated operational and organizational goals.



2. The General Director shall be paid a salary and bonus. The salary and bonus of the General Director shall be decided by the Board of Directors.

3. The salary of Company Executives shall be calculated as a business expense of the Company in accordance with the provisions of corporate income tax law, presented as a separate item in the Company's annual Consolidated Financial Statements, and reported to the General Meeting of Shareholders at the annual meeting.

#### **Article 54. Appointment, dismissal; duties and powers of the General Director**

1. The Board of Directors shall appoint one member of the Board of Directors or hire another person to act as General Director.

2. The General Director is the person who manages the daily business activities of the Company; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and to the law for the performance of their assigned rights and obligations.

3. The term of the General Director shall not exceed 05 years and they may be re-appointed for an unlimited number of terms. The Board of Directors shall decide on the extension of the General Director's term of office in case of necessity.

4. The General Director must meet the following standards and conditions:

a) Have full civil legal capacity and civil act capacity, and not be prohibited from managing an enterprise as prescribed by the Law on Enterprises;

b) Possess professional qualifications or practical experience in business administration or in the Company's primary business line.

5. The General Director has the following rights and obligations:

a) Decide on matters related to the daily business activities of the Company that are not under the authority of the Board of Directors;

b) Organize the implementation of resolutions and decisions of the Board of Directors;

c) Organize the implementation of the Company's business plans and investment proposals;

d) Propose plans for the organizational structure and internal management regulations of the Company;

dd) Appoint, dismiss, and remove management titles within the Company, except for titles under the authority of the Board of Directors;

e) Decide on the salary and other benefits for employees of the Company and for managers who fall under the appointment authority of the General Director;

g) Recruit labor;

h) Propose plans for the payment of dividends or handling of business losses;

i) Exercise other rights and perform other obligations as prescribed by law, the Company Charter, and resolutions and decisions of the Board of Directors.

5. The General Director is accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these bodies when requested.

6. The Board of Directors may dismiss the General Director when the majority of the Board members with voting rights present at the meeting vote in favor, and shall appoint a new General Director to replace them.

7. The status of the Company's General Director shall cease in the following cases:

a) Being dismissed, removed, or discharged from their position, or having their employment contract terminated. The Board of Directors may remove the General Director and appoint a new General Director to replace them when the majority of Board members with voting rights present at the meeting vote in favor;

b) Submitting a resignation letter that is accepted by the Board of Directors;

c) Losing or having their civil act capacity restricted pursuant to a Court decision;

d) Other cases as prescribed by law.

8. In the event that the General Director no longer holds the position of General Director under Clause 7 of this Article, the Board of Directors shall temporarily appoint someone to undertake the tasks of the General Director in case a replacement has not been appointed. Within 30 working days, the Board of Directors must conduct procedures to appoint a new General Director.

9. The General Director may authorize in writing the Deputy General Directors or other officers of the Company to act on their behalf to resolve or execute certain matters, but the General Director shall remain responsible for such authorization.

The person authorized by the General Director shall be responsible to the General Director and to the law for the tasks performed under such authorization.

#### **Article 55. Deputy General Directors, Chief Accountant**

1. Deputy General Directors shall be appointed, dismissed, or removed by the Board of Directors upon the proposal of the General Director. The term of appointment for a Deputy General Director shall not exceed 05 years and they may be re-appointed. A Deputy General Director shall assist the General Director as assigned and authorized by the General Director. Any authorization involving the signing of contracts or the use of the Company's seal must be performed in writing.

2. The Chief Accountant shall be appointed, dismissed, or removed by the Board of Directors upon the proposal of the General Director. The term of appointment for a Chief Accountant shall not exceed 05 years and they may be re-appointed. The Chief Accountant shall assist the General Director of the Company in organizing the Company's finance, accounting, and statistics work. The powers and responsibilities of the Chief Accountant shall be as per the signed employment contract and in accordance with the provisions of law.

## **CHAPTER IX SUPERVISORY BOARD**

### **Article 56. Candidacy and nomination of members of the Supervisory Board**

1. Shareholders or a group of shareholders holding 10% or more of the total number of Ordinary Shares have the right to nominate or stand as candidates for the Supervisory Board in accordance with the provisions of the Law on Enterprises and the Company Charter.

Shareholders or a group of shareholders holding from 10% to less than 20% of the total number of voting shares may nominate 01 candidate; from 20% to less than 30% may nominate a maximum of 02 candidates; from 30% to less than 40% may nominate a maximum of 03 candidates; from 40% to less than 50% may nominate a maximum of 04 candidates; from 50% to less than 60% may nominate a maximum of 05 candidates; from 60% or more may nominate a maximum of 08 candidates.

2. In the event that the number of candidates for the Supervisory Board through nomination and candidacy is insufficient according to the requirements prescribed in Clause 3, Article 27 of the Company Charter, the incumbent Supervisory Board shall introduce additional candidates or organize nominations in accordance with the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

### **Article 57. Method of electing members of the Supervisory Board**

The voting for members of the Supervisory Board must be carried out through the cumulative voting method, whereby each shareholder has the total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Supervisory Board, and the shareholder has the right to accumulate all or part of their total votes for one or several candidates. The person elected to the Supervisory Board shall be determined by the number of votes calculated from the highest to the lowest, starting from the candidate with the highest number of votes until the full number of members specified in the Company Charter is reached. In the event that 02 or more candidates receive the same number of votes for the final member of the Supervisory Board, a re-vote shall be conducted among these candidates with equal votes or they shall be selected based on the criteria prescribed in the election regulations.

### **Article 58. Composition, standards; dismissal and removal of the Supervisory Board**

1. The Supervisory Board shall have 03 members; the term of office for a member of the Supervisory Board shall not exceed 05 years, coinciding with the term of the Board of Directors, and they may be re-elected for an unlimited number of



terms. More than half of the members of the Supervisory Board must be permanent residents in Vietnam.

In the event that the terms of the Supervisory Board members expire at the same time but new members have not been elected, the members of the Supervisory Board whose terms have expired shall continue to exercise their rights and obligations until new members are elected and assume their duties.

2. Members of the Supervisory Board must meet the following standards and conditions:

a) Not being subject to the provisions in Clause 2, Article 17 of the Law on Enterprises;

b) Having received training in one of the fields of economics, finance, accounting, auditing, law, business administration, or a discipline suitable for the Company's business operations;

c) Not being a family member of any member of the Board of Directors or any Company Executive;

d) Not necessarily being a shareholder or an employee of the Company;

dd) Not being employed in the accounting or finance department of the Company;

e) Not being a member or employee of the Approved Auditing Firm that conducted the audit of the Company's consolidated financial statements for the 03 consecutive years prior;

g) Other standards and conditions as prescribed by other relevant laws.

3. A member of the Board of Supervisors shall be dismissed in the following cases:

a) They no longer meet the standards and conditions for being a member of the Board of Supervisors as prescribed in Clause 2 of this Article;

b) They have submitted a written resignation and it has been accepted;

c) Other cases as prescribed by law and this Charter.

4. A member of the Board of Supervisors shall be removed in the following cases:

a) They fail to complete the assigned duties and tasks;

b) They fail to perform their rights and obligations for 06 consecutive months, except in cases of force majeure;

c) They commit repeated or serious violations of the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company Charter;

d) Other cases as determined by a resolution of the General Meeting of Shareholders.

## **Article 59. Rights and obligations of the Board of Supervisors**

1. The Board of Supervisors shall supervise the Board of Directors and the General Director in the management and operation of the Company.

2. Inspect the reasonableness, legality, honesty, and degree of prudence in management and business administration; the systematic, consistent, and appropriate nature of accounting, statistics, and the preparation of Consolidated Financial Statements.

3. Appraise the completeness, legality, and honesty of the business performance reports, the annual and semi-annual Consolidated Financial Statements of the Company, and the management assessment reports of the Board of Directors, and submit the appraisal report at the annual General Meeting of Shareholders. Review contracts and transactions with Related Persons subject to the approval authority of the Board of Directors or the General Meeting of Shareholders and provide recommendations on contracts and transactions that require approval from the Board of Directors or the General Meeting of Shareholders.

4. Review, inspect, and evaluate the effectiveness and efficiency of the internal control system, internal audit, risk management, and early warning systems of the Company.

5. Review the accounting books, accounting records, and other documents of the Company, and the management and operation of the Company when deemed necessary or upon resolution of the General Meeting of Shareholders or at the request of shareholders or a group of shareholders as stipulated in Clause 2 Article 27 of this Charter.

6. Upon the request of shareholders or a group of shareholders as stipulated in Clause 2 Article 27 of this Charter, the Board of Supervisors shall perform an inspection within 07 working days from the date of receiving the request. Within 15 days from the date of completion of the inspection, the Board of Supervisors must report on the requested inspection issues to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Board of Supervisors as stipulated in this Clause shall not obstruct the normal operations of the Board of Directors, nor disrupt the business administration of the Company.

7. Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure of management, supervision, and business administration of the Company.

8. Attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company.

9. Utilize independent consultants and the Company's internal audit department to perform assigned duties.

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

11. Propose and recommend to the General Meeting of Shareholders the approval of the list of Approved Auditing Firms to perform audits of the Company's

Consolidated Financial Statements; decide on the Approved Auditing Firm to examine the Company's activities, and remove the approved auditor when necessary.

12. Be responsible to shareholders for its supervisory activities.

13. Supervise the financial status of the Company and the compliance with the law in the activities of members of the Board of Directors and Company Executives.

14. Ensure coordination with the Board of Directors, the General Director and shareholders.

15. In the event that violations of the law or the Company Charter by members of the Board of Directors or Company Executives are discovered, the Board of Supervisors shall notify the Board of Directors in writing within 48 hours, requesting the violating person to cease the violation and have measures to remedy the consequences.

16. Develop the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

17. Submit reports to the General Meeting of Shareholders as prescribed.

18. Other rights and obligations as prescribed by the Law on Enterprises, the Company Charter, and resolutions of the General Meeting of Shareholders.

#### **Article 60. Right of the Board of Supervisors to be provided with information**

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

a) Meeting invitations, ballot papers for members of the Board of Directors, and attached documents;

b) Resolutions, decisions, and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;

c) Reports of the General Director submitted to the Board of Directors or other documents issued by the Company.

2. Members of the Board of Supervisors have the right to access the files and documents of the Company kept at the head office, branches, and other locations; they have the right to access the working premises of Company Managers and employees of the Company during working hours.

3. The Board of Directors, members of the Board of Directors, and Company Executives must provide full, accurate, and timely information and documents regarding the management, administration, and business activities of the Company upon the request of a member of the Board of Supervisors or the Board of Supervisors.

#### **Article 61. Responsibilities of Members of the Board of Supervisors**

1. Comply with the law, the Company Charter, resolutions of the General Meeting of Shareholders, and professional ethics in performing assigned rights and obligations.



2. Perform assigned rights and obligations honestly, prudently, and to the best of their ability to ensure the maximum legal interests of the Company.

3. Remain loyal to the interests of the Company and shareholders; not abuse their position and office or use information, secrets, business opportunities, and other assets of the Company for personal gain or to serve the interests of other organizations or individuals.

4. Other obligations as prescribed by the Law on Enterprises and the Company Charter.

5. In case of violating the provisions of Clauses 1, 2, 3, and 4 of this Article causing damage to the Company or others, the member of the Board of Supervisors shall be personally or jointly liable to compensate for such damage. Income and other benefits obtained by the member of the Board of Supervisors due to the violation shall be returned to the Company.

6. In case of discovering that a member of the Board of Supervisors has violated their assigned rights and obligations, they shall notify the Board of Supervisors in writing; and request the violating person to cease the violation and remedy the consequences.

#### **Article 62. Head of the Board of Supervisors**

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall follow majority principles. The Head of the Board of Supervisors must possess a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or a field related to the Company's business operations.

2. Rights and obligations of the Head of the Board of Supervisors:

- a) Convene meetings of the Board of Supervisors;
- b) Request the Board of Directors and Company Executives to provide relevant information for reporting to the Board of Supervisors;
- c) Prepare and sign reports of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders;
- d) Sign for the promulgation of the Regulations on Operation of the Board of Supervisors after they are approved by the General Meeting of Shareholders.

#### **Article 63. Meetings of the Board of Supervisors**

1. The Board of Supervisors must meet at least two (02) times per year, with at least two-thirds (2/3) of the members of the Board of Supervisors in attendance.

2. The Board of Supervisors has the right to require members of the Board of Directors, the General Director, and representatives of the Approved Auditing Firm to attend and respond to issues requiring clarification.

3. Minutes of the Board of Supervisors' meetings shall be prepared in detail and clearly. The minutes secretary and the members of the Board of Supervisors attending the meeting must sign the meeting minutes. Minutes of the Board of Supervisors'

meetings must be archived to determine the responsibilities of each member of the Board of Supervisors.

#### **Article 64. Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors**

Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented according to the following provisions:

1. Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses, and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salary, remuneration, bonus, other benefits, and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for food, accommodation, travel, and the use of independent advisory services. The total amount of this remuneration and these expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. Salaries and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant legal regulations and must be separately itemized in the Company's annual Consolidated Financial Statements.

### **CHAPTER X INTERESTS AND RESPONSIBILITIES OF COMPANY MANAGERS**

#### **Article 65. Salaries, remuneration, bonuses, and other benefits of Company Managers**

The Company has the right to pay salaries, remuneration, and bonuses to Company Managers based on business performance and efficiency.

#### **Article 66. Disclosure of related interests**

The disclosure of benefits and affiliated persons of the Company shall be conducted in accordance with the following regulations:

1. The Company shall compile and update the list of affiliated persons of the Company and their corresponding contracts and transactions with the Company:

a) Parent Company, managers and legal representatives of the Parent Company, and persons authorized to appoint managers of the Parent Company;

b) Company's subsidiaries, managers and legal representatives of the Company's subsidiaries;

c) Individuals, organizations or groups of individuals or organizations capable of influencing the operation of that enterprise through ownership, acquisition of shares, capital contribution, or through the decision-making processes of the company;

d) Company Managers, legal representatives, Members of the Board of Supervisors;

đ) The husband, wife, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, Order Brother, Order Sister, Younger Sibling, Elder brother-in-law, Younger brother-in-law, Elder sister-in-law, Younger sister-in-law of the Company Manager, legal representative, Members of the Board of Supervisors, members and shareholders who own controlling capital contributions or shares;

e) Individuals who are authorized representatives of the company or organization defined at points a, b and c of this Clause;

g) Enterprises in which individuals, companies, or organizations defined at points a, b, c, d, đ and e of this Clause own shares to the extent that they control the decision-making of the company.

2. Company Managers shall declare to the Company their related benefits, including:

a) Name, business registration number, Address of head office, and business lines of enterprises where they own or own capital contributions or shares; the Percentage and the time of owning or owning such capital contributions or shares;

b) Name, business registration number, Address of head office, and business lines of enterprises where their affiliated persons own, co-own, or exclusively own capital contributions or shares exceeding 10% of the Charter capital.

3. The declaration stipulated in Clause 2 of this Article must be made within 07 working days from the date the related interest arises; any amendments or supplements must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement.

4. The storage, disclosure, review, extraction, and copying of the list of affiliated persons and related benefits declared as per Clause 1 and Clause 2 of this Article shall be carried out as follows:

a) The Company shall notify the list of affiliated persons and related benefits to the General Meeting of Shareholders at the annual meeting;

b) The list of affiliated persons and related benefits shall be kept at the Address of head office of the Company; if necessary, parts or the entirety of said list may be kept at the Company's subsidiaries or branches;

c) Shareholders, authorized representatives of shareholders, and Company Managers have the right to review, extract, and copy parts or the entirety of the declared Content;

d) The Company shall create conditions for those specified in point c of this Clause to access, review, extract, and copy the list of affiliated persons and related benefits as quickly and conveniently as possible; it is prohibited to obstruct or cause difficulties for them in exercising this right. The sequence and procedures for reviewing, extracting, and copying the contents declared regarding affiliated persons and related benefits shall be carried out in accordance with the Company's Charter.



5. Members of the Board of Directors and the General Director, acting in their individual capacity or on behalf of others to perform work in any form within the scope of the Company's business, must explain the nature and Content of such work to the Board of Directors and the Board of Supervisors and may only perform it when approved by a majority of the remaining members of the Board of Directors; if the work is performed without declaration or without the approval of the Board of Directors, all income derived from such activity shall belong to the Company.

Company Managers are responsible for performing their duties, including duties as members of subcommittees of the Board of Directors, honestly and prudently in the best interests of the Company.

#### **Article 67. Honesty and avoidance of conflicts of interest**

1. Company Managers must disclose related interests in accordance with the Law on Enterprises, relevant legal documents, and this Charter.

2. Company Managers and the affiliated persons of these members shall only use information obtained due to their Position for the benefit of the Company.

3. Company Managers have an obligation to notify the Board of Directors and the Board of Supervisors in writing about transactions between the Company, the Company's subsidiaries, and other companies where the Company holds over 50% or more of the Charter capital with that person or their affiliated persons as regulated by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these Resolution(s) in accordance with securities laws on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that provide benefits to that member or their affiliated persons as regulated by the Law on Enterprises and the Company's Charter.

5. Company Managers and the affiliated persons of these subjects must not use or disclose internal information to others to perform related transactions.

6. Transactions between the Company and one or more members who are Company Managers and individuals or organizations affiliated with these subjects shall not be void in the following cases:

a) For transactions with a value of less than 35% of the total value of assets recorded in the most recent audited Consolidated Financial Statements, the key terms of the contract or transaction as well as the relationships and interests of the member who is a Company Manager have been reported to the Board of Directors and approved by the Board of Directors with a majority of votes from the members of the Board of Directors who have no related interests;

b) For transactions with a value greater than or equal to 35% or transactions leading to an accumulated transaction value within 12 months from the date of the first transaction being 35% or more of the total value of assets recorded in the most recent audited Consolidated Financial Statements, the key terms of this transaction as well as the relationships and interests of the member who is a Company Manager have been

disclosed to shareholders and approved by the General Meeting of Shareholders through voting by shareholders who have no related interests.

#### **Article 68. Liability for damages and compensation**

1. Company Managers who violate their obligations, the duty of honesty and prudence, or fail to fulfill their obligations shall be liable for the damages caused by their violating acts.

2. The Company shall compensate persons who are, have been, or may become a related party in complaints, lawsuits, or prosecutions (including civil, administrative, and non-litigation cases where the Company is not the plaintiff) if that person is or was a Company Manager, employee, or representative authorized by the Company who was or is performing tasks under the Company's authorization, acting honestly and prudently in the best interest of the Company on the basis of compliance with the law and there is no evidence confirming that the person violated their duties.

3. When performing functions, duties, or executing tasks under the authorization of the Company, a Company Manager, employee, or authorized representative of the Company shall be compensated by the Company when becoming a related party in complaints, lawsuits, or prosecutions (excluding lawsuits where the Company is the plaintiff) in the following cases:

a) Acted honestly, prudently, and diligently for the benefit and not in conflict with the interests of the Company;

b) Complied with the law and there is no evidence confirming a failure to fulfill their responsibilities.

4. Compensation costs include costs of judgments, fines, and payments arising in practice (including attorney fees) when resolving these cases within the framework allowed by law. The Company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

#### **Article 69. Approval of contracts and transactions between the Company and affiliated persons**

1. The General Meeting of Shareholders or the Board of Directors shall approve contracts or transactions between the Company and the following affiliated persons:

a) Shareholders and authorized representatives of shareholders that are organizations owning over 10% of the total Ordinary Shares of the Company and their affiliated persons;

b) Members of the Board of Directors, the General Director, and their affiliated persons;

c) Enterprises that a Company Manager must declare in accordance with the provisions of Clause 2 of Article 66 of this Charter.

2. The Board of Directors shall approve contracts and transactions in accordance with Clause 1 of this Article with a value of less than 35% of the total value of the enterprise's assets recorded in the most recent audited Consolidated Financial Statements. In this case, the Company's representative signing the contract or

transaction must notify the members of the Board of Directors and Members of the Board of Supervisors about the related parties involved in that contract or transaction and attach the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notice; members of the Board of Directors who have interests related to the parties in the contract or transaction do not have the right to vote.

3. The General Meeting of Shareholders shall approve the following contracts and transactions:

a) Contracts and transactions other than those specified in Clause 2 of this Article;

b) Contracts and transactions for borrowing, lending, or selling assets with a value greater than 10% of the total value of the enterprise's assets recorded in the most recent audited Consolidated Financial Statements between the Company and a shareholder owning 51% or more of the total shares with voting rights or their affiliated persons.

4. In cases of approving a contract or transaction in accordance with Clause 3 of this Article, the Legal Representative of the Company signing such contract or transaction must notify the Board of Directors and the members of the Board of Supervisors of the Related Persons involved in said contract or transaction, and shall attach a draft of the contract or notify the essential content of the transaction. The Board of Directors shall submit the draft contract, transaction, or provide an explanation regarding the essential content of the contract or transaction at the General Meeting of Shareholders or conduct a consultation with shareholders in writing. In this case, shareholders having related interests with the parties in the contract or transaction shall not have the right to vote; the contract or transaction shall be approved in accordance with the provisions of Clause 1 Article 36 and Clause 9 Article 37 of this Charter.

5. Contracts and transactions shall be invalidated upon a decision of the Court and handled in accordance with the law if entered into in violation of the provisions of this Article; the signatory of the contract or transaction, relevant shareholders, members of the Board of Directors, or the General Director shall be jointly liable for the resulting damages and shall return to the Company any profits obtained from the execution of such contract or transaction.

6. The Company shall publicly disclose related contracts and transactions in accordance with relevant laws.

#### **Article 70. Responsibilities of Company Managers**

1. Company Managers have the following responsibilities:

a) To exercise delegated rights and obligations in accordance with the Law on Enterprises, other relevant laws, the Charter, and resolutions of the General Meeting of Shareholders;

b) To exercise delegated rights and obligations honestly, cautiously, and in the best interest of the Company to ensure its maximum legal benefits;



c) To be loyal to the interests of the Company and shareholders; not to abuse their position, status, or use the Company's information, know-how, business opportunities, or other assets for private gain or to serve the interests of any other organization or individual;

d) To notify the Company promptly, fully, and accurately regarding the matters prescribed in Clause 2 Article 66 of this Charter;

dd) Other responsibilities as prescribed by the Law on Enterprises and regulations of law.

2. Company Managers who violate the provisions of Clause 1 of this Article shall be held personally or jointly liable to compensate for lost benefits, return received benefits, and indemnify the Company and third parties for all damages.

#### **Article 71. Right to initiate a lawsuit against members of the Board of Directors or the General Director**

1. Shareholders or groups of shareholders holding at least 01% of total ordinary shares have the right to initiate, on their own behalf or in the name of the Company, a lawsuit regarding personal or joint liability against members of the Board of Directors or the General Director to request the return of benefits or compensation for damages to the Company or other persons in the following cases:

a) Violation of the responsibilities of a Company Manager as prescribed in Article 70 of this Charter;

b) Failure to perform, incomplete, untimely, or improper performance of duties, or acts contrary to the law, the Charter, or the resolutions or decisions of the Board of Directors regarding assigned rights and obligations;

c) Abuse of position, status, or use of the Company's information, know-how, business opportunities, or other assets for personal gain or to serve the interests of other organizations or individuals;

d) Other cases as prescribed by law and this Charter.

2. The order and procedures for initiating a lawsuit shall be conducted in accordance with the law on civil litigation. Expenses for the lawsuit, in cases where a shareholder or group of shareholders initiates a lawsuit in the name of the Company, shall be charged as company expenses, unless the claim is rejected.

3. Shareholders and groups of shareholders as prescribed in this Article have the right to review, search, and extract necessary information based on the decision of a Court or Arbitrator before or during the lawsuit process.

## **CHAPTER XI RIGHT TO INSPECT BOOKS AND COMPANY RECORDS**

## **Article 72. Right to inspect books and records**

1. Ordinary shareholders have the right to inspect books and records, specifically as follows:

a) Ordinary shareholders have the right to view, search, and extract information on names and contact addresses from the list of voting shareholders; request the correction of their inaccurate information; view, search, extract, or copy the Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 05% of the total ordinary shares or more have the right to view, search, and extract the minute books, resolutions and decisions of the Board of Directors, semi-annual and annual consolidated financial statements, reports of the Board of Supervisors, contracts and transactions required to be approved by the Board of Directors, and other documents, excluding documents related to the Company's trade or business secrets.

2. In cases where an authorized representative of a shareholder or group of shareholders requests the inspection of books and records, they must attach a power of attorney from the represented shareholder or group, or a notarized copy of such power of attorney.

3. Company Managers have the right to inspect the Company's register of shareholders, list of shareholders, books, and other records of the Company for purposes related to their positions, provided that such information is kept confidential.

4. The Company shall store this Charter and its amendments/supplements, the Certificate of Enterprise Registration, internal regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual consolidated financial statements, accounting books, and other documents as prescribed by law at the head office or another location, provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.

5. The Charter of the Company must be published on the Company's website.

## **CHAPTER XII EMPLOYEES AND TRADE UNION**

### **Article 73. Employees and trade union**

1. The General Director must prepare a plan for the Board of Directors to approve matters relating to recruitment, termination, salaries, social insurance, welfare, rewards, and discipline for employees and Company Executives.

2. The General Director must prepare a plan for the Board of Directors to approve matters relating to the Company's relationship with trade union organizations in accordance with best standards, practices, and management policies, the practices

and policies set forth in this Charter, the Company's internal regulations, and applicable laws.

## **CHAPTER XIII PROFIT DISTRIBUTION**

### **Article 74. Profit distribution**

1. The General Meeting of Shareholders decides on the annual dividend payout rate and the form of dividend payment from the Company's retained earnings. The Company's profit after tax at the end of each fiscal year shall be distributed in accordance with the law and this Charter specifically:

a) Distributing profits to associated capital contributors according to contract terms (if any);

b) Setting aside development investment, bonus, welfare, and other non-mandatory funds at a certain percentage proposed by the Board of Directors and decided by the General Meeting of Shareholders;

c) Distributing dividends to shareholders. The payout rate is determined by the General Meeting of Shareholders;

d) In case of operational losses, the Company shall carry forward losses to the next year to be deducted from taxable income for corporate income tax. The carry-forward period shall comply with legal provisions.

2. The Company does not pay interest on dividend payments or payments related to any class of shares.

3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors shall be the body implementing this decision.

4. In cases where dividends or other monies related to a class of shares are paid in cash, the Company shall pay them in VND. Payment may be made directly or through banks based on bank account details provided by shareholders. In cases where the Company has transferred funds according to the correct details provided by the shareholder but the shareholder does not receive the money, the Company shall not be liable for the funds transferred to that shareholder. Dividend payments for shares listed/registered for trading on The Stock Exchange may be conducted through a securities firm or the Vietnam Securities Depository and Clearing Corporation.

5. Based on the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision to determine a specific date to close the list of shareholders. Based on that date, those registered as shareholders or owners of other securities shall have the right to receive cash or stock dividends, notices, or other documents.

6. Other matters related to profit distribution shall be performed in accordance with legal provisions.



## **Article 75. Payment of dividends**

1. Dividends paid on preference shares shall be in accordance with the terms applicable to each class of preference shares.

2. Dividends paid on ordinary shares shall be determined based on the realized net profit and the dividend payment deducted from the Company's retained earnings. A joint stock company shall only pay dividends on ordinary shares when it meets the following conditions:

a) The Company has fulfilled tax obligations and other financial obligations as required by law;

b) The company has established necessary funds and covered previous losses in accordance with the provisions of the law and the Company Charter;

c) Immediately after full payment of the dividends, the company still ensures the settlement of all due debts and other property obligations.

3. Dividends may be paid in cash, in Shares of the Company, or in other assets as prescribed by the Company Charter. If paid in cash, the payment must be made in Vietnamese Dong and according to payment methods prescribed by law.

4. Dividends must be paid in full within 06 months from the date of the annual General Meeting of Shareholders. The Board of Directors shall prepare a list of shareholders entitled to receive dividends, determine the dividend rate for each share, and the timeline and method of payment, at the latest 30 days before each dividend payment. Notice of dividend payment shall be sent to shareholders at the address registered in the shareholder register, at least 15 days before the dividend payment. The notice must include the following content:

a) The name of the Company and the address of head office of the Company;

b) Full name, contact address, nationality, and legal identification number for individual shareholders;

c) Name, enterprise identification number or legal identification number of the organization, and address of head office for corporate shareholders;

d) The number of shares of each type owned by the shareholder; the dividend rate per share and the total dividends that the shareholder is entitled to receive;

đ) Time and method of dividend payment;

e) Full name and signature of the CHAIRMAN OF THE BOARD OF DIRECTORS and the Legal Representative of the Company.

5. In the event a shareholder transfers their shares during the period between the completion of the shareholder list and the time of dividend payment, the transferor shall be the person receiving the dividend from the company.

6. In the case of dividend payment in shares, the company is not required to follow the procedures for offering shares as specified in Article 15 and Article 16 of this Charter. The Company shall register the increase in Charter capital corresponding

to the total par value of the shares used for dividend payment within 10 days from the date of completion of the dividend payment.

## **CHAPTER XIV**

### **BANK ACCOUNTS, FINANCIAL YEAR, AND ACCOUNTING SYSTEM**

#### **Article 76. Bank accounts**

1. The Company shall open accounts at banks in Vietnam or at branches of foreign banks permitted to operate in Vietnam.

2. With the prior approval of the competent authority, in case it is necessary, the Company may open bank accounts abroad in accordance with the provisions of law.

3. The Company shall conduct all payments and accounting transactions through Vietnam Dong or foreign currency accounts at the banks where the Company has opened accounts.

#### **Article 77. Financial year**

The financial year of the Company shall begin on 01 January and end on 31 December of each year. The first financial year shall begin on the date of issue of the Enterprise Registration Certificate and end on 31 December of that year.

#### **Article 78. Accounting system**

1. The accounting system used by the Company is the Vietnamese Accounting Standards (VAS).

2. The Company shall prepare accounting books in Vietnamese and retain accounting records in accordance with the law on accounting and relevant regulations. These records must be accurate, updated, systematic, and sufficient to substantiate and explain the Company's transactions.

3. The Company shall use the Vietnamese Dong as the accounting currency unit. If the Company's economic operations are primarily in a specific foreign currency, it may select that currency as its accounting currency, take responsibility for such choice before the law, and notify the direct tax management authority.

## **CHAPTER XV**

### **ANNUAL REPORTS, CONSOLIDATED FINANCIAL STATEMENTS RESPONSIBILITY FOR INFORMATION DISCLOSURE**

#### **Article 79. Annual, semi-annual, and quarterly consolidated financial statements**

1. The Company shall prepare annual consolidated financial statements, which must be audited in accordance with the provisions of law. The Company shall disclose the audited annual consolidated financial statements in accordance with the law on

information disclosure in the securities market and submit them to competent state authorities.

2. The annual consolidated financial statements must include complete reports, appendices, and notes as required by the law on enterprise accounting. The annual consolidated financial statements must truthfully and objectively reflect the Company's operational status.

3. The Company shall prepare and disclose semi-annual reviewed consolidated financial statements and quarterly consolidated financial statements in accordance with the law on information disclosure in the securities market and submit them to competent state authorities.

4. Interested organizations and individuals shall have the right to inspect or copy the audited annual consolidated financial statements, reviewed semi-annual reports, and quarterly consolidated financial statements during business hours at the Company's head office and shall pay a reasonable fee for the photocopying.

#### **Article 80. Annual report**

The Company shall prepare and disclose its Annual Report in accordance with the regulations on securities and the securities market.

### **CHAPTER XVI CORPORATE AUDIT**

#### **Article 81. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of these entities to audit the Company's consolidated financial statements for the subsequent financial year based on terms and conditions agreed upon with the Board of Directors.

2. The audit report shall be attached to the annual consolidated financial statements of the Company.

3. Independent auditors conducting the audit of the Company's consolidated financial statements are entitled to attend meetings of the General Meeting of Shareholders and to receive notifications and other information related to meetings of the General Meeting of Shareholders and express their opinions at the general meeting on issues related to the audit of the Company's consolidated financial statements.

### **CHAPTER XVII COMPANY SEAL**

#### **Article 82. Company Seal**

1. The Seal includes the seal made at a professional seal-making facility or the seal in the form of a digital signature as per the law on electronic transactions.



2. The Board of Directors shall decide on the type, quantity, form, and content of the seal of the Company, its branches, and representative offices.

3. The Board of Directors and the General Director shall use and manage the seal in accordance with current laws.

## **CHAPTER XVIII**

### **DISSOLUTION, BANKRUPTCY, AND LIQUIDATION OF THE COMPANY**

#### **Article 83. Dissolution, bankruptcy of the Company**

1. The Company may be dissolved in the following cases:

- a) Pursuant to a Resolution or Decision of the General Meeting of Shareholders;
- b) Revocation of the Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration;
- c) Other cases as provided by law.

2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This Decision to dissolve must be notified to or approved by the competent authority as required.

3. The Company may be declared bankrupt by a Court in accordance with the provisions of law.

#### **Article 84. Deadlock between members of the Board of Directors and shareholders**

Shareholders holding at least half of the outstanding shares with voting rights for the election of members of the Board of Directors have the right to file a petition to the Court requesting dissolution on one or more of the following grounds:

1. The members of the Board of Directors are unable to reach a consensus in managing the Company's affairs, leading to a situation where the required votes for the Board of Directors to function cannot be reached.

2. The shareholders cannot reach a consensus and thus cannot obtain the required number of votes to elect members of the Board of Directors.

3. There is internal disagreement and two or more groups of shareholders are divided, making dissolution the most beneficial option for all shareholders.

4. Other cases as provided by law.

#### **Article 85. Liquidation**

1. After the decision to dissolve the Company has been made, the Board of Directors shall establish a Liquidation Committee consisting of 03 members, of whom 02 are appointed by the General Meeting of Shareholders and 01 is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be chosen from the Company's staff or independent experts. All expenses related to the liquidation shall be prioritized by the Company for payment before other debts of the Company.

2. The Liquidation Committee is responsible for notifying the Business Registration Office of the establishment date and the date of commencement of operations. From that moment, the Liquidation Committee represents the Company in all matters related to the liquidation of the Company before the Court and administrative bodies.

3. Proceeds from the liquidation shall be paid in the following order:

- a) Liquidation expenses;
  - b) Salary debts, severance allowances, social insurance, and other benefits for employees under signed collective labor agreements and labor contracts;
  - c) Tax debts;
  - d) Other debts of the Company;
- đ) The remainder after paying all debts from Item a to Item d of this Clause shall be distributed to shareholders. Preference Shares shall be entitled to priority of payment.  
advance payment.

## **CHAPTER XIX INTERNAL DISPUTE RESOLUTION**

### **Article 86. Internal dispute resolution**

1. In case of any dispute or claim arising in connection with the Company's operations, or the rights and obligations of shareholders under the Law on Enterprises, the Charter, other legal regulations, or agreements between:

- a) A shareholder and the Company;
- b) A shareholder and a Company Manager;

The related parties shall attempt to resolve such dispute through negotiation and mediation. Except in cases of disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution process and require each party to present relevant information within 30 working days from the date the dispute arises. In case of disputes involving the Board of Directors or the Chairman of the Board of Directors, either party may request the appointment of an independent expert to act as a mediator for the dispute resolution process.

2. In the event that a resolution cannot be reached through mediation within 06 weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to Arbitration or the Court.

3. Each party shall bear their own costs related to negotiation and mediation procedures. The settlement of court costs shall be in accordance with the Court's judgment.

## **CHAPTER XX IMPLEMENTATION PROVISIONS**

### **Article 87. Amendments and supplements to the Charter**

1. Any amendment or supplement to this Charter must be considered and decided by the General Meeting of Shareholders.

2. Where the law contains provisions relating to the Company's operations that are not mentioned in this Charter, or where new legal provisions differ from the clauses in this Charter, such legal provisions shall apply to govern the Company's operations.

### **Article 88. Validity**

1. This Charter consists of 20 Chapters, 88 Articles, and was unanimously approved by the Company's General Meeting of Shareholders on 14 April 2023 in Ho Chi Minh City, with full agreement on its validity.

2. This Charter is made in 02 copies of equal validity and must be kept at the Company's head office.

3. This Charter is the only and official Charter of the Company.

4. Any copy or excerpt of this Charter must bear the signature of the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

**Legal Representative of the Company  
GENERAL DIRECTOR**



No.: 12 /TTr-CHOLIMEX-HĐQT

*Ho Chi Minh City, March 23, 2026*

## **PROPOSAL**

**Regarding the amendment and supplementation of the Regulations on Corporate Governance the Regulations on Operation of the Board of Directors of Cho Lon Investment and Import Export Corporation (Cholimex)**

**To: General Meeting of Shareholders  
Cho Lon Investment and Import Export Corporation (Cholimex)**

Pursuant to the Enterprise Law No. 59/2020/QH14, passed by the National Assembly of THE SOCIALIST REPUBLIC OF VIETNAM on Date June 17, 2020 (amended and supplemented in 2022);

Pursuant to the Charter of Organization and Operation of Cho Lon Investment and Import Export Corporation (Cholimex);

Pursuant to Law No.: 03/2022/QH15, the Law amending and supplementing a number of articles of the Law on Public Investment, the Law on Investment in the Form of Public-Private Partnership, the Law on Investment, the Law on Housing the Law on Bidding, the Law on Electricity, the Law on Enterprises, the Law on Special Consumption Tax, and the Law on Civil Judgment Enforcement;

Pursuant to Law No.: 76/2025/QH15, the Law amending and supplementing a number of articles of the Law on Enterprises;

Pursuant to Decree No.: 245/2025/NĐ-CP dated September 11, 2025, regarding the amendment and supplementation of a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

### **1. Amendment and Supplementation of the Regulations on Corporate Governance:**

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the amendment and supplementation of the Regulations on Corporate Governance of Cholimex (3rd amendment, dated Date April 15, 2023), specifically as follows:

No.	Article	Current Content	Proposed Amendment	Basis for Amendment
<b>Amend and supplement Article 20. Composition, Term, Structure, and Standards and Conditions for Members of the Board of Directors</b>				
1	Item c, Clause 1 Article 20	1. Composition, term of office, and structure of Members of the Board of Directors:	1. Composition, term of office, and structure of Members of the Board of Directors:	In accordance with Clause 79, Article 1 of Decree

		c) The total number of non-executive Members of the Board of Directors must constitute at least 1/3 of the total number of Members of the Board of Directors.	<u>c) The structure of the company's Board of Directors must ensure that at least one third (1/3) of the total Members of the Board of Directors are non-executive members. The number of non-executive Members of the Board of Directors must ensure:</u> <u>+ A minimum of 01 non-executive member if the company has from 03 to 05 Members of the Board of Directors;</u> <u>+ A minimum of 02 non-executive members if the company has from 06 to 08 Members of the Board of Directors;</u> <u>+ A minimum of 03 non-executive members if the company has from 09 to 11 Members of the Board of Directors.</u>	245/2025/ND-CP.
2	Point c, Clause 2 Article 20	<p>2. Members of the Board of Directors must meet the following standards and conditions:</p> <p>c) A member of the Board of Directors may only simultaneously hold the position of member of the Board of Directors in a maximum of 05 other companies.</p>	<p>2. Members of the Board of Directors must meet the following standards and conditions:</p> <p>c) A member of the Board of Directors may only simultaneously hold the position of member of the Board of Directors <u>or member of the Members' Council</u> in a maximum of 05 other companies.</p>	In accordance with Clause 78, Article 1 of Decree 245/2025/ND-CP.

## 2. Amendment and Supplementation of the Regulations on Operation of the Board of Directors of the Company:

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the amendment and supplementation of the Regulations on Operation of the Board of Directors of Cholimex (1st amendment, dated Date April 15, 2023), specifically as follows:



No.	Article	Current Content	Proposed Amendment	Basis for Amendment
<b>Amending and Supplementing Article 6. Composition, Term, and Structure of the Board of Directors Members</b>				
1	Point c, Clause 1 Article 6	<p>1. Composition, term of office, and structure of Members of the Board of Directors:</p> <p>c) The total number of non-executive Members of the Board of Directors must constitute at least 1/3 of the total number of Members of the Board of Directors.</p>	<p>1. Composition, term of office, and structure of Members of the Board of Directors:</p> <p><u>c) The structure of the company's Board of Directors must ensure that at least one third (1/3) of the total Members of the Board of Directors are non-executive members. The number of non-executive Members of the Board of Directors must ensure:</u></p> <p><u>+ A minimum of 01 non-executive member if the company has from 03 to 05 Members of the Board of Directors;</u></p> <p><u>+ A minimum of 02 non-executive members if the company has from 06 to 08 Members of the Board of Directors;</u></p> <p><u>+ A minimum of 03 non-executive members if the company has from 09 to 11 Members of the Board of Directors.</u></p>	In accordance with Clause 79, Article 1 of Decree 245/2025/ND-CP.
<b>Amending and Supplementing Article 7. Standards and Conditions for Members of the Board of Directors</b>				
2	Clause 3, Article 7	<p>3. A member of the Board of Directors may only simultaneously hold the position of member of the Board of Directors in a maximum of 05 other companies.</p>	<p>3. A member of the Board of Directors may only simultaneously hold the position of member of the Board of Directors <u>or member of the Members' Council</u> in a maximum of 05 other companies.</p>	In accordance with Clause 78, Article 1 of Decree 245/2025/ND-CP.



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

***Recipients:***

- As above;
- Archive: Office.

**ON BEHALF OF THE BOARD OF DIRECTORS**



**Tran Thi Thanh Nhan**



## **REGULATIONS**

### **ON CORPORATE GOVERNANCE OF JOINT STOCK COMPANY CHO LON INVESTMENT AND IMPORT EXPORT CORPORATION (CHOLIMEX)**

*(Fourth amendment, replacing the internal Regulations on Corporate Governance,  
third amendment dated 14/04/2023)*

*Ho Chi Minh City, Date 15 April 2026*

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**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE  
CHO LON INVESTMENT AND IMPORT EXPORT CORPORATION  
(CHOLIMEX)**

*(Issued pursuant to Resolution No. 01/NQ-CHOLIMEX-GMS dated 14/04/2023 of the General Meeting of Shareholders of Cho Lon Investment and Import Export Corporation (Cholimex))*

*Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of THE SOCIALIST REPUBLIC OF VIETNAM on 17 June 2020;*

*Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of THE SOCIALIST REPUBLIC OF VIETNAM on 26 November 2019;*

*Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*

*Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*

*Pursuant to Circular No. 96/2020/TT-BTC dated 16 November 2020 of the Ministry of Finance guiding the disclosure of information on the stock market;*

*Pursuant to the Law No. 03/2022/QH15 on amending and supplementing a number of articles of the Law on Public Investment, Law on Investment in Public-Private Partnership Mode, Law on Investment, Law on Housing, Law on Bidding, Law on Electricity, Law on Enterprises, Law on Excise Tax, and Law on Execution of Civil Judgments, passed by the National Assembly of THE SOCIALIST REPUBLIC OF VIETNAM on 11 January 2022;*

*Pursuant to the Charter of organization and operation of Cho Lon Investment and Import Export Corporation (Cholimex);*

*Pursuant to Resolution No. 01/NQ-CHOLIMEX-GMS dated 14/04/2023 of the General Meeting of Shareholders of Cho Lon Investment and Import Export Corporation (Cholimex).*

The Board of Directors issues these internal Regulations on Corporate Governance for Cho Lon Investment and Import Export Corporation (Cholimex).

The Regulations on Corporate Governance of Cho Lon Investment and Import Export Corporation (Cholimex) include the following contents:

## **CHAPTER I GENERAL PROVISIONS**

### **Article 1. Scope and subjects of application**

1. Scope: These Regulations on Corporate Governance prescribe the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; procedures for convening the General Meeting of Shareholders; the nomination, self-nomination, election, release, and dismissal of members of the Board of Directors, the Supervisory Board, and the General Director, and other activities as provided in the Charter and other prevailing regulations of law.

2. Subjects of application: These Regulations apply to members of the Board of Directors, the Supervisory Board, the General Director, and related persons.

3. These Regulations also serve as a basis for evaluating the implementation of corporate governance at Cho Lon Investment and Import Export Corporation (Cholimex).

### **Article 2. Principles of corporate governance**

1. A reasonable and effective governance structure.

2. Ensuring the effective operation of the Board of Directors and the Supervisory Board; enhancing the responsibility of the Board of Directors towards the company and shareholders.

3. Ensuring shareholder rights and equal treatment among shareholders.

4. Ensuring the role of investors, the stock market, and intermediary organizations in supporting corporate governance activities.

5. Respecting and ensuring the legal rights and interests of relevant stakeholders in corporate governance.

6. Providing timely, full, accurate, and transparent information regarding company operations; ensuring shareholders have equitable access to information.

### **Article 3. Interpretation of terms**

1. In these Regulations, the following terms shall be understood as follows:

a) “Company” means Cho Lon Investment and Import Export Corporation (Cholimex);

b) “Corporate Governance” means a system of principles ensuring that the Company is directed, managed, and controlled in an open, transparent, and effective manner, while protecting the legal rights and interests of the Company's shareholders and related persons;

c) “Non-executive Member of the Board of Directors” means a member of the Board of Directors who is not the General Director, Deputy General Director, or Chief Accountant;

d) “Related person” means an individual or organization having a relationship with each other in the following cases:

- The Company and internal persons of the Company;

- The Company and organizations or individuals owning more than 10% of the voting shares or capital contribution of the Company;

- Organizations or individuals that, in their relationship with other organizations or individuals, directly or indirectly control or are controlled by such organizations or individuals, or together with such organizations or individuals are under common control;

- Individuals and their birth fathers, birth mothers, adoptive fathers, adoptive mothers, fathers-in-law, mothers-in-law, wives, husbands, birth children, adopted children, daughters-in-law, sons-in-law, Order Brothers, Order Sisters, Younger Siblings, Elder brother-in-law, Younger brother-in-law, Elder sister-in-law, Younger sister-in-law;

- Contractual relationships in which one organization or individual acts as a representative for another organization or individual;

- Other organizations or individuals who are related persons according to the provisions of the Law on Enterprises.

đ) “Executive” means the General Director, Deputy General Director, or Chief Accountant of the Company;

*e) The Company managers are members of the Board of Directors, members of the Supervisory Board, and Executives of the Company.*

2. In these Regulations, references to one or more clauses or legal documents shall include amendments, supplements, or replacements of such documents, as applied at the time those documents are in effect.

3. The headings (Chapter, Article) of these Regulations are used for convenience in tracking and do not affect the interpretation or content of the clauses within these Regulations.

## **CHAPTER II**

### **GENERAL MEETING OF SHAREHOLDERS**

#### **Article 4. General Meeting of Shareholders**

The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company, authorized to exercise all its powers without being restricted or influenced by the powers of the Board of Directors as provided for in these Regulations.

1. The General Meeting of Shareholders has the following rights and obligations:

a) To approve the Company’s development orientation;

b) To decide on the types of shares and the total number of shares of each type offered; to decide on the annual dividend rate for each type of share;

c) To elect, release, and dismiss members of the Board of Directors and the Supervisory Board;



d) To decide on the investment or sale of assets with a value from 35% of the total asset value or more as recorded in the latest consolidated financial statements of the Company;

đ) To decide on amendments or supplements to the Company's Charter; to change the Company's business lines;

e) To approve the annual consolidated financial statements;

g) To decide on the buyback of over 10% but not exceeding 30% of the total number of sold shares of each type; to approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value from 35% of the total asset value or more as recorded in the latest consolidated financial statements of the Company;

h) To consider and handle violations by members of the Board of Directors or members of the Supervisory Board that cause damage to the Company and the Company's shareholders;

i) To decide on the reorganization or dissolution of the Company;

k) To decide on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

l) To approve the Regulations on Corporate Governance, the Operational Regulations of the Board of Directors, and the Operational Regulations of the Supervisory Board;

m) To approve the list of approved auditing firms; to decide on the approved auditing firm to perform examinations of the Company's activities; to dismiss the approved auditor when deemed necessary;

n) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders shall discuss and approve the following matters:

a) The Company's annual business plan;

b) The audited annual consolidated financial statements;

c) The report of the Board of Directors on the governance and results of operations of the Board of Directors and each member of the Board of Directors;

d) The report of the Supervisory Board on the Company's business results and the operational results of the Board of Directors and the General Director;

đ) The self-assessment report on the results of activities of the Supervisory Board and its members;

e) Dividend rate for each share of each type;

g) The number of members of the Board of Directors and the Supervisory Board;

h) Election, release, and dismissal of members of the Board of Directors and the Supervisory Board;

i) Decision on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

k) Approval of the list of approved auditing firms; decision on the approved auditing firm to examine the company's activities when deemed necessary;

l) Supplementing and amending the Company's Charter;

m) The type of shares and the number of new shares issued for each type of share;

n) Division, splitting, consolidation, merger, or conversion of the Company;

o) Reorganization and dissolution (liquidation) of the Company and designation of a liquidator;

p) Decisions on investment or sale of assets with a value of 35% or more of the total asset value as recorded in the latest consolidated financial statements of the Company;

q) Decisions on the buyback of over 10% but not exceeding 30% of the total number of sold shares of each type;

r) The Company entering into contracts or transactions with subjects stipulated in Clause 1, Article 69 of the Company's Charter with a value equal to or greater than 35% of the total asset value of the Company as recorded in the latest consolidated financial statements;

s) Approval of the following transactions:

- Granting loans or guarantees to Company Managers who are not shareholders and to related individuals or organizations of these persons;

In cases of granting loans or guarantees to related organizations of a Company Manager where the Company and that organization are companies within the same group or operate under the same corporate group, including parent-subsidary companies, economic groups, the General Meeting of Shareholders or the Board of Directors shall approve as stipulated by the Company's Charter;

- Transactions with a value of 35% or more, or transactions resulting in a total value arising within 12 months from the date of the first transaction of 35% or more of the total asset value recorded in the latest consolidated financial statements with one of the following:

+ The Company Manager and related persons of these persons;

+ Shareholders or authorized representatives of shareholders owning over 10% of the total common shares of the Company and their related persons;

+ Enterprises related to the subjects specified in Clause 2, Article 66 of the Company's Charter;

- Contracts or transactions for borrowing or selling assets with a value greater than 10% of the total asset value recorded in the latest consolidated financial statements between the Company and a shareholder owning 51% of the total voting shares or more, or related persons of that shareholder.

t) Approval of the Regulations on Corporate Governance, the Operational Regulations of the Board of Directors, and the Operational Regulations of the Supervisory Board;

u) Other issues as provided by law.

3. All resolutions and issues included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.

#### **Article 5. Forms of conducting meetings to approve resolutions of the General Meeting of Shareholders**

Based on actual circumstances and the provisions of the law, the Charter of Organization and Operation, the Company shall organize meetings of the General Meeting of Shareholders to approve resolutions in one of the following forms:

1. Voting at a meeting of the General Meeting of Shareholders.
2. Seeking opinions in writing.
3. Direct conference combined with online conference.
4. Online conference.

#### **Article 6. Sequence and procedures for forms of conducting meetings to approve resolutions of the General Meeting of Shareholders**

1. The sequence and procedures for the General Meeting of Shareholders to approve resolutions in the form of voting at the meeting are stipulated in Section 1, Chapter II of these Regulations.

2. The sequence and procedures for the General Meeting of Shareholders to approve resolutions in the form of seeking written opinions are stipulated in Section 2, Chapter II of these Regulations.

3. The sequence and procedures for the General Meeting of Shareholders to approve resolutions in the form of a direct conference combined with an online conference and the form of an online conference are stipulated in Section 3, Chapter II of these Regulations.

### **SECTION 1**

#### **SEQUENCE AND PROCEDURES FOR CONVENING A GENERAL MEETING OF SHAREHOLDERS TO APPROVE RESOLUTIONS IN THE FORM OF VOTING AT THE MEETING**

#### **Article 7. Authority to convene, notice of closing the list, notice of convening, and agenda/content of the General Meeting of Shareholders**

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene the extraordinary General Meeting of Shareholders in the cases stipulated in Clause 3, Article 29 of the Company's Charter.

2. The person who convenes the General Meeting of Shareholders must perform the following tasks:

a) Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no more than 10 days before the date of



sending the invitation to the General Meeting of Shareholders. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the final registration date;

- b) Prepare the agenda and contents of the meeting;
- c) Prepare documents for the meeting;
- d) Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;
- đ) Determine the time and venue for holding the meeting;
- e) Notify and send the invitation to the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
- g) Perform other tasks to serve the meeting.

3. The notice of invitation to the General Meeting of Shareholders must be sent to all shareholders by a method ensuring it reaches the contact address of the shareholder, and simultaneously published on the websites of the Company, The State Securities Commission, and The Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the invitation to all shareholders on the list of shareholders entitled to attend no later than 21 days before the opening date of the meeting (counted from the date the notice is validly sent or delivered). The agenda of the General Meeting of Shareholders and documents related to issues to be voted on at the meeting shall be sent to shareholders or/and posted on the Company's website. In the event that the documents are not sent with the invitation to the General Meeting of Shareholders, the invitation must clearly state the link to the full meeting documents so that shareholders can access them, including:

- a) Meeting agenda and documents used in the meeting;
- b) List and detailed information of candidates in case of electing members of the Board of Directors or members of the Board of Supervisors;
- c) Voting ballots;
- d) Draft resolutions for each issue in the meeting agenda.

4. A shareholder or group of shareholders as prescribed in Clause 2, Article 27 of the Company's Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company no later than 03 working days before the meeting opening date. The proposal must specify the name of the shareholder, the number of each type of shares owned by the shareholder, and the issue proposed to be included in the meeting agenda.

5. The person who convenes the General Meeting of Shareholders has the right to refuse the proposal stipulated in Clause 4 of this Article if it falls into one of the following cases:

- a) The proposal is sent in violation of Clause 4 of this Article;

b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares as stipulated in Clause 2, Article 27 of the Company's Charter;

c) The proposed issue does not fall within the jurisdiction of the General Meeting of Shareholders;

d) Other cases as prescribed by law and the Company's Charter.

In the event that the person convening the General Meeting of Shareholders refuses the proposal, they must respond in writing and clearly state the reasons no later than 02 working days before the opening date of the General Meeting of Shareholders.

6. The person convening the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article into the expected agenda and contents of the meeting, except in the cases stipulated in Clause 5 of this Article; the proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

#### **Article 8. List of shareholders entitled to attend the General Meeting of Shareholders**

1. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared no more than 10 days before the date of sending the invitation to the General Meeting of Shareholders; the list must include the full name, contact address, nationality, and legal identification number of the individual for shareholders who are individuals; name, enterprise code or legal identification number of the organization, and address of head office for shareholders that are organizations; the number of each type of shares, and the date of shareholder registration for each shareholder.

2. Shareholders have the right to inspect, search, extract, and copy the name and contact address of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders.

For shareholders who have not performed depositary activities, they have the right to request correction of inaccurate information or supplementation of necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders. Company managers must provide information in the share register in a timely manner and correct or supplement inaccurate information at the request of shareholders; and they shall be responsible for compensating for any damage arising from the failure to provide or the untimely or inaccurate provision of share register information upon request.

#### **Article 9. Authorization to attend the General Meeting of Shareholders**

1. Shareholders or the authorized representatives of institutional shareholders may personally attend the meeting or authorize one or more other individuals or organizations to attend the meeting or attend via one of the forms stipulated in Clause 6, Article 28 of the Company's Charter.

2. Authorization for an individual or organization to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The written authorization shall be made in accordance with the law on civil matters and must clearly specify the name of the authorizing shareholder, the name of the

authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the duration of authorization, the signature of the mandator if the mandator is an individual, and the signature of the legal representative if the mandator is an organization and the authorized party.

The authorized person to attend the General Meeting of Shareholders must submit the written authorization upon registration for the meeting. In the case of re-authorization, the person attending the meeting must also present the original written authorization of the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

3. The voting ballot of the authorized person attending the meeting within the scope of authorization remains valid even when one of the following events occurs, except in cases where:

- a) The mandator has died, is limited in civil act capacity, or has lost civil act capacity;
- b) The mandator has canceled the appointment of authorization;
- c) The mandator has canceled the authority of the person performing the authorization.

This clause does not apply if the Company receives notification of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 10. Methods of registration to attend the General Meeting of Shareholders**

1. Shareholders or authorized representatives must register to attend the meeting no later than 03 days before the opening date. Shareholders may authorize another person to attend the General Meeting of Shareholders, and the authorization must be made in writing in accordance with Article 9 of these Regulations.

2. Forms of registration for attending the General Meeting of Shareholders:

- a) Registering in person at the Company;
- b) Sending registration to attend or authorization to attend by post;
- c) Sending registration to attend or authorization to attend by fax;
- d) Sending registration to attend or authorization to attend via email;
- đ) Registering to attend by phone to the person or department designated by the Company in the invitation notice.

#### **Article 11. Conditions for conducting a General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when the shareholders in attendance represent more than 50% of the total voting shares.

2. In the event that the first meeting does not meet the requirements as prescribed in Clause 1 of this Article, a notification for the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the shareholders in attendance represent 33% of the total voting shares or more.



3. In the event that the second meeting does not meet the requirements as prescribed in Clause 2 of this Article, a notification for the third meeting shall be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting shares of the attending shareholders.

**Article 12. Procedures for conducting meetings, voting methods, vote counting, and notification of vote counting results**

1. Procedures for conducting a General Meeting of Shareholders:

a) Before the opening of the meeting, the Company must perform shareholder registration procedures, which must be carried out until all shareholders eligible to attend the meeting have registered;

b) Shareholders, authorized representatives of organizational shareholders, or authorized persons who arrive after the opening of the meeting have the right to register immediately and may then participate and vote at the meeting immediately upon registration. The Chairperson is not responsible for pausing the meeting for late arrivals to register, and the validity of any matters already voted upon shall remain unchanged.

2. Voting:

The General Meeting of Shareholders shall discuss and vote on each issue in the meeting agenda. Voting shall be conducted by casting affirmative, negative, or abstention votes through the following methods:

a) Voting by ballot card: Upon shareholder registration, the Company shall provide each shareholder or authorized representative with voting rights a ballot card, which includes the registration number, name of the shareholder, name of the authorized representative, and the number of voting shares of that shareholder;

b) Voting by ballot paper: The ballot paper shall contain the shareholder's name, shareholder code, number of voting shares, the agenda item with options for "affirmative", "negative", "abstention", a summary guide on how to vote, and a signature section;

c) Electronic voting: Shareholders or authorized representatives have the right to use electronic voting in lieu of physical ballot papers;

Shareholders or authorized representatives shall use the voting forms specified in this Clause in accordance with the Regulations on Organizing the General Meeting of Shareholders.

3. Election of the Chairperson, secretary, and vote counting committee:

a) The Chairperson of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairperson is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one among themselves to chair the meeting based on the principle of majority. In the event that a chairperson cannot be elected, the Head of the Board of Supervisors shall preside over the election of a chairperson from among the meeting

attendees by the General Meeting of Shareholders, and the person with the highest number of votes shall be elected to chair the meeting;

b) Except for cases prescribed in point a of this Clause, the person who signed the notice convening the General Meeting of Shareholders shall preside over the election of a chairperson by the General Meeting of Shareholders, and the person with the highest number of votes shall be elected to chair the meeting;

c) The Chairperson shall appoint one to two members of the Board of Directors to join the Presidium; and appoint one or more persons as meeting secretary;

d) The General Meeting shall elect persons responsible for counting or supervising the vote counting as proposed by the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the meeting Chairperson.

#### 4. Vote counting and notification of vote counting results:

a) The vote counting committee elected by the General Meeting of Shareholders must conduct the counting immediately after the voting has concluded. The Chairperson may invite a shareholder or a member of the Company's Board of Supervisors to supervise the vote counting;

b) The resolution of the General Meeting of Shareholders is passed according to the voting percentage prescribed in Article 13 of these Regulations;

c) Vote counting results must be announced immediately at the General Meeting of Shareholders.

5. The agenda and contents of the meeting must be passed by the General Meeting of Shareholders during the opening session. The agenda must specify clearly and in detail the time allotted for each issue in the meeting agenda.

#### 6. Rights of the chairperson and the convener of the meeting:

a) The chairperson of the meeting has the right to implement necessary and reasonable measures to manage the General Meeting of Shareholders in an orderly manner, in accordance with the passed agenda, and to reflect the desires of the majority of those in attendance.

- Arranging seating at the venue of the General Meeting of Shareholders;
- Ensuring the safety of all individuals present at the meeting venues;
- Creating conditions for shareholders to attend (or continue attending) the meeting;

The convener of the meeting has full authority to change the aforementioned measures and apply any and all necessary measures. These measures may include issuing admission passes or using other alternative forms of verification.

b) The chairperson of the meeting has the right to postpone the General Meeting of Shareholders, which has already met the quorum, for no more than 03 working days from the intended date of the meeting and may only postpone the meeting or change the meeting venue in the following cases:

- The meeting venue does not have enough convenient seating for all attendees;

- Communication facilities at the meeting venue do not allow attending shareholders to participate, discuss, and vote;
- There is an attendee who disrupts or causes disorder, threatening the fair and legal conduct of the meeting.

In the event that the chairperson postpones or pauses the General Meeting of Shareholders in violation of the aforementioned regulations, the General Meeting of Shareholders shall elect another person from among those present to replace the chairperson and preside over the meeting until its conclusion; all resolutions passed at that meeting shall be valid and effective.

c) The convener of the meeting or the chairperson of the General Meeting of Shareholders has the right to:

- Request all attendees to undergo checks or other legal and reasonable security measures;
- Request competent authorities to maintain order at the meeting; expel from the General Meeting of Shareholders those who do not comply with the chairperson's authority, intentionally cause disorder, hinder the normal progress of the meeting, or do not comply with security check requirements;
- Decide on the sequence, procedures, and events occurring outside the agenda of the General Meeting of Shareholders, if approved by the General Meeting of Shareholders.

7. In cases where the Company applies modern technology to hold the General Meeting of Shareholders via online meetings, the Company must fully comply with the sequence and procedures; and is responsible for ensuring that shareholders can participate and vote electronically or via other electronic forms as prescribed by the Law on Enterprises and securities laws, and must provide specific instructions in the Regulations on Organizing the General Meeting of Shareholders.

### **Article 13. Conditions for passing Resolutions of the General Meeting of Shareholders**

1. A Resolution on the following matters is passed if it is approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting, except in the cases prescribed in Points b, c, and d of Clause 2 of this Article:

- a) Classes of shares and total number of shares of each class;
- b) Changes to the business lines and sectors;
- c) Changes to the organizational and management structure of the Company;
- d) Investment projects or the sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent audited consolidated financial statements;
- đ) Reorganization or dissolution of the Company.

2. Resolutions are passed when they are approved by shareholders owning more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except in the following cases:



- a) As prescribed in Clause 1 of this Article;
- b) Election of members of the Board of Directors and the Board of Supervisors in accordance with Article 42 and Article 57 of the Company Charter;
- c) Passing a resolution via written opinion survey as prescribed in Clause 9 of Article 37 of the Company Charter;
- d) Passing content that adversely changes the rights and obligations of shareholders owning preferred shares as prescribed in Clause 1 of Article 32 of the Company Charter.

3. General Meeting of Shareholders Resolutions passed by 100% of the total voting shares are lawful and effective even if the sequence and procedures for convening the meeting and passing the resolution violated the regulations of the Law on Enterprises and the Company Charter.

4. General Meeting of Shareholders Resolutions on the following issues must be passed by voting at the General Meeting of Shareholders:

- a) Amending and supplementing the Company Charter;
- b) Company development strategy;
- c) Classes of shares and total number of shares of each class;
- d) Electing, releasing, and dismissing members of the Board of Directors and the Board of Supervisors;
- đ) Decisions on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent audited consolidated financial statements;
- e) Passing annual consolidated financial statements.
- g) Reorganization, dissolution of the Company.

#### **Article 14. Objection (request for cancellation) of the Resolution of the General Meeting of Shareholders**

Within 90 days from the date of receiving the resolution or the minutes of the meeting of the General Meeting of Shareholders or the vote counting minutes of the polling of the General Meeting of Shareholders, shareholders or groups of shareholders owning from 05% of the total ordinary shares or more have the right to request the Court or Arbitration to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

- 1. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Charter of the Company, except for the case specified in Clause 3 of Article 13 of these Regulations.
- 2. The content of the resolution violates the law or the Charter of the Company.
- 3. In case a shareholder or group of shareholders requests the Court or Arbitration to cancel a resolution of the General Meeting of Shareholders, such resolution shall remain in effect until the decision of the Court or Arbitration to cancel

said resolution takes effect, unless an emergency provisional measure is applied according to the decision of the competent authority.

### **Article 15. Resolution, Minutes of the meeting of the General Meeting of Shareholders**

1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be recorded by audio or recorded and stored in other electronic forms. The minutes shall be prepared in Vietnamese and contain the following primary contents:

- a) Name, Address of head office, business code;
- b) Time and location of the meeting of the General Meeting of Shareholders;
- c) Meeting agenda and content of the meeting;
- d) Full name of the Chairperson and Secretary;
- dd) Summary of the meeting proceedings and opinions expressed at the meeting of the General Meeting of Shareholders regarding each issue on the meeting agenda;
- e) Number of shareholders and total number of voting shares of the shareholders attending the meeting, an appendix of the list of registered shareholders, representatives of shareholders attending the meeting with the corresponding number of shares and voting shares;
- g) Total number of voting shares for each issue put to a vote, clearly stating the voting method, total number of valid and invalid votes, affirmative votes, negative votes, and abstentions; the corresponding percentage of the total number of voting shares of the shareholders attending the meeting;
- h) Issues that have been passed and the corresponding percentage of affirmative voting shares;
- i) Full names and signatures of the Chairperson and Secretary. In case the Chairperson or Secretary refuses to sign the meeting minutes, these minutes shall still be valid if signed by all other members of the Board of Directors who attended the meeting and contain sufficient content as prescribed in this Clause. The meeting minutes shall clearly state the fact that the Chairperson or Secretary refused to sign.

2. The meeting minutes of the General Meeting of Shareholders must be prepared and passed before the end of the meeting. The Chairperson and Secretary of the meeting or other person signing the meeting minutes shall be jointly responsible for the honesty and accuracy of the content of the minutes.

3. The Resolution, Minutes of the meeting of the General Meeting of Shareholders, appendix of the list of shareholders registered to attend the meeting with shareholders' signatures, letters of authorization to attend the meeting, all documents attached to the Minutes (if any), and related documents attached to the meeting invitation must be disclosed in accordance with the law on information disclosure on the stock market and must be kept at the Address of head office of the Company.

## **Article 16. Disclosure of Minutes and Resolution of the General Meeting of Shareholders**

The meeting minutes and Resolution of the General Meeting of Shareholders must be published on the Company's website within 24 hours from the time they are passed.

### **SECTION 2 ORDER AND PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY WAY OF WRITTEN CONSULTATION**

## **Article 17. Authority and procedures for collecting written opinions from shareholders to pass a Resolution of the General Meeting of Shareholders**

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

1. The Board of Directors has the right to collect written opinions from shareholders to pass a resolution of the General Meeting of Shareholders when it deems necessary for the interests of the Company, except in cases specified in Clause 4 of Article 13 of these Regulations.

2. The Board of Directors must prepare voting ballots, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolution, and send them to all shareholders with voting rights at least 10 days before the deadline for returning the voting ballots.

The requirements and method for sending voting ballots and accompanying documents shall be carried out in accordance with the provisions of Clause 3 of Article 7 of these Regulations.

3. The voting ballot must contain the following primary contents:

- a) Name, Address of head office, business code;
- b) Purpose of the opinion collection;
- c) Full name, contact address, nationality, number of legal papers of the individual shareholder; name, business code or legal paper number of the organization, Address of head office for organizational shareholders or the full name, contact address, nationality, legal paper number of the individual representative for the organizational shareholder; number of shares of each type and number of voting shares of the shareholder;
- d) Issues requiring consultation to pass a decision;
- dd) Voting options including affirmative, negative, and abstentions for each issue consulted;
- e) Deadline for returning the completed voting ballot to the Company;
- g) Full name and signature of the Chairperson of the Board of Directors.



4. Voting ballots returned by post must bear the signature of the individual shareholder, or the legal representative of the organizational shareholder, or the authorized individual or legal representative of the authorized organization.

5. Shareholders may send their completed voting ballots to the Company in one of the following forms:

a) Voting ballot sent by post, fax, or email:

- By post: The voting ballot sent to the Company must be placed in a sealed envelope, and no one has the right to open it before the vote counting;

- By fax or email: The voting ballot sent to the Company via fax or email must be kept confidential until the time of vote counting.

b) Electronic voting: Shareholders perform electronic voting according to the instructions sent along with the documents as prescribed in Clause 2 of this Article; the voting results must be kept confidential until the time of vote counting.

Voting ballots sent to the Company after the deadline specified in the ballot content or not complying with the provisions of Clause 4 of this Article or which were opened in the case of sending by post and disclosed in the case of sending by fax, email, or electronic voting shall be invalid. Voting ballots not sent back are considered as abstentions. Shareholders are only permitted to choose one of the forms of submission specified in this Clause.

6. The Board of Directors shall conduct the vote counting and prepare vote counting minutes in the presence of the Board of Supervisors or shareholders who do not hold any management position in the Company. The vote counting minutes must contain the following primary contents:

a) Name, Address of head office, business code;

b) Purpose and issues requiring consultation to pass a resolution;

c) Number of shareholders with the total number of voting shares that participated in the vote, distinguishing valid and invalid voting shares and the method of submission, accompanied by an appendix of the list of shareholders participating in the vote;

d) Total number of affirmative votes, negative votes, and abstentions for each issue;

dd) Issues that have been passed and the corresponding percentage of affirmative voting shares;

e) Full names and signatures of the Chairperson of the Board of Directors, the vote counters, and the vote counting supervisors.

The members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly responsible for the honesty and accuracy of the vote counting minutes; they shall be jointly responsible for damages arising from decisions passed due to dishonest or inaccurate vote counting.

7. The vote counting minutes and resolution must be sent to shareholders within 15 days from the date of completion of the vote counting. The sending of vote

counting minutes and resolution can be replaced by publishing them on the Company's website within 24 hours from the time of completion of the vote counting.

8. Returned voting ballots, vote counting minutes, passed resolutions, and related documents sent along with the voting ballots must be stored at the Address of head office of the Company.

9. A resolution is passed by way of written consultation if it is approved by a number of shareholders owning over 50% of the total voting shares of all shareholders with voting rights, and it shall have the same validity as a resolution passed at a meeting of the General Meeting of Shareholders.

### **SECTION 3**

#### **ORDER AND PROCEDURES FOR HOLDING A GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY WAY OF IN-PERSON CONFERENCE COMBINED WITH ONLINE OR FULLY ONLINE CONFERENCE**

**Article 18. Order and procedures for holding a General Meeting of Shareholders to pass resolutions by way of in-person conference combined with online or fully online conference**

1. The Board of Directors has the right to solicit opinions from shareholders by means of a meeting held in-person combined with virtual attendance, or a fully virtual meeting, to approve a Resolution of the General Meeting of Shareholders when deemed necessary for the interests of the Company, except in cases prescribed in Clause 4, Article 13 of these Regulations.

2. When deciding to organize a General Meeting of Shareholders to pass a Resolution by way of a meeting held in-person combined with virtual attendance, or a fully virtual meeting, the Board of Directors of the Company must clearly specify the following contents in the Regulations on organization of the General Meeting of Shareholders (or specific guidance) sent with the notice of the General Meeting of Shareholders:

- a) Notice of meeting convocation;
- b) Procedures for registration to attend the meeting;
- c) Authorization for representatives to attend the meeting;
- d) Conditions for conducting the meeting;
- đ) Form of approving a Resolution of the General Meeting of Shareholders;
- e) Voting method;
- g) Vote counting method;
- h) Notification of vote counting results;
- i) Preparation of the minutes of the General Meeting of Shareholders;
- k) Announcement of the Resolution of the General Meeting of Shareholders.

### **CHAPTER III BOARD OF DIRECTORS**

#### **Article 19. Powers, obligations, and responsibilities of the Board of Directors**

1. The Board of Directors is the governing body of the Company and has the full power in the name of the Company to decide and exercise the rights and obligations of the Company, except for the rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The powers, obligations, and responsibilities of the Board of Directors shall be regulated by the law, the Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers, obligations, and responsibilities:

a) Decide on the strategy, medium-term development plan, and annual business plan of the Company;

b) Propose the classes of shares and the total number of shares of each class that may be offered; each type;

c) Decide on the sale of unsold shares within the authorized number of shares for each class; decide on raising additional capital in other forms;

d) Decide on the selling price of the Company's shares and bonds;

đ) Decide on the share buyback in accordance with the provisions of Clause 1 and Clause 2, Article 23 of the Charter;

e) Decide on investment plans and investment projects within the authority and limits prescribed by law;

g) Decide on market development, marketing, and technology solutions;

h) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value less than 35% of the total asset value recorded in the most recent audited consolidated financial statements of the Company, excluding contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed in Clause 3, Article 69 of the Charter;

i) Elect, release, or dismiss the Chairperson and Vice-Chairperson of the Board of Directors;

k) Appoint, release, sign contracts with, terminate contracts with, and decide on salaries, remuneration, bonuses, and other benefits for the Company's Executives;

l) Appoint the Corporate Governance Officer; and the Company Secretary;

m) Decide or decentralize the appointment of authorized representatives to attend meetings of the Members' Council or the General Meeting of Shareholders at enterprises where the Company has contributed capital;

n) Decide or decentralize the appointment of the Company's representatives to act as representatives of the capital contribution, participate in candidacy for membership of the Members' Council or the Board of Directors at enterprises where the Company has contributed capital, and decide on the remuneration level and other benefits for those persons;



o) Supervise and direct the Company's Executives in the daily business operations of the Company;

p) Decide on the organizational structure of the Company; the establishment and organizational structure of the Company's subsidiaries; the establishment of branches and representative offices of the Company; decide on capital contribution and the purchase of shares of other enterprises;

q) Approve the program, content, and materials serving the General Meeting of Shareholders; convene the General Meeting of Shareholders or solicit opinions for the General Meeting of Shareholders to pass a Resolution;

r) Submit the annual audited consolidated financial statements to the General Meeting of Shareholders;

s) Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;

t) Propose the reorganization or dissolution of the Company; and request the bankruptcy of the Company;

u) Decide on the issuance of the internal Regulations on Corporate Governance and the regulations on the operation of the Board of Directors after being approved by the General Meeting of Shareholders; decide on and decentralize the decision-making of internal management regulations serving other management and operation of the Company;

v) Decentralize to the General Director of the Company the powers falling under the authority of the Board of Directors; such decentralization must be specified in the internal Regulations on Corporate Governance, the regulations on the operation of the Board of Directors, or by specific written instrument;

x) Other rights, obligations, and responsibilities as prescribed by the Law on Enterprises, the Law on Securities, and other provisions of the law.

3. The Board of Directors shall report to the General Meeting of Shareholders on its operational results, and the Report on the activities of the Board of Directors presented to the Annual General Meeting of Shareholders must ensure it includes the following contents:

a) Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors in accordance with Article 26 of these Regulations and Article 65 of the Charter;

b) A summary of the meetings of the Board of Directors and the decisions of the Board of Directors;

c) A report on transactions between the Company, its subsidiaries, and companies which the Company controls with a stake of 50% or more of the Charter capital with members of the Board of Directors and affiliated persons of such members; transactions between the Company and companies where a member of the Board of Directors is a founding member or a company manager within 03 years prior to the Time of transaction;

d) Activities of other sub-committees of the Board of Directors (if any);

đ) The results of supervision of the Company's Executives;

e) Future plans.

4. Right of members of the Board of Directors to be provided with information:

a) A member of the Board of Directors has the right to request the Company's Executives to provide information and documents regarding the financial situation and business operations of the Company and its units;

b) The Company's Executives must provide the requested information and documents in a timely, complete, and accurate manner as requested by the member of the Board of Directors.

## **SECTION 1**

### **NOMINATION, CANDIDACY, ELECTION, RELEASE, AND DISMISSAL OF MEMBERS OF THE BOARD OF DIRECTORS**

#### **Article 20. Composition, term, structure, and qualifications and requirements of members of the Board of Directors**

1. Composition, term, and structure of members of the Board of Directors:

a) The number of members of the Board of Directors of the Company is 07 persons. The term of office of the Board of Directors is 05 years, and members may be re-elected for an unlimited number of terms. In the event that the term of office of all members of the Board of Directors expires at the same time, such members shall continue to be members of the Board of Directors until new members are elected to replace them and take over their duties;

b) The Board of Directors consists of 01 Chairperson, 01 Vice-Chairperson, and 05 members;

c) The structure of the Board of Directors of the Company must ensure that at least one-third (1/3) of the total members of the Board of Directors are non-executive members. The number of non-executive members of the Board of Directors must ensure:

- A minimum of 01 non-executive member in case the company has from 03 to 05 members on the Board of Directors;

- A minimum of 02 non-executive members in case the company has from 06 to 08 members on the Board of Directors;

- A minimum of 03 non-executive members in case the company has from 09 to 11 members on the Board of Directors

2. Members of the Board of Directors must satisfy the following qualifications and requirements:

a) Not fall under the cases prescribed in Clause 2, Article 17 of the Law on Enterprises;

b) Have the necessary Qualification, experience in business administration or in the field, sector, or business line of the Company and are not required to be a shareholder of the Company;

c) A member of the Board of Directors may simultaneously hold the position of member of the Board of Directors or Member's Council in a maximum of 05 other companies.

3. A member of the Board of Directors shall no longer hold the status of a member of the Board of Directors in the event they are released, dismissed, or replaced by the General Meeting of Shareholders as prescribed in Article 24 of these Regulations.

4. The appointment of a member of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.

## **Article 21. Candidacy and nomination of members of the Board of Directors**

In the event that a candidate for the Board of Directors has been determined, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, prudently, and for the highest interests of the Company if they are elected as members of the Board of Directors. The information related to candidates for the Board of Directors to be disclosed includes:

1. Full name, date of birth.
2. Qualification.
3. Work history.
4. Other management positions (including Board of Directors positions at other companies).
5. Interests related to the Company and the Company's related persons.
6. Information regarding companies where the candidate currently holds the position of member of the Board of Directors, other management titles, and interests related to the company of the Board of Directors candidate (if any).

## **Article 22. Procedures for nominating candidates for membership of the Board of Directors:**

1. A shareholder or a group of shareholders holding from 10% of the total number of ordinary shares or more has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Charter of the Company.

A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares has the right to nominate 01 candidate; from 20% to less than 30% may nominate a maximum of 02 candidates; from 30% to less than 40% may nominate a maximum of 03 candidates; from 40% to less than 50% may nominate a maximum of 04 candidates; from 50% to less than 60% may nominate a maximum of 05 candidates; 60% or more may nominate a maximum of 08 candidates.



2. In case the number of candidates for the Board of Directors via nomination and self-nomination is still insufficient as per the provisions in Clause 3, Article 27 of the Company Charter, the incumbent Board of Directors shall introduce more candidates or organize nominations in accordance with the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors as required by law.

### **Article 23. Methods of electing members of the Board of Directors**

The election of members of the Board of Directors must be carried out by the cumulative voting method, whereby each shareholder has a total number of voting shares equivalent to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to accumulate all or part of their total votes for one or several candidates. The persons elected as members of the Board of Directors shall be determined by the number of votes calculated from highest to lowest, starting from the candidate with the highest number of votes until the full number of members specified in the Company Charter is reached. In the event that 02 or more candidates receive the same number of votes for the final seat of the Board of Directors, a re-election shall be held among the candidates with the same number of votes or the selection shall be based on the criteria specified in the election regulations.

### **Article 24. Release, dismissal, replacement, and supplementation of members of the Board of Directors**

1. The General Meeting of Shareholders shall release a member of the Board of Directors in the following cases:

a) Lacking the required qualifications and conditions as specified in Clause 2, Article 20 of these Regulations;

b) Submitting a resignation letter and having it approved.

2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the case of failure to participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure.

3. When considered necessary, the General Meeting of Shareholders may decide to replace a member of the Board of Directors; release or dismiss a member of the Board of Directors in cases other than those stipulated in Clause 1 and Clause 2 of this Article.

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

a) The number of Board of Directors members decreases by more than one-third of the number specified in the Company Charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days from the date the number of members decreases by more than one-third;

b) Except for the case stipulated in point a of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been released or dismissed at the nearest meeting.

## **Article 25. Chairperson of the Board of Directors, Company Secretary**

1. The Chairperson of the Board of Directors is elected, released, and dismissed by the Board of Directors from among the members of the Board of Directors.

2. The Chairperson of the Board of Directors may not simultaneously serve as the General Director of the Company.

3. The Chairperson of the Board of Directors has the following powers and obligations:

- a) To formulate the programs and operation plans of the Board of Directors;
- b) To prepare the agenda, content, and documents for meetings; to convene, chair, and act as chairperson of Board of Directors meetings;
- c) To organize the approval of resolutions and decisions of the Board of Directors;
- d) To supervise the organization and implementation of resolutions and decisions of the Board of Directors;
- dd) To chair the General Meeting of Shareholders;
- e) Other powers and obligations as prescribed by the Law on Enterprises and legal provisions.

4. In case the Chairperson of the Board of Directors submits a resignation letter or is released or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or the release or dismissal.

5. In case the Chairperson of the Board of Directors is absent from Vietnam or is unable to perform their duties for 30 days or more, they must authorize in writing the Vice-Chairperson of the Board of Directors or another member of the Board of Directors to exercise the powers and obligations of the Chairperson of the Board of Directors. In the event that there is no authorized person, or if the Chairperson of the Board of Directors is deceased, missing, detained, currently serving a prison sentence, serving administrative handling measures at a compulsory drug rehabilitation center or a compulsory education facility, having fled from their place of residence, being restricted or lacking civil act capacity, having difficulties in perception and behavior control, being prohibited by the Court from holding certain positions or practicing certain professions, the remaining members shall elect one among themselves to hold the position of Chairperson of the Board of Directors based on the principle of majority consent of the remaining members until a new decision is issued by the Board of Directors.

### **6. Company Secretary:**

When deemed necessary, the Board of Directors shall decide to appoint 01 to 02 individuals to serve as Company Secretary for terms and under conditions as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided that it is not contrary to current labor laws.

a) Role and tasks of the Company Secretary:

- To prepare for meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Chairperson of the Board of Directors or the Board of Supervisors;
- To take minutes of meetings;
- To advise on procedures for meetings;
- To ensure that resolutions of the Board of Directors are in accordance with the law;
- To attend meetings;
- To provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and the Board of Supervisors.

b) The Company Secretary has the following powers and obligations:

- To support the convening of meetings of the General Meeting of Shareholders and the Board of Directors; to record meeting minutes;
- To assist members of the Board of Directors in exercising their assigned powers and obligations; in applying and implementing the Company's governance principles;
- To assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; in ensuring compliance with obligations of information disclosure, public disclosure, and administrative procedures.

c) The Company Secretary is responsible for keeping information confidential in accordance with the provisions of law and the Company Charter.

## **SECTION 2**

### **REMUNERATION, BONUSES, AND OTHER BENEFITS OF MEMBERS OF THE BOARD OF DIRECTORS**

#### **Article 26. Remuneration, bonuses, and other benefits of members of the Board of Directors**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the principle of consensus. The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is included in the Company's business expenses as per the laws on corporate income tax, presented



as a separate item in the annual consolidated financial statements of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors holding an executive position or working on sub-committees of the Board of Directors, or performing other tasks outside the scope of regular duties of a Board of Directors member, may be paid additional remuneration in the form of a one-time flat fee, salary, commission, percentage of profits, or another form as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement of all travel, accommodation, and other reasonable expenses that they have incurred in the performance of their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. This insurance does not cover the liabilities of members of the Board of Directors related to violations of the law and the Company Charter.

### **SECTION 3**

#### **SEQUENCE AND PROCEDURES FOR ORGANIZING BOARD OF DIRECTORS MEETINGS**

##### **Article 27. Board of Directors meetings**

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date the election of such Board of Directors concludes. This meeting shall be convened and chaired by the member who received the highest number or highest percentage of votes. If there is more than one member who received the highest and equal number or percentage of votes, the members shall, by a majority principle, elect 01 person among them to convene the Board of Directors meeting.

2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.

3. The Chairperson of the Board of Directors must convene a Board of Directors meeting in the following cases:

- a) At the request of the Supervisory Board;
- b) At the request of the General Director or at least 05 other executives;
- c) At the request of at least 02 members of the Board of Directors.

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and decisions falling under the authority of the Board of Directors.

5. The Chairperson of the Board of Directors must convene a Board of Directors meeting within 07 working days from the date of receiving the request specified in Clause 3 of this Article. In the event that the Chairperson fails to convene the Board of Directors meeting as requested, they shall be held responsible for

damages occurring to the Company; the requesting party has the right to replace the Chairperson to convene the Board of Directors meeting.

#### **Article 28. Board of Directors meeting notice**

The Chairperson of the Board of Directors or the person convening the Board of Directors meeting must send a notice of the meeting no later than 03 working days prior to the meeting date. The meeting notice must specifically state the time, venue, agenda, and matters to be discussed and decided. The notice must be accompanied by documents used at the meeting and the members' voting cards.

The Board of Directors meeting notice may be sent via paper invitation, telephone, fax, electronic means, and ensured to reach the contact address of each member of the Board of Directors registered at the Company.

#### **Article 29. Right of members of the Supervisory Board to attend Board of Directors meetings**

1. The Chairperson of the Board of Directors or the convener shall send meeting notices and accompanying documents to members of the Supervisory Board as they do to members of the Board of Directors.

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

#### **Article 30. Conditions for organizing meetings and authorization for others to attend Board of Directors meetings**

1. A Board of Directors meeting shall be conducted when 3/4 or more of the total number of members are in attendance. If a meeting convened in accordance with this Clause does not have enough members present, it may be re-convened within 07 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are in attendance.

2. Members must attend all Board of Directors meetings in full. A member may authorize another person to attend the meeting and vote if the majority of the Board of Directors members approve.

#### **Article 31. Methods of voting, and passing resolutions and decisions of the Board of Directors**

1. A member of the Board of Directors shall be considered as present and voting at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 2, Article 30 of these Regulations;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Submitting voting cards to the meeting via post, fax, or electronic mail.

2. In case of submitting voting cards to the meeting via post, the voting card must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of

Directors at least 01 hour before the opening session. The voting cards shall only be opened in the presence of all attendees.

3. Resolutions and decisions of the Board of Directors are passed if approved by a majority of members in attendance; in case of a tie, the final decision shall be the one favored by the Chairperson of the Board of Directors.

4. Voting:

a) Except for the provisions in Point b of this Clause, each member of the Board of Directors or a person authorized in accordance with Clause 2, Article 30 of these Regulations who is present in person at the Board of Directors meeting shall have 01 vote;

b) A member of the Board of Directors may not vote on contracts, transactions, or proposals in which that member or a related person has an interest that conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted towards the minimum quorum of members required to hold a Board of Directors meeting regarding decisions on which that member is not entitled to vote;

c) Pursuant to Point d of this Clause, when an issue arises at a meeting related to the interests or voting rights of a member of the Board of Directors and such member does not voluntarily abstain from voting, the decision of the chairperson shall be final, except in cases where there is no evidence yet confirming that the member of the Board of Directors has a related interest;

d) A member of the Board of Directors who benefits from a contract specified in Article 69 of the Company's Charter is considered to have a significant interest in that contract.

5. A resolution in the form of written consultation is passed based on the approval of a majority of the members of the Board of Directors who have the right to vote. This resolution shall have the same effect and validity as a resolution passed at a meeting.

**Article 32. Minutes of the Board of Directors meetings**

1. Board of Directors meetings must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic formats. Minutes shall be prepared in Vietnamese and include the following key contents:

- a) Name, address of head office, enterprise code;
- b) Time and venue of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) Full names of each member attending the meeting or the authorized person and the method of attendance; full names of members not attending and the reasons;
- đ) Matters discussed and voted upon at the meeting;
- e) Summary of opinions expressed by each attendee in the sequence of the meeting proceedings;
- g) Voting results, clearly stating those in favor, those against, and those who abstained;



- h) Matters passed and the corresponding voting percentage for passage;
- i) Full names and signatures of the chairperson and the minutes taker, except for cases specified in Clause 2 of this Article.

2. In case the chairperson or the minutes taker refuses to sign the meeting minutes, but all other members of the Board of Directors in attendance sign it and it contains the full contents required by Points a, b, c, d, đ, e, g, and h of Clause 1 of this Article, then the minutes shall be valid. The meeting minutes shall clearly state the refusal of the chairperson or the minutes taker to sign. The persons who sign the meeting minutes are jointly liable for the accuracy and honesty of the content of the Board of Directors meeting minutes. The chairperson and the minutes taker are personally responsible for any damage occurring to the enterprise due to their refusal to sign the meeting minutes, in accordance with the provisions of the law.

3. The chairperson, the minutes taker, and those signing the minutes must be responsible for the honesty and accuracy of the content of the meeting minutes of the Board of Directors.

4. The minutes of Board of Directors meetings and documents used during the meeting must be kept at the Company's head office.

## **SECTION 4**

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

#### **Article 33. Sub-committees of the Board of Directors**

1. The Board of Directors may establish sub-committees to be responsible for development policies, human resources, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors and consist of at least 03 people, including members of the Board of Directors and external members. Non-executive members of the Board of Directors must constitute a majority in the sub-committee, and one of these members shall be appointed as the Head of the sub-committee as decided by the Board of Directors. The activities of the sub-committee must comply with the regulations of the Board of Directors. A resolution of a sub-committee shall only be valid when a majority of members attend and vote in favor at the sub-committee meeting.

2. The implementation of decisions by the Board of Directors or its sub-committees must conform to current applicable laws, the Company's Charter, and these Regulations.

## **SECTION 5**

### **SELECTION, APPOINTMENT, RELEASE**

### **CORPORATE GOVERNANCE OFFICER**

#### **Article 34. Corporate Governance Officer**

1. The Board of Directors of the Company must appoint at least 01 Corporate Governance Officer to support the Company's governance work. The Corporate Governance Officer may concurrently hold the position of Company Secretary.

2. The Corporate Governance Officer must meet the following criteria:
  - a) Have knowledge of the law;
  - b) Must not concurrently work for an approved auditing firm currently auditing the Company's consolidated financial statements.
  - c) Other standards as prescribed by law and decided by the Board of Directors.
3. The Corporate Governance Officer has the following rights and obligations:
  - a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and tasks related to the Company and shareholders;
  - b) Prepare for meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
  - c) Provide advice on meeting procedures;
  - d) Attend meetings;
  - d) Advise on procedures for drafting resolutions of the Board of Directors in compliance with the law;
  - e) Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Board of Supervisors;
  - g) Monitor and report to the Board of Directors on the Company's information disclosure activities;
  - h) Serve as the contact point with interested parties;
  - i) Keep information confidential in accordance with the law and the Company's Charter;
  - k) Other rights and obligations as prescribed by law.
4. The Board of Directors may dismiss the Corporate Governance Officer when necessary, provided that such dismissal does not violate current labor laws. The Board of Directors may appoint an Assistant Corporate Governance Officer from time to time.

## **SECTION 6**

### **WORKING CONDITIONS FOR THE BOARD OF DIRECTORS**

#### **Article 35. Material conditions**

1. The Board of Directors shall use the Company's apparatus, physical and technical facilities, and seal to perform its management functions for the Company.
2. The Human Resources and Administration Department of the Company is responsible for receiving and forwarding documents for the Board of Directors and official dispatches from superior agencies that require the attention of the Board of Directors.

3. Members of the Board of Directors may directly work, pose questions, and exchange views with Executives of the Company, Company's subsidiaries, and affiliated units to keep abreast of the implementation of assigned tasks.

### **Article 36. Designation of the Company Secretary**

1. The Board of Directors shall designate 01 person to act as the Company Secretary with a tenure and terms as decided by the Board of Directors to assist the Board of Directors and the Board of Supervisors.

2. The Company Secretary has the duties and powers as prescribed in Clause 6, Article 25 of these Regulations.

## **CHAPTER IV BOARD OF SUPERVISORS**

### **Article 37. Rights and obligations of the Board of Supervisors**

1. The Board of Supervisors performs supervision of the Board of Directors and the General Director in the management and administration of the Company.

2. Inspect the reasonableness, legality, honesty, and degree of prudence in management and administration of business operations; as well as the systematic nature, consistency, and suitability of accounting, statistics, and the preparation of consolidated financial statements.

3. Evaluate the completeness, legality, and honesty of business status reports, annual and semi-annual consolidated financial statements of the Company, and reports evaluating the management work of the Board of Directors, and submit the appraisal report to the Annual General Meeting of Shareholders. Review contracts and transactions with related persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions requiring approval from the Board of Directors or the General Meeting of Shareholders.

4. Review, inspect, and evaluate the effectiveness and efficiency of the internal control system, internal audit, risk management, and early warning systems of the Company.

5. Review the accounting books, accounting records, and other documents of the Company, as well as the management and operation of the Company when considered necessary or pursuant to a Resolution of the General Meeting of Shareholders or at the request of shareholders or a group of shareholders as stipulated in Clause 2, Article 27 of the Company's Charter.

6. Upon the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 27 of the Company's Charter, the Board of Supervisors shall carry out the inspection within 07 working days from the date of receiving the request. Within 15 days from the date of concluding the inspection, the Board of Supervisors shall report on the matters requested for inspection to the Board of Directors and the shareholder or group of shareholders who made the request. The inspection by the Board of Supervisors under this clause must not hinder the normal operations of the Board of Directors or disrupt the administration of the Company's business activities.



7. Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, or improve the organizational structure of management, supervision, and business administration of the Company.

8. Attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company.

9. Utilize independent consultants and the Company's internal audit department to perform assigned tasks.

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

11. Propose and recommend that the General Meeting of Shareholders approve the list of approved auditing firms to audit the Company's consolidated financial statements; decide on the approved auditing firm to perform examinations of the Company's operations, and remove the approved auditor when necessary.

12. Be accountable to shareholders for its supervisory activities.

13. Supervise the financial status of the Company, and the compliance with the law in the activities of members of the Board of Directors and the Company's Executives.

14. Ensure coordination of activities with the Board of Directors, the General Director and shareholders.

15. In case of detecting violations of the law or violations of the Charter of the Company by a member of the Board of Directors or an Executive of the Company, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the person committing the violation to cease the violation and implement measures to remediate the consequences.

16. Formulate the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

17. Submit reports to the General Meeting of Shareholders as prescribed.

18. Perform other rights and obligations as prescribed by the Law on Enterprises, the Company's Charter, and Resolutions of the General Meeting of Shareholders.

### **Article 38. Right of the Board of Supervisors to be provided with information**

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

a) Notices of meeting invitations, ballots for opinion polling of members of the Board of Directors, and accompanying documents;

b) Resolutions, Decisions, and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;

c) Reports of the General Director submitted to the Board of Directors or other documents issued by the Company.

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

3. The Board of Directors, members of the Board of Directors, and Company Executives must provide complete, accurate, and timely information and documents regarding the management, administration, and business operations of the Company at the request of the members of the Board of Supervisors or the Board of Supervisors.

#### **Article 39. Responsibilities of members of the Board of Supervisors**

1. Strictly comply with the law, the Company's Charter, Resolutions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and obligations.

2. Exercise assigned rights and obligations in an honest, careful, and optimal manner to ensure the maximum lawful interests of the Company.

3. Be loyal to the interests of the Company and shareholders; do not abuse their position, office, or use the Company's information, trade secrets, business opportunities, or other assets for self-seeking purposes or to serve the interests of other organizations or individuals.

4. Perform other obligations as prescribed by the Law on Enterprises and the Company's Charter.

5. In case of violating the provisions of Clauses 1, 2, 3, and 4 of this Article and causing damage to the Company or other persons, the member of the Board of Supervisors shall be personally or jointly liable to compensate for such damage. Any income or other benefits obtained by the member of the Board of Supervisors due to the violation must be returned to the Company.

6. In case of discovering that a member of the Board of Supervisors has committed a violation in the exercise of their assigned rights and obligations, such person must notify the Board of Supervisors in writing, requesting the violating person to cease the violation and remediate the consequences.

#### **Article 40. Composition and standards for members of the Board of Supervisors**

1. The Board of Supervisors consists of 03 members; the tenure of a member of the Board of Supervisors shall not exceed 05 years, coinciding with the tenure of the Company's Board of Directors, and members may be re-elected for an unlimited number of terms. More than half of the members of the Board of Supervisors must reside in Vietnam.

In case all members of the Board of Supervisors reach the end of their tenure at the same time and new members have not been elected, the members whose tenure has expired shall continue to exercise their rights and perform their obligations until new members are elected and assume their duties.

2. Members of the Board of Supervisors must meet the following standards and conditions:

a) Not fall under the prohibited cases stipulated in Clause 2, Article 17 of the Law on Enterprises;

b) Have been trained in one of the majors in economics, finance, accounting, auditing, law, business administration, or other majors suitable for the Company's business operations;

c) Not be a family member of a member of the Board of Directors or an Executive of the Company.

d) Not necessarily a shareholder or employee of the Company;

dd) Not permitted to work in the accounting or finance department of the Company;

e) Not permitted to be a member or employee of an approved auditing firm that has conducted the audit of the Company's consolidated financial statements within the three preceding consecutive years;

g) Other standards and conditions as provided by relevant laws.

#### **Article 41. Nomination and self-nomination of members of the Board of Supervisors**

1. A shareholder or group of shareholders holding from 10% of total ordinary shares or more has the right to nominate or self-nominate candidates to the Board of Supervisors in accordance with the provisions of the Law on Enterprises and the Company Charter.

A shareholder or group of shareholders holding from 10% to less than 20% of total voting shares shall be entitled to nominate 01 candidate; from 20% to less than 30%, to nominate a maximum of 02 candidates; from 30% to less than 40%, to nominate a maximum of 03 candidates; from 40% to less than 50%, to nominate a maximum of 04 candidates; from 50% to less than 60%, to nominate a maximum of 05 candidates; and from 60% or more, to nominate a maximum of 08 candidates.

2. In cases where the number of candidates for the Board of Supervisors through nomination and self-nomination is still insufficient as per the requirements stipulated in Clause 3, Article 27 of the Company Charter, the incumbent Board of Supervisors shall introduce additional candidates or organize nominations in accordance with the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

#### **Article 42. Methods for electing, releasing, and dismissing members of the Board of Supervisors**

1. The voting for election of members of the Board of Supervisors shall be conducted by cumulative voting, whereby each shareholder has a total number of voting shares corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Supervisors, and the shareholder has



the right to accumulate all or part of their total votes for one or more candidates. The elected members of the Board of Supervisors shall be determined by the number of votes calculated from highest to lowest, starting from the candidate with the highest number of votes until the number of members prescribed in the Company Charter is met. In the event that two or more candidates receive the same number of votes for the last member of the Board of Supervisors, a re-vote shall be conducted among those candidates with equal votes or selected based on criteria set forth in the election regulations.

2. Members of the Board of Supervisors shall be released from duty in the following cases:

- a) No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Clause 2, Article 40 of these Regulations;
- b) Submitting a resignation letter that is accepted;
- c) Other cases as prescribed by law and the Company Charter.

3. Members of the Board of Supervisors shall be dismissed in the following cases:

- a) Failing to fulfill assigned duties and tasks;
- b) Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
- c) Repeatedly or seriously violating the obligations of a member of the Board of Supervisors in accordance with the Law on Enterprises and the Company Charter;
- d) Other cases pursuant to a Resolution of the General Meeting of Shareholders.

#### **Article 43. Head of the Board of Supervisors**

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; election, release, and dismissal shall be based on a majority principle. The Head of the Board of Supervisors must possess a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or other disciplines related to the Company's business operations.

2. Rights and obligations of the Head of the Board of Supervisors:

- a) To convene meetings of the Board of Supervisors;
- b) To request the Board of Directors and the Company's Executives to provide information for reports to the Board of Supervisors;
- c) To prepare and sign the report of the Board of Supervisors after consulting the Board of Directors for presentation to the General Meeting of Shareholders;
- d) To sign and issue the Regulations on Operation of the Board of Supervisors after they have been approved by the General Meeting of Shareholders.

#### **Article 44. Meetings of the Board of Supervisors**

1. The Board of Supervisors must meet at least twice (02) per year, with at least two-thirds (2/3) of its members in attendance.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing firm to attend and answer issues requiring clarification.

3. Minutes of the meetings of the Board of Supervisors must be recorded in a detailed and clear manner. The minutes recorder and the members of the Board of Supervisors in attendance must sign the meeting minutes. Minutes of the Board of Supervisors' meetings must be kept to establish the responsibility of each member of the Board of Supervisors.

#### **Article 45. Salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors**

The salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented in accordance with the following provisions:

1. Members of the Board of Supervisors are paid salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for food, accommodation, travel, and the use of independent consulting services. The total amount of such remuneration and expenses must not exceed the annual total operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, except as otherwise decided by the General Meeting of Shareholders.

3. The salary and operating expenses of the Board of Supervisors shall be calculated as business expenses of the Company in accordance with the law on corporate income tax and other relevant legal regulations, and must be stated as a separate item in the annual consolidated financial statements of the Company.

## **CHAPTER V COMPANY EXECUTIVES**

#### **Article 46. Organizational structure of management**

1. The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company has 01 General Director, a maximum of 04 Deputy General Directors, and 01 Chief Accountant, who are appointed by the Board of Directors. The General Director and Deputy General Directors may simultaneously be members of the Board of Directors, provided that the ratio is ensured in accordance with the provisions of Point c, Clause 1, Article 41 of the Company Charter.

2. The appointment, release, and dismissal of the above-mentioned titles must be approved by a Resolution or Decision of the Board of Directors.

#### **Article 47. Company Executives**

1. At the proposal of the General Director and with the approval of the Board of Directors, the Company is authorized to recruit Deputy General Directors and a Chief

Accountant in such numbers and with such qualifications appropriate to the organizational structure and management regulations of the Company as prescribed by the Board of Directors. Business Executives shall have the responsibility to assist the Company in achieving the set operational and organizational objectives.

2. The General Director shall be paid a salary and bonus. The salary and bonus of the General Director shall be decided by the Board of Directors.

3. The salary of the Executives shall be included in the business expenses of the Company in accordance with the law on corporate income tax, presented as a separate item in the annual consolidated financial statements of the Company, and reported to the General Meeting of Shareholders at the annual meeting.

#### **Article 48. General Director of the Company**

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person as General Director.

2. The General Director is the person who directs the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and the law for the performance of the assigned rights and obligations.

3. The term of the General Director is not to exceed 05 years and may be re-appointed for an unlimited number of terms. The Board of Directors shall decide on the extension of the General Director's term in case of necessity.

4. The General Director must meet the following standards and conditions:

a) Possessing full legal capacity and civil act capacity, and not falling into the categories prohibited from enterprise management according to the provisions of the Law on Enterprises;

b) Possessing professional qualifications or practical experience in business administration or in the core business sector of the Company.

5. The General Director has the following rights and obligations:

a) Deciding on matters related to the Company's daily business operations that do not fall under the authority of the Board of Directors;

b) Organizing the implementation of Resolutions and Decisions of the Board of Directors;

c) Organizing the implementation of the Company's business plan and investment schemes;

d) Proposing the organizational structure and internal management regulations of the Company;

dd) Appointing, releasing, and dismissing management positions in the Company, except for those under the authority of the Board of Directors;

e) Deciding on salaries and other benefits for employees of the Company and managers under the General Director's appointment authority;

g) Recruiting labor;

h) Proposing plans for dividend payments or the handling of business losses;



i) Other rights and obligations in accordance with the law, the Company Charter, and the Resolutions and Decisions of the Board of Directors.

6. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of the assigned tasks and powers and must report to these bodies when required.

7. The Board of Directors may dismiss the General Director when a majority of the members of the Board of Directors with voting rights present at the meeting approve, and may appoint a new General Director as a replacement. Cases for consideration of dismissal include:

- a) The business incurs losses for two consecutive years;
- b) Upon the request of the Board of Directors;
- c) Personal self-interest, or violation of internal rules or the Regulations on Corporate Governance of the Company;
- d) Submission of a resignation letter that is approved by the Board of Directors;
- đ) Loss of or restriction of civil act capacity by a court decision;
- e) Other cases in accordance with the provisions of law.

8. In the event the General Director is dismissed pursuant to Clause 7 of this Article, the Board of Directors must temporarily designate a person to assume the duties of the General Director in the case a replacement has not yet been appointed. Within 30 working days, the Board of Directors must proceed with the appointment of a new General Director.

9. Information regarding the appointment and dismissal of Company Executives shall be notified to the Board of Directors, the Board of Supervisors, the remaining Executives, and other subjects in accordance with the law on information disclosure and the Charter of the Company.

10. The General Director may authorize, in writing, the Deputy General Directors or other positions of the Company to act on their behalf to resolve or execute certain tasks, but the General Director shall remain responsible for such authorization.

Persons authorized by the General Director must be responsible to the General Director and the law for the tasks performed under such authorization.

#### **Article 49. Deputy General Directors, Chief Accountant**

1. Deputy General Directors are appointed, dismissed, or removed from office by the Board of Directors upon the recommendation of the General Director. The term of office for a Deputy General Director shall not exceed 05 years and they may be reappointed. A Deputy General Director shall assist the General Director in accordance with the assignment and authorization of the General Director. Any authorization related to signing contracts or using the Company's seal must be performed in writing.

2. The Chief Accountant of the Company is appointed, dismissed, or removed from office by the Board of Directors upon the recommendation of the General Director. The term of office for the Chief Accountant shall not exceed 05 years and they may be reappointed. The Chief Accountant assists the General Director in organizing the implementation of the Company's financial, accounting, and statistical

work. The powers and responsibilities of the Chief Accountant shall be in accordance with the signed labor contract and the provisions of law.

3. The remuneration of the Deputy General Director and the Chief Accountant shall be decided by the Board of Directors based on the proposal of the General Director of the Company.

## **CHAPTER VI**

### **PROCESS AND PROCEDURES FOR COORDINATION BETWEEN THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISORS, AND THE GENERAL DIRECTOR**

#### **Article 50. Coordination relationship between the Board of Directors, the Board of Supervisors, and the General Director**

1. The Board of Directors is the management body of the Company, setting forth the Company's development policies and strategies, supervising and directing the General Director in the operation of the business; they are responsible to the General Meeting of Shareholders and the law for the performance of their assigned rights and duties.

2. The General Director operates the day-to-day business of the Company, implements the decisions of the Board of Directors, and is under the supervision of the Board of Directors; they are responsible to the Board of Directors and the law for the performance of their assigned rights and duties.

3. The Board of Supervisors is the body that supervises the activities of the Board of Directors and the General Director in the management and operation of the Company; they are responsible to the General Meeting of Shareholders and the law for the performance of their assigned rights and duties.

#### **Article 51. Coordination of activities between the Board of Directors, the Board of Supervisors, and the General Director**

1. The process of setting development policies and strategies for the Company by the Board of Directors must include the participation and input of the General Director and/or authorized Deputy General Directors in charge of the relevant field to determine the actual capabilities and ensure the feasibility of such policies and strategies. The Board of Directors, based on the content of their meetings and other activities, shall proactively invite members of the Board of Supervisors, the General Director, and/or authorized Deputy General Directors in charge of relevant fields to attend. The Board of Directors issues meeting invitations via a Notice of Meeting. The General Director and Deputy General Directors in attendance are responsible for addressing issues raised by the Board of Directors and have the right to provide their own assessments to advise the Board of Directors.

2. The Board of Directors must send meeting invitations and accompanying documents to the Head of the Board of Supervisors. The Board of Supervisors has the right to attend meetings of the Board of Directors.

3. Resolutions of the Board of Directors are sent to the General Director for implementation and to the Board of Supervisors for notification. The General Director has the duty to manage and direct the units and individuals within the Company to

fully execute all Resolutions and Decisions of the Board of Directors. If the management is contrary to the decisions and causes damage to the Company, the General Director and related individuals shall be responsible before the law and must compensate for the damages to the Company. When implementing Resolutions and Decisions of the Board of Directors, if an issue is discovered that may be disadvantageous to the Company or shareholders, the General Director shall report it to the Board of Directors for consideration and adjustment of the resolution or decision. In the event the Board of Directors does not adjust the Resolution or Decision, the General Director must still implement it, but has the right to reserve their opinion and notify the Board of Supervisors.

4. The activities of the General Director must be monitored and closely coordinated by the Board of Directors. Members of the Board of Directors tasked with monitoring specific areas of the Company's activities must frequently communicate with the General Director and the authorized Deputy General Directors in charge of the relevant areas to keep informed of the Company's situation in those areas. Based on their specific activities, the General Director shall proactively invite relevant members of the Board of Directors and the Board of Supervisors to attend meetings for the purpose of coordination and supervision. Members of the Board of Directors and the Board of Supervisors attending the meetings have the right to express their opinions, but do not have the right to conclude the meeting.

5. Periodically, the General Director is responsible for reporting on the performance of assigned duties and powers to the Board of Directors. The Board of Directors reviews the implementation of resolutions and other matters authorized by the Board of Directors to the General Director.

6. The Board of Supervisors proactively inspects and supervises the activities of the Board of Directors and the General Director. The Board of Supervisors shall proactively request the Board of Directors and the General Director to facilitate the Board of Supervisors' attendance at meetings and activities of the Board of Directors, the General Director, and authorized Deputy General Directors in charge of relevant fields when deemed necessary. The attendance of the Board of Supervisors must not disrupt the activities of the Board of Directors, the General Director, the Deputy General Directors, and the Company.

7. The Board of Supervisors proactively invites members of the Board of Directors, the General Director, and/or authorized Deputy General Directors in charge of relevant fields to attend its meetings. Members of the Board of Directors, the General Director, and Deputy General Directors in attendance have the duty to respond to issues raised by the Board of Supervisors and have the right to express their opinions, but do not have the right to conclude the meeting.

8. The General Director shall request the Board of Directors to convene a meeting for advice if:

a) The implementation of a resolution of the Board of Directors encounters difficulties or is unachievable;

b) Deciding on issues beyond the authority of the General Director.



9. The Board of Supervisors shall request the Board of Directors to convene a meeting if there are inadequate issues related to the management and operation of the Company that need to be considered and resolved by the Board of Directors.

10. The Board of Directors meets periodically to evaluate the implementation of the resolutions of the Board of Directors regarding the management of the day-to-day business of the General Director.

## **CHAPTER VII**

### **PERFORMANCE EVALUATION, REWARDS AND DISCIPLINE FOR COMPANY MANAGERS**

#### **Article 52. Evaluation standards and implementation methods**

1. Regarding members of the Board of Directors, Members of the Board of Supervisors:

a) Effectively performing their assigned rights and duties in accordance with the provisions of the Resolution of the General Meeting of Shareholders, the Company Charter, and the Regulations on Corporate Governance;

b) Remaining loyal to the interests of the Company and its shareholders, and not abusing their position, title, or Company assets for personal gain or to serve the interests of any other organization or individual.

2. Regarding Company Executives:

a) Demonstrating management and operational capacity in their assigned areas; performing well and exceeding assigned duties and plans;

b) Effectively managing all of the Company's business and production activities, ensuring practical and legitimate benefits for shareholders, staff, and employees, and contributing to the development of the Company;

c) Exemplary in their work, ethics, and lifestyle;

d) Not being subjected to disciplinary action of a reprimand or higher.

#### **Article 53. Forms of rewards and discipline**

1. Depending on the achievements and the level of contribution of each member, the following forms of rewards shall be applied:

a) Ad-hoc rewards and monthly or quarterly rewards;

b) Bonuses for exceeding profit targets, with the specific Percentage to be approved annually by the General Meeting of Shareholders;

c) Appointments, promotions, lifting of disciplinary measures, and early salary increases.

2. Disciplinary forms shall be applied in accordance with the provisions of the Labor Code and the Company's Internal Regulations.

3. When reporting annual performance results to the General Meeting of Shareholders, the Board of Directors, in addition to evaluating its own activities, shall

propose rewards for members of the Board of Directors for valuable and effective contributions to the Company's operations and propose disciplinary measures against members of the Board of Directors for actions that prejudice or cause material losses or value loss to the Company.

4. When reporting annual performance results to the General Meeting of Shareholders, the Board of Supervisors, in addition to evaluating its own activities, shall propose rewards for members of the Board of Supervisors for valuable and effective contributions to the Company's operations and propose disciplinary measures against members of the Board of Supervisors for actions that prejudice or cause material losses or value loss to the Company.

5. When reporting business performance results at the end of each fiscal year, the General Director shall propose that the Board of Directors grant rewards to executives for their valuable and effective contributions to the Company's operations.

6. If the Company's executives engage in activities that prejudice or cause material losses or value loss to the Company, the Board of Directors shall be responsible for implementing disciplinary measures according to the Company's regulations as soon as the incident is concluded.

7. Acts of violation of the law shall be subject to sanctions as prescribed by law.

#### **Article 54. Organization of the evaluation, reward, and discipline apparatus**

1. The Company shall establish the Emulation and Reward Council and the Disciplinary Council, chaired by the General Director, with members consisting of representatives of the Trade Union and Directors of relevant professional departments.

2. The Company's Emulation and Reward Council shall develop reward and disciplinary regulations suitable for the objects and actual conditions of the Company.

#### **Article 55. Decentralization of evaluation, rewards, and discipline**

1. The Board of Directors shall propose that the General Meeting of Shareholders decide on rewards and disciplinary measures for members of the Board of Directors and members of the Board of Supervisors. Forms of rewards and disciplinary measures for members of the Board of Directors and members of the Board of Supervisors shall be applied in accordance with the Company's reward and disciplinary regimes.

2. The Company's Emulation and Reward Council and Disciplinary Council shall decide on rewards and disciplinary measures for the remaining levels.

3. The Company's Emulation and Reward Regulations and the Disciplinary Processing Procedure shall be developed and issued by the General Director.

### **CHAPTER VIII DISCLOSURE OF CORPORATE GOVERNANCE INFORMATION**

#### **Article 56. Disclosure of information regarding corporate governance**

1. The General Director shall develop and issue the Company's regulations on information disclosure in accordance with the Law on Securities and guiding documents after they have been approved by the Board of Directors.

2. The legal representative or the person authorized to disclose the company's information shall have the following responsibilities:

a) To disclose information of the Company to the investing public in accordance with the law, the Company's Charter, the Regulations on Corporate Governance, and the Company's regulations on information disclosure;

b) To make the name and telephone number for work contact public so that shareholders can easily make contact.

## **CHAPTER IX IMPLEMENTATION PROVISIONS**

### **Article 57. Amendment and supplementation of the Regulations on Corporate Governance**

1. During the implementation of these Regulations, the Board of Directors may consider submitting to the General Meeting of Shareholders a decision on amendments and supplementations to suit the Company's production and business activities, the Company's Charter, and current legal regulations.

2. In the event that legal regulations relating to the Company's operations are not mentioned in these Regulations or if legal regulations are amended or supplemented in a manner different from the provisions of these Regulations, those legal regulations shall naturally apply and regulate the Company's operations.

### **Article 58. Effectiveness**

1. These Regulations comprise 09 chapters and 58 articles and were approved by the General Meeting of Shareholders on 14/04/2023.

2. The Board of Directors shall be responsible for implementing these Regulations, and the Board of Supervisors shall monitor and supervise the implementation of the regulations within the Company./.

## **ON BEHALF OF THE BOARD OF DIRECTORS CHAIRWOMEN**

**Tran Thi Thanh Nhan**





# **REGULATIONS**

## **ON OPERATION OF THE BOARD OF DIRECTORS OF CHO LON INVESTMENT AND IMPORT EXPORT CORPORATION (CHOLIMEX)**

*(Second amendment, replacing the Regulations on Operation of the Board of  
Directors, first amendment dated April 14, 2023)*

*Ho Chi Minh City, April 15, 2026*

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**REGULATIONS ON OPERATION OF THE BOARD OF DIRECTORS  
CHO LON INVESTMENT AND IMPORT EXPORT CORPORATION  
(CHOLIMEX)**

*(Issued pursuant to Resolution 01/NQ-CHOLIMEX-GMS dated April 14, 2023 of the General Meeting of Shareholders of Cho Lon Investment and Import Export Corporation (Cholimex))*

*Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*

*Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*

*Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*

*Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 guiding a number of articles on corporate governance applicable to public companies under Decree 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*

*Pursuant to Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance guiding the disclosure of information on the securities market;*

*Pursuant to Law No. 03/2022/QH15 on amending and supplementing a number of articles of the Law on Public Investment, Law on Investment in Public-Private Partnership form, Law on Investment, Law on Housing, Law on Bidding, Law on Electricity, Law on Enterprises, Law on Special Excise Tax, and Law on Execution of Civil Judgments, passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022;*

*Pursuant to the Charter of Organization and Operation of Cho Lon Investment and Import Export Corporation (Cholimex);*

*Pursuant to Resolution No. 01/NQ-CHOLIMEX-GMS dated April 14, 2023 of the General Meeting of Shareholders of Cho Lon Investment and Import Export Corporation (Cholimex).*

The Board of Directors hereby issues the Regulations on Operation of the Board of Directors of Cho Lon Investment and Import Export Corporation (Cholimex).

The Regulations on Operation of the Board of Directors of Cho Lon Investment and Import Export Corporation (Cholimex) include the following contents:

## **CHAPTER I GENERAL PROVISIONS**

### **Article 1. Scope and regulated entities**

1. Scope: the Regulations on Operation of the Board of Directors provide for the organizational structure, operating principles, rights and obligations of the Board of Directors and its members in order to ensure that its operation is conformable with the Law on Enterprises, the Company's Charter and relevant laws.

2. Regulated entity: These Regulations apply to the Board of Directors and Members of the Board of Directors.

### **Article 2. Operating principles of the Board of Directors**

1. The Board of Directors shall work on the collective principle. Each member of the Board of Directors shall be responsible for the performance of his/her own tasks and be jointly responsible to the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors regarding development of the Company.

2. The Board of Directors shall assign the General Director to organize the implementation of the resolutions and decisions of the Board of Directors.

### **Article 3. Interpretation of terms**

In these Regulations, the following terms are understood as follows:

1. "Company" refers to Cho Lon Investment and Import Export Corporation (Cholimex).

2. "Corporate executive" refers to the General Director, Deputy General Director, and Chief Accountant.

3. "Company's functional departments and equivalents" refers to Departments and Divisions belonging to the Company.

4. "Company's subsidiaries" refers to a business falling under one of the following cases:

a) A company in which the parent company owns over 50% of its Charter capital or over 50% of its ordinary shares;

b) A company where the parent company has the right to directly or indirectly appoint a majority or all of the members of the Board of Directors and the General Director (Director) of that company;

c) A company where the parent company has the right to decide on amendments and supplements to its Charter.

5. "*Affiliated unit*" refers to dependent accounting units of the Company, representative offices, or branches of the Company decided by the Board of Directors for establishment.



6. “*Enterprise with capital contribution or shares of the Company*” refers to an enterprise in which the Company invests, contributes capital, and owns (directly and indirectly) equal to or less than 50% of the Charter capital of that enterprise.

## **CHAPTER II**

### **MEMBER OF THE BOARD OF DIRECTORS**

#### **Article 4. Rights and obligations of Member of the Board of Directors**

1. Members of the Board of Directors have full rights in accordance with the Law on Securities, relevant laws, and the Company Charter, including the right to be provided with information and documents regarding the financial situation and business operations of the Company and its units.

2. Members of the Board of Directors have obligations in accordance with the Company Charter and the following obligations:

a) To perform their tasks honestly and prudently in the best interest of the shareholders and the Company;

b) To fully attend meetings of the Board of Directors and provide opinions on matters brought up for discussion; to vote on matters falling under the content of the meeting; and to be personally responsible before the law, before the General Meeting of Shareholders, and before the Board of Directors for their own decisions;

c) Together with other Members of the Board of Directors, to implement the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors, and to carry out corporate governance in accordance with the law, the Company Charter, the Regulations on Corporate Governance, and the assignments of the Board of Directors and the Chairman of the Board of Directors;

d) Promptly and fully report to the Board of Directors on the remuneration received from the Company’s subsidiaries and enterprises in which the Company holds shares or capital contributions;

đ) Report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, and other companies under the Company’s control (owning over 50% or more of the Charter capital) with a Member of the Board of Directors and affiliated persons of such member; and transactions between the Company and any company in which a Member of the Board of Directors is a founding member or a corporate manager within the 03-year period immediately preceding the Time of transaction;

e) Perform information disclosure when trading Company shares in accordance with the provisions of law;

g) Be accountable to the General Meeting of Shareholders and the Board of Directors regarding the performance of tasks upon request.

## **Article 5. Right of Members of the Board of Directors to be provided with information**

1. Members of the Board of Directors have the right to request the Company's managers to provide information and documents regarding the financial situation and business operations of the Company and its units.

2. The Company's managers must provide the requested information and documents in a timely, complete, and accurate manner as required by the Member of the Board of Directors.

## **Article 6. Composition, term, and structure of members of the Board of Directors**

1. Composition, term, and structure of members of the Board of Directors:

a) The number of members of the Board of Directors of the Company is 07. The term of the Board of Directors is 05 years, and members may be re-elected for an unlimited number of terms. In the event that all members of the Board of Directors complete their term simultaneously, they shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over the work;

b) The Board of Directors consists of 01 Chairman, 01 Vice Chairman, and 05 members;

c) The structure of the Board of Directors of the Company must ensure that at least one-third (1/3) of the total members of the Board of Directors are non-executive members. The number of non-executive members of the Board of Directors must ensure:

- A minimum of 01 non-executive member in case the company has from 03 to 05 members on the Board of Directors;

- A minimum of 02 non-executive members in case the company has from 06 to 08 members on the Board of Directors;

- A minimum of 03 non-executive members in case the company has from 09 to 11 members on the Board of Directors

2. A Member of the Board of Directors shall no longer hold the position of member of the Board of Directors in the event of being dismissed, removed, or replaced by the General Meeting of Shareholders as prescribed in Article 10 of these Regulations.

3. The appointment of Members of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.

## **Article 7. Qualifications and requirements for members of the Board of Directors**

Members of the Board of Directors must meet the following standards and conditions:

1. Do not fall into the categories prohibited under Clause 2, Article 17 of the Law on Enterprises.

2. Possess professional qualifications and experience in business management or in the business line, field, or trade of the Company; it is not required to be a shareholder of the Company.

3. A member of the Board of Directors may simultaneously hold the position of member of the Board of Directors or Member's Council in a maximum of 05 other companies.

#### **Article 8. Chairman of the Board of directors**

1. The Chairman of the Board of directors is elected, dismissed, or removed by the Board of Directors from among its members.

2. The Chairman of the Board of directors may not concurrently hold the position of General Director of the Company.

3. The Chairman of the Board of directors has the following rights and obligations:

- a) Prepare the operating programs and plans of the Board of Directors;
- b) Prepare the agenda, content, and documents for meetings; convene, conduct, and preside over meetings of the Board of Directors;
- c) Organize the adoption of the Resolutions and Decisions of the Board of Directors;
- d) Supervise the organization of the implementation of the Resolutions and Decisions of the Board of Directors;
- đ) Preside over the General Meeting of Shareholders;
- e) Other rights and obligations in accordance with the Law on Enterprises and other relevant laws.

4. In the event that the Chairman of the Board of directors submits their resignation or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or dismissal/removal.

5. In the event that the Chairman of the Board of directors is absent from Vietnam or is unable to perform their duties, they must authorize the Vice Chairman of the Board of Directors or another member of the Board of Directors in writing to exercise the rights and obligations of the Chairman of the Board of directors. In the event that there is no authorized person or the Chairman of the Board of directors is deceased, missing, held in temporary detention, serving a prison sentence, serving administrative handling measures at a compulsory drug rehabilitation center, a compulsory education institution, is a fugitive from residence, suffers from limited or lost civil act capacity, has difficulty in awareness and control of behavior, is prohibited by the Court from holding certain positions, or is prohibited from practicing certain professions or doing certain work, the remaining members shall elect one of the members to serve as the Chairman of the Board of directors based on the principle of



approval by a majority of the remaining members until a new decision is issued by the Board of Directors.

5. When deemed necessary, the Board of Directors may decide to appoint a Company Secretary. The Company Secretary has rights, obligations, and duties as prescribed in Article 26 of these Regulations.

#### **Article 9. Vice Chairman of the Board of Directors**

The Vice Chairman of the Board of Directors is elected, dismissed, or removed by the Board of Directors from among the members of the Board of Directors. The Vice Chairman of the Board of Directors has the following rights and obligations:

1. Act on behalf of the CHAIRMAN OF THE BOARD OF DIRECTORS to perform the duties of the Chairman upon authorization or when the Chairman is absent.

2. Perform the duties of the Vice Chairman of the Board of Directors as assigned by the Board of Directors and as prescribed in Article 4 of these Regulations.

#### **Article 10. Dismissal, removal, replacement, and supplementation of Members of the Board of Directors**

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

a) Failing to meet the standards and conditions as prescribed in Article 7 of these Regulations;

b) Submitting a written resignation which is subsequently accepted;

c) Losing civil act capacity or having restricted civil act capacity as decided by the Court.

2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:

a) Failing to participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;

b) Providing false personal information when submitting the candidate profile for the Board of Directors.

3. When deemed necessary, the General Meeting of Shareholders may decide to replace a Member of the Board of Directors, or dismiss or remove a Member of the Board of Directors beyond the cases prescribed in Clauses 1 and 2 of this Article.

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

a) The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Company Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b) Except for the case prescribed in Point a of this Clause, the General Meeting of Shareholders shall elect new members to replace the Members of the Board of Directors who have been dismissed or removed at the nearest meeting.

#### **Article 11. Method of election, dismissal, and removal of Member of the Board of Directors**

1. A shareholder or a group of shareholders holding from 10% of the total ordinary shares or more has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company Charter.

Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares have the right to nominate 01 candidate; from 20% to less than 30% may nominate up to 02 candidates; from 30% to less than 40% may nominate up to 03 candidates; from 40% to less than 50% may nominate up to 04 candidates; from 50% to less than 60% may nominate up to 05 candidates; from 60% or more may nominate up to 08 candidates.

2. In the event that the number of candidates for the Board of Directors through nomination and self-nomination is still not sufficient as required by Clause 3, Article 27 of the Company Charter, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders conducts voting to elect members of the Board of Directors as prescribed by law.

3. The voting for the election of Member of the Board of Directors shall be conducted by cumulative voting, whereby each shareholder has a total number of voting rights corresponding to the total number of shares they own multiplied by the number of members to be elected to the Board of Directors, and shareholders are entitled to consolidate all or part of their total votes for one or a number of candidates. The candidate who is elected as a Member of the Board of Directors shall be determined by the number of votes counted from the highest to the lowest, starting from the candidate with the highest number of votes until the number of members specified in the Articles of Association is reached. In case two or more candidates receive the same number of votes for the last member of the Board of Directors, a re-vote will be held among such candidates with equal votes or they shall be selected based on the criteria specified in the election regulations.

4. The election, dismissal, and removal of Member of the Board of Directors shall be decided by the General Meeting of Shareholders through a vote.

#### **Article 12. Notice on election, dismissal, and removal of Member of the Board of Directors**

1. Where candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. The candidate for the

Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the published personal information and must commit to performing duties honestly, carefully, and in the best interests of the Company if elected as a Member of the Board of Directors. The information related to the candidate for the Board of Directors to be disclosed includes:

- a) Full name, date, month, and year of birth;
- b) Qualification;
- c) Work experience;
- d) Other managerial positions (including position of Board of Directors in other companies);
- đ) Interests related to the Company and affiliated persons of the Company;
- e) Information regarding the companies where the candidate currently holds the position of Member of the Board of Directors, other managerial positions, and interests related to the company of the candidate for the Board of Directors (If any).

2. The notification regarding the results of the election, dismissal, and removal of Member of the Board of Directors shall be conducted in accordance with the regulations guiding information disclosure.

### **CHAPTER III BOARD OF DIRECTORS**

#### **Article 13. Authority, obligations and responsibilities of the Board of Directors**

1. The Board of Directors is the Company's management body, having full authority in the name of the Company to decide and exercise the Company's rights and obligations, except for those powers and obligations falling under the authority of the General Meeting of Shareholders.

2. The authority, obligations, and responsibilities of the Board of Directors are prescribed by law, the Articles of Association, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following authority, obligations, and responsibilities:

- a) Decide on strategy, medium-term development plan, and annual business plan of the Company;
- b) Recommend the type of shares and the total number of authorized shares to be offered of each class;
- c) Decide on the sale of unissued shares within the authorized number of shares for each class; decide on raising additional capital in other forms;
- d) Decide on the selling price of shares and bonds of the Company;
- đ) Decide on share buyback in accordance with Clause 1 and Clause 2, Article 23 of the Articles of Association;



e) Decide on investment plans and investment projects within its competence and limits as prescribed by law;

g) Decide on solutions for market development, marketing, and technology;

h) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of less than 35% of the total asset value recorded in the most recent audited consolidated financial statements of the Company, except for contracts and transactions subject to the approval authority of the General Meeting of Shareholders as prescribed in Clause 3, Article 69 of the Articles of Association;

i) Elect, dismiss, remove the Chairman and Vice-Chairman of the Board of Directors;

k) Appoint, dismiss, sign contracts, terminate contracts, and decide on salaries, remuneration, bonuses, and other benefits for Company Executives;

l) Appoint the Corporate Governance Officer and Company Secretary;

m) Decide or decentralize the appointment of authorized representatives to attend member meetings or General Meetings of Shareholders in enterprises where the Company has capital contributions;

n) Decide or decentralize the appointment of the Company's representative to serve as a Capital representative, participate in candidacy for members of the Board of Members, or Board of Directors at enterprises where the Company has capital contributions, and decide on the remuneration level and other benefits for such persons;

o) Supervise and direct the Company's Executives in managing the daily business operations of the Company;

p) Decide on the organizational structure of the Company; establishment and organizational structure of the Company's subsidiaries; establishment of branches and representative offices of the Company; decide on capital contribution and share acquisition in other enterprises;

q) Approve the program and contents of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or conduct polling to pass a Resolution of the General Meeting of Shareholders;

r) Submit the audited annual consolidated financial statements to the General Meeting of Shareholders;

s) Recommend the dividend payout rate; decide on the timing and procedures for paying dividends or handling losses incurred during the business process;

t) Propose the reorganization, dissolution of the Company; request the bankruptcy of the Company;

u) Decide on the promulgation of the Regulations on Corporate Governance, the Regulations on Operation of the Board of Directors after being approved by the General Meeting of Shareholders; decide on the promulgation of the Regulations on Financial Management, Regulations on Debt Management, Regulations on Salaries, Bonuses, and Remuneration of the Company; decentralize the decision-making for

other internal management regulations to serve the Company's management and operations;

v) Decentralize to the General Director of the Company the powers under the authority of the Board of Directors; the decentralization is specified in Article 16 of these Regulations or in a specific document;

x) Other rights, obligations, and responsibilities as prescribed by the Law on Enterprises, the Law on Securities, and other provisions of law.

3. The Board of Directors must report to the General Meeting of Shareholders on the operation results of the Board of Directors; the report on the activities of the Board of Directors presented to the Annual General Meeting of Shareholders must ensure it contains the following content:

a) Remuneration, operating expenses, and other benefits of the Board of Directors and each Member of the Board of Directors as prescribed in Article 45 and Article 65 of the Articles of Association;

b) Summary of the meetings of the Board of Directors and the decisions of the Board of Directors;

c) Report on transactions between the Company, Company's subsidiaries, companies which the Company control by 50% or more of the Charter capital, and Members of the Board of Directors and their affiliated persons; transactions between the Company and a company in which a Member of the Board of Directors is a founding member or a corporate manager within 3 years prior to the Time of transaction;

d) Activities of other sub-committees of the Board of Directors (If any);

đ) Results of the supervision of the Company's Executives;

e) Future plans.

4. The Board of Directors passes resolutions and decisions according to Article 20 of these Regulations.

5. The following matters must be approved by the Board of Directors:

a) Establishment of branches or representative offices of the Company;

b) Establishment of the Company's subsidiaries; branches or representative offices of the Company's subsidiaries;

c) Matters stipulated in Article 13 of these Regulations; the Board of Directors decides on the execution, amendment, and cancellation of the Company's contracts;

d) Appoint and remove persons authorized by the Company as commercial representatives and the Company's lawyers;

đ) Borrowing, and the execution of mortgages, security, guarantees, and indemnities of the Company;

e) Investments not included in the business plan and budget that exceed 10% of the value of the annual business plan and budget;

g) Purchase or sale of shares or capital contributions in other companies with a value of less than 35% of the Company's total asset value recorded in the most recent audited consolidated financial statements;

h) Valuation of assets contributed to the Company other than in cash during the issuance of the Company's stocks or bonds, including gold, land lease right, intellectual property rights, technology, and technical know-how;

i) Buyback of not more than 10% of the total shares of each class already sold within a 12-month period;

k) Decide on the timing, method, and selling price of shares;

l) Business issues or transactions that the Board of Directors decides require approval within the scope of its authority and responsibility.

6. The Board of Directors must report to the General Meeting of Shareholders regarding the oversight of the Company's executives during the financial year. If the Board of Directors does not submit the report to the General Meeting of Shareholders, the Company's annual financial statements shall be deemed invalid and have not been approved by the Board of Directors.

7. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of law, resolutions of the General Meeting of Shareholders, or the Company Charter and causes damage to the Company, the members who voted to approve such resolution or decision shall be jointly and personally liable for it and must compensate the Company for the damages; members who voted against such resolution or decision shall be exempt from liability. In this case, the Company's shareholders have the right to request a Court to suspend the implementation or revoke the aforementioned resolution or decision.

#### **Article 14. Duties and powers of the Board of Directors in approving and signing contracts and transactions**

1. The Board of Directors shall approve contracts and transactions with a value of less than 35% or transactions resulting in a total value of transactions arising within 12 months from the date of the first transaction of less than 35% of the total asset value recorded in the most recent consolidated financial statements between the Company and one of the following subjects:

a) Member of the Board of Directors, member of the Supervisory Board, Corporate manager, and affiliated persons of these individuals;

b) Shareholders, authorized representatives of shareholders holding more than 10% of the total ordinary shares of the Company and their affiliated persons;

c) Businesses related to the subjects specified in Clause 2 Article 24 of these Regulations.

2. The person representing the Company to sign a contract or transaction must notify the members of the Board of Directors and the Supervisory Board of the related subjects involved in such contract or transaction and enclose the draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of



the contract or transaction within 15 days from the date of receiving the notice; members of the Board of Directors who have interests related to the parties in the contract or transaction have no right to vote.

### **Article 15. Responsibility of the Board of Directors in convening the Extraordinary General Meeting of Shareholders**

1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary in the interest of the Company;
- b) The remaining number of members of the Board of Directors or the Supervisory Board is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or a group of shareholders as stipulated in Clause 2 Article 27 of the Company Charter; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, with sufficient signatures of the relevant shareholders, or the request document may be prepared in multiple copies and the signatures of the relevant shareholders shall be collected;
- d) At the request of the Supervisory Board;
- e. Other cases as prescribed by law and the Company Charter.

2. Convening the extraordinary General Meeting of Shareholders:

The Board of Directors must convene the General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number of members as prescribed by law or from the date of receiving the request as stipulated in Point c and Point d, Clause 1 of this Article.

3. The person who convenes the General Meeting of Shareholders must perform the following tasks:

- a) Prepare the list of shareholders entitled to attend the meeting;
- b) Provide information and resolve complaints related to the list of shareholders;
- c) Prepare the agenda and content of the meeting;
- d) Prepare documents for the meeting;
- e) Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting; list and provide detailed information of candidates in case of electing members of the Board of Directors and members of the Supervisory Board;
- e) Determine the time and venue of the meeting;
- g) Send the invitation to the meeting to each shareholder entitled to attend in accordance with the Company Charter;
- h) Other tasks to serve the meeting.

## **Article 16. Decentralization of the Board of Directors to the General Director of the Company**

1. Decision on the organizational structure and operation of branches and representative offices.

2. Appointing, dismissing, disciplining, and rewarding Directors of functional departments and equivalent positions, Directors of Company branches, and Heads of the Company's representative offices; signing labor contracts, appointing, removing, dismissing, deciding salaries and other benefits, rewarding, and disciplining the positions of Deputy Directors of the Company's functional departments and equivalent positions; Deputy Directors, Chief Accountants of branches, and Deputy Heads of representative offices.

3. Decision on market and technology solutions for the Company the Company's subsidiaries.

4. Decision on contents related to capital mobilization, mortgages, and pledges; investment in basic construction, procurement, upgrading, repair, liquidation, and sale of fixed assets, and handling of lost assets; signing contracts and performing day-to-day economic and commercial transactions of the Company in accordance with the authority decentralized in the Company's Financial Management Regulations.

5. Decision on the issuance of the Regulations on the Management of the Company's Capital Representation, the Working Regulations of the Board of Management, the Information Disclosure Regulations, the Reward and Discipline Regulations, and other internal management regulations of the Company, except for those falling under the authority of the Board of Directors.

6. Proactively develop plans for recruitment and labor utilization to meet the requirements of production and business plans; recruitment and labor utilization shall be transparent and public according to the law and the Company's regulations; labor arrangement and utilization must be reasonable and economical to increase labor productivity, wages for employees, and ensure profits for the Company.

7. Regarding Company's subsidiaries:

a) Approve business plans and annual salary funds of Company's subsidiaries;

b) Decide on finance-related issues in accordance with the decentralization stipulated in the Company's Financial Management Regulations;

c) Decide on the appointment, dismissal, rewarding, and disciplining of the Members' Council, Supervisors, General Director, and Chief Accountant of Company's subsidiaries; approve the policy for the Members' Council of Company's subsidiaries to appoint, remove, dismiss, reward, and discipline the position of Deputy General Director of Company's subsidiaries;

d) Decide on the issuance of the Financial Management Regulations and Debt Management Regulations for Company's subsidiaries;

e. The General Director may decentralize, in writing, to Company's subsidiaries to implement specific projects.

8. Regarding enterprises with the Company's shares or capital contributions:

a) Exercise the rights of shareholders and capital-contributing members through the capital representative at the enterprise in accordance with the Articles of Association of the enterprise having the Company's shares or capital contributions, except for matters under the authority of the Board of Directors;

b) Express opinions on issues related to the organizational structure and operation of the enterprise having the Company's shares or capital contributions, except for matters under the authority of the Board of Directors and the General Meeting of Shareholders. Decide to appoint capital representatives, members participating in the Members' Council, the Board of Directors, the Board of Management, Supervisors, and Chief Accountants at enterprises having the Company's shares or capital contributions; appoint authorized representatives to attend meetings of the Members' Council or the General Meeting of Shareholders at enterprises having the Company's shares or capital contributions; decide to remove, dismiss, reward, discipline, and determine the remuneration and other benefits of such representatives;

c) Require the capital representative to report periodically or unexpectedly on the financial situation, business results, and other contents related to the operation of the enterprise;

d) Assign tasks and require the capital representative to seek opinions on important issues of the enterprise having the Company's shares or capital contributions before voting at meetings of the Board of Directors or meetings of the General Meeting of Shareholders; participate in managing and operating the enterprise according to the Company's development direction and objectives;

e. Inspect and supervise the activities of the capital representative, identify shortcomings and weaknesses of the capital representative to promptly prevent and rectify them;

e) Collect dividends and handle risks arising from the capital contribution portion at the enterprise having the Company's shares or capital contributions;

g) Supervise and inspect the use of the contributed capital in the enterprise;

h) Exercise other rights as prescribed by law.

**Article 17. Sub-committees assisting the Board of Directors**

The Board of Directors shall not establish sub-committees; the Board of Directors shall appoint members of the Board of Directors to be specifically in charge of individual matters such as salary, bonuses, and personnel.



## **CHAPTER IV BOARD OF DIRECTORS MEETINGS**

### **Article 18. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date the election of such Board of Directors ends. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the same highest number of votes or highest percentage of votes, the members shall elect 01 person among them by majority principle to convene the meeting of the Board of Directors.

2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors in the following cases:

- a) There is a proposal from the Supervisory Board;
- b) There is a proposal from the General Director or at least 05 other Corporate managers;
- c) There is a proposal from at least 02 members of the Board of Directors.

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues for discussion, and decisions falling under the authority of the Board of Directors.

5. The Chairman of the Board of directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article. In the event that the meeting of the Board of Directors is not convened in accordance with the request, the Chairman of the Board of directors shall be held liable for damages occurred to the Company; the requester has the right to replace the Chairman of the Board of directors to convene the meeting of the Board of Directors.

6. Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a notice of invitation to the meeting at least 03 working days prior to the meeting date. The notice of invitation must specify the time, location, agenda, and issues for discussion and decision. The notice of invitation must be accompanied by the documents used at the meeting and voting cards for members.

The notice of invitation for the Board of Directors meeting may be sent via invitation letter, Telephone, fax, electronic means, or other methods as stipulated in the Articles of Association, ensuring it reaches the contact address of each Member of the Board of Directors registered at the Company.

7. The Chairman of the Board of Directors or the convener shall send the notice of invitation and accompanying documents to the members of the Supervisory Board in the same manner as for the Members of the Board of Directors.

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

8. A meeting of the Board of Directors is conducted when 3/4 or more of the total number of members are in attendance. In case a meeting is convened as stipulated in this Clause but does not have a sufficient number of members present, it shall be reconvened for a second time within 07 days from the intended date of the first meeting. In such cases, the meeting shall be conducted if more than half of the Members of the Board of Directors are in attendance.

9. A Member of the Board of Directors is considered to be in attendance and voting at a meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending a voting card to the meeting via post, fax, or email.

10. In case a voting card is sent to the meeting via post, the voting card must be contained in a sealed envelope and delivered to the Chairman of the Board of Directors at least 01 hour before the opening of the meeting. The voting card shall only be opened in the presence of all attendees.

11. Members must fully attend meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by a majority of the Members of the Board of Directors.

12. Resolutions and Decisions of the Board of Directors are passed if approved by a majority of the members present; in the event of an equal number of votes, the final decision belongs to the side of the opinion of the Chairman of the Board of Directors.

### **Article 19. Minutes of the Board of Directors meeting**

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic formats. The minutes must be prepared in Vietnamese and include the following main contents:

- a) Name, address of head office, and enterprise identification number;
- b) Time and location of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) Full names of each member present or authorized representative and the method of attendance; full names of members not present and the reasons thereof;
- đ) Issues discussed and voted upon at the meeting;
- e) Summary of opinions expressed by each member present in the sequence of the meeting proceedings;

g) Voting results, clearly stating those who voted for, against, and those who abstained;

h) Issues passed and the corresponding voting rate;

i) Full names and signatures of the chairperson and the minutes taker, except in cases provided for in Clause 2 of this Article.

2. In the event that the chairperson or the minutes taker refuses to sign the meeting minutes, such minutes shall still be valid if signed by all other Members of the Board of Directors in attendance and contain complete content as stipulated in points a, b, c, d, đ, e, g, and h of Clause 1 of this Article. The meeting minutes shall clearly state the refusal of the chairperson or minutes taker to sign. The persons signing the meeting minutes shall be jointly liable for the accuracy and honesty of the content of the meeting minutes of the Board of Directors. The chairperson or minutes taker shall be held personally liable for damages to the enterprise arising from their refusal to sign the meeting minutes in accordance with the law.

3. The chairperson, the minutes taker, and those signing the minutes must be held liable for the honesty and accuracy of the content of the meeting minutes of the Board of Directors.

4. The minutes of the Board of Directors meeting and documents used during the meeting must be kept at the address of head office of the Company.

#### **Article 20. Procedure for passing Decisions of the Board of Directors**

1. The Board of Directors passes decisions by voting at a meeting or by seeking written opinions.

2. Authority and procedures for seeking written opinions:

a) Seeking written opinions from members of the Board of Directors to pass decisions on one or more issues is performed between two meetings of the Board of Directors;

b) Chairman of the Board of Directors decides whether or not to seek written voting opinions from members of the Board of Directors; the process of seeking written voting opinions must be carried out within seven (07) days from the date of issuance of the voting cards and must be managed and stored in the same manner as minutes of the Board of Directors meetings;

c) The results of seeking opinions from members of the Board of Directors shall be synthesized by the Company Secretary into minutes and Resolutions;

d) A Resolution in the form of seeking written opinions is passed on the basis of the approval of a majority of members of the Board of Directors with voting rights. This Resolution is as valid and effective as a resolution passed at a meeting if the number of members of the Board of Directors entitled to participate in voting by written opinion satisfies the requirements for the quorum for conducting a meeting of the Board of Directors.



## **Article 21. Voting**

1. Except for the provisions in Clause 2 of this Article, each Member of the Board of Directors or a person authorized in accordance with Clause 8, Article 18 of these Regulations who is physically present in their individual capacity at the Board of Directors meeting has 01 vote. In the event of an equal number of votes, the final decision belongs to the side of the opinion of the Chairman of the Board of Directors.

2. A Member of the Board of Directors is not permitted to vote on contracts, transactions, or proposals in which that member or a related person has an interest, and such interest conflicts or may conflict with the interests of the Company. A Member of the Board of Directors shall not be counted in the minimum proportion of members present to hold a meeting of the Board of Directors regarding decisions that that member does not have the right to vote on.

3. Pursuant to Clause 4 of this Article, when an issue arises at a meeting related to the interests or voting rights of a Member of the Board of Directors and that member does not voluntarily relinquish their right to vote, the ruling of the chairperson shall be final, unless the nature or extent of the Member of the Board of Directors' interest has not been fully disclosed.

4. A Member of the Board of Directors benefiting from a contract as stipulated in Article 69 of the Company Charter is considered to have a significant interest in that contract.

5. Supervisors have the right to attend meetings of the Board of Directors; have the right to discuss but shall not have the right to vote.

## **CHAPTER V REPORTING AND DISCLOSURE OF INTERESTS**

### **Article 22. Submission of annual reports**

1. Upon the conclusion of the fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:

- a) Business performance report of the Company;
- b) Financial statements;
- c) Report on the assessment of management and operation of the Company;
- d) Appraisal report of the Supervisory Board.

2. The reports specified in points a, b, and c of Clause 1 of this Article must be sent to the Supervisory Board for appraisal no later than 30 days before the opening date of the Annual General Meeting of Shareholders.

3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Supervisory Board, and the audit report must be kept at the address of head office of the Company no later than 10 days before the opening date of the Annual General Meeting of Shareholders. Shareholders who have held shares of the Company continuously for at least 01 year have the right to personally, or together with a lawyer,

accountant, or auditor with a professional practice certificate, directly review the reports specified in this Article.

### **Article 23. Remuneration, bonuses, and other benefits of Members of the Board of Directors**

1. The Company has the right to pay remuneration and bonuses to Members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors are entitled to remuneration for their work and bonuses. Work remuneration is calculated based on the number of working days required to complete the tasks of the Member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration level for each member according to the principle of consensus. The total amount of remuneration and bonuses for the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each Member of the Board of Directors shall be included in the Company's business expenses in accordance with the laws on corporate income tax, presented as a separate item in the annual consolidated financial statements of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A Member of the Board of Directors holding an executive position, or a Member of the Board of Directors working on subcommittees of the Board of Directors, or performing other tasks outside the scope of the normal duties of a Member of the Board of Directors, may be paid additional remuneration in the form of a lump sum, salary, commission, profit sharing, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to payment of all travel, accommodation, and other reasonable expenses that they have incurred in the performance of their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. This insurance does not include insurance for the liabilities of Members of the Board of Directors related to violations of the law and the Company Charter.

### **Article 24. Disclosure of related interests**

The disclosure of interests and affiliated persons of the Company shall be carried out as follows:

1. The Company must collect and update the list of affiliated persons of the Company and their corresponding contracts and transactions with the Company:

a) The Parent Company, its managers, and the legal representative of the Parent Company and the competent authority for appointing managers of the Parent Company;

b) Company's subsidiaries, their managers, and the legal representative of the Company's subsidiaries;

c) Individuals, organizations, or groups of individuals or organizations capable of influencing the operation of the enterprise through the ownership or acquisition of shares or capital contributions, or through the decision-making process of the company;

d) Corporate managers, the legal representative, and members of the Board of Supervisors;

dd) Spouses, biological parents, adoptive parents, parents-in-law, biological children, adopted children, sons-in-law, daughters-in-law, Order Brother, Order Sister, Younger Sibling, Elder brother-in-law, Younger brother-in-law, Elder sister-in-law, and Younger sister-in-law of corporate managers, legal representatives, members of the Board of Supervisors, and members or shareholders owning controlling capital contributions or shares;

e) Individuals authorized to act as representatives of the company or organizations stipulated in points a, b, and c of this Clause;

g) Enterprises in which the individuals, companies, or organizations stipulated in points a, b, c, d, dd, and e of this Clause own a stake sufficient to control the decision-making process of the company.

2. Members of the Board of Directors, members of the Board of Supervisors, and the Company's executives must declare their related interests to the Company, including:

a) Name, enterprise identification number, address of head office, and business lines of enterprises that they own or hold capital contributions or shares; the percentage and time of holding or owning such capital contributions or shares;

b) Name, enterprise identification number, address of head office, and business lines of enterprises owned by their affiliated persons, or in which they jointly or independently own capital contributions or shares exceeding 10% of the Charter capital;

3. The declaration stipulated in Clause 2 of this Article must be performed within 07 working days from the date the related interest arises; any amendments or supplements must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement.

4. The storage, disclosure, review, extraction, and copying of the list of affiliated persons and related interests declared as stipulated in Clause 1 and Clause 2 of this Article shall be implemented as follows:

a) The Company must announce the list of affiliated persons and related interests to the General Meeting of Shareholders at the annual meeting;



b) The list of affiliated persons and related interests shall be kept at the Address of head office of the Company; if necessary, a part or the entire content of the aforementioned list may be kept at the Company's branches;

c) Shareholders, authorized representatives of shareholders, Members of the Board of Directors, the Board of Supervisors, and the Company's executives have the right to review, extract, and copy part or all of the declared content;

d) The Company must facilitate the persons stipulated in point c of this Clause to access, review, extract, and copy the list of affiliated persons and related interests in the fastest and most favorable manner; no hindrance or difficulty shall be created for them in exercising this right. The order and procedures for reviewing, extracting, and copying the declared content of affiliated persons and related interests shall be carried out in accordance with the provisions of the Company Charter.

5. Members of the Board of Directors and the General Director, when acting in their own name or in the name of another to perform work in any form within the scope of the Company's business, must explain the nature and content of such work to the Board of Directors and the Board of Supervisors and may only proceed if approved by a majority of the remaining members of the Board of Directors; if the work is performed without declaration or without the approval of the Board of Directors, all income derived from such activity shall belong to the Company.

Members of the Board of Directors, members of the Board of Supervisors, and the Company's executives are responsible for performing their duties, including those performed as members of the Board of Directors' subcommittees, honestly, prudently, and in the interest of the Company.

## **CHAPTER VI WORKING CONDITIONS OF THE BOARD OF DIRECTORS**

### **Article 25. Material assurance**

1. The Board of Directors uses the apparatus, technical material facilities, and the Company's seal to perform the function of managing the Company.

2. The Company's Administrative Human Resources Department is responsible for receiving and transferring documents of the Board of Directors and those from superior authorities that fall under the responsibility of the Board of Directors.

3. Members of the Board of Directors may work directly, query, and exchange with members who are the Company's executives, the Company's subsidiaries, and the Company's affiliated units to understand the implementation of assigned tasks.

### **Article 26. Appointment of the Company Secretary**

1. The Board of Directors shall appoint 01 person as the Company Secretary with the term and conditions decided by the Board of Directors to assist the Board of Directors and the Board of Supervisors. The Board of Directors may remove the Company Secretary when necessary, provided that such removal does not violate current labor laws.

## 2. Obligations and powers of the Company Secretary:

- a) Prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
- b) Advise on meeting procedures and record meeting minutes;
- c) Attend meetings;
- d) Assist the company in building shareholder relations and protecting the legitimate rights and interests of shareholders; assist members of the Board of Directors in exercising assigned rights and obligations, and in applying and implementing principles of corporate governance; ensure that the Resolutions of the Board of Directors are in accordance with the provisions of law;
- dd) Assist the Company in strictly complying with the obligations of information disclosure, public disclosure of information, and administrative procedures; provide financial information, copies of meeting minutes of the Board of Directors, and other information to members of the Board of Directors and members of the Board of Supervisors;
- e) Maintain confidentiality of information according to the provisions of law and the Company Charter.

## 3. Duties of the Company Secretary:

- a) Monitor the operational program of the Board of Directors, the working schedule of the Chairman of the Board of Directors, and the members of the Board of Directors;
- b) Provide information to members of the Board of Directors, prepare programs and materials, and provide materials to members of the Board of Directors to serve meetings or to seek opinions from members of the Board of Directors; record the minutes and contents of working meetings and negotiations of the Board of Directors;
- c) Draft documents and Resolutions of the General Meeting of Shareholders and the Board of Directors; assist the Board of Directors in implementing, monitoring, synthesizing, and reporting on the implementation results of resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors;
- d) Synthesize and submit to the Board of Directors proposals, documents, and materials sent to the Board of Directors;
- dd) Maintain and store records and documents of the General Meeting of Shareholders, the Board of Directors, and the Board of Supervisors;
- e) Provide and notify relevant subjects of the Resolutions and documents of the General Meeting of Shareholders and the Board of Directors in accordance with the Company's regulations;
- g) Provide advice on the procedures for meetings of the General Meeting of Shareholders and the Board of Directors;

h) Work directly with the Company's functional departments and affiliated units to resolve work within the scope of assigned duties and powers; be personally responsible to the Board of Directors and the Board of Supervisors for the work assigned;

i) Perform other duties and powers assigned by the Board of Directors, Board of Supervisors.

## **CHAPTER VII RELATIONSHIP OF THE BOARD OF DIRECTORS**

### **Article 27. Relationship among members of the Board of Directors**

1. The relationship among members of the Board of Directors is a collaborative relationship; members of the Board of Directors have the responsibility to inform each other about related matters during the process of handling assigned tasks.

2. During the process of handling work, the Member of the Board of Directors assigned primary responsibility shall proactively coordinate the handling if there are issues related to areas under the responsibility of other Members of the Board of Directors. In the event of conflicting opinions among the Members of the Board of Directors, the Member with primary responsibility shall report to the Chairman of the Board of Directors for decision according to their authority, or organize a meeting, or solicit opinions from the Members of the Board of Directors in accordance with the provisions of law, the Articles of Association, and these Regulations.

3. In the event of re-assignment among Members of the Board of Directors, the Members of the Board of Directors shall hand over work, records, and related documents. This handover must be documented in writing and reported to the Chairman of the Board of Directors regarding the handover.

### **Article 28. Relationship with the General Director**

1. The Board of Directors issues resolutions for the General Director and the management apparatus to implement, and simultaneously inspects and supervises the implementation of such resolutions. The Board of Directors appoints the General Director, who is responsible for organizing the implementation of decisions and resolutions of the Board of Directors; managing all activities of the Company in accordance with the functions, duties, and powers stipulated in the Articles of Association, ensuring compliance with legal provisions, and safeguarding the interests of the Company.

2. In the process of organizing the implementation of the Resolutions and decisions of the Board of Directors, if issues unfavorable to the Company are discovered or arise, the General Director is responsible for immediately reporting to the Board of Directors for appropriate adjustment or supplementation. If the Board of Directors does not adjust or supplement, the General Director shall still implement them but has the right to reserve their opinion.

3. The Board of Directors decentralizes to the General Director the authority to address matters under the decision-making and approval power of the Board of Directors.



4. The Chairman of the Board of Directors has the right to attend or appoint a Member of the Board of Directors to attend briefing meetings or other meetings chaired by the General Director, and has the right to express opinions but does not have the right to conclude the meeting.

5. The General Director is responsible to the Board of Directors for the performance of the assigned tasks and powers.

#### **Article 29. Relationship with the Board of Supervisors**

1. The relationship between the Board of Directors and the Board of Supervisors is a collaborative one. The working relationship between the Board of Directors and the Board of Supervisors follows the principle of equality and independence, while ensuring close coordination and mutual support during the execution of tasks.

a) The Board of Supervisors performs the supervision of the Board of Directors in the management and operation of the Company;

b) The Board of Directors shall create conditions for the Board of Supervisors to exercise the rights and duties assigned in accordance with the provisions of law, the Articles of Association, and the Decisions of the General Meeting of Shareholders;

c) The exercise of duties and powers by the Board of Directors shall not hinder the operations of the Board of Supervisors, and the inspections performed by the Board of Supervisors shall not interrupt the management of the Company's business and production;

d) The Board of Directors may consult the opinions of the Board of Supervisors when issuing regulations, provisions, and important decisions. The Board of Directors shall address issues proposed by the Board of Supervisors and discuss with the Board of Supervisors to finalize the contents to be presented to the General Meeting of Shareholders.

2. In case of detecting any violation of law or the Articles of Association by any Member of the Board of Directors and corporate managers, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the party committing the violation to terminate the violation and implement measures to remedy the consequences.

2. Upon receiving inspection minutes or general reports from the Board of Supervisors, the Board of Directors is responsible for reviewing and directing relevant departments to develop a plan and take timely corrective measures.

#### **Article 30. Relationship between the Board of Directors and the Company's Party organizations and unions**

1. The Board of Directors respects and creates conditions for Party organizations and unions to be established and operate according to their functions and duties as stipulated in their respective charters and in compliance with the Company's Articles of Association.

2. Activities of Party organizations and unions shall not hinder or affect the operations of the Board of Directors and the activities of the Company.

**Article 31. Relationship between the Board of Directors and Company's subsidiaries**

The organization of production and business activities, accounting, organization, personnel, and other activities of Company's subsidiaries are conducted according to the Company's decentralization and authorization regime. The decentralization and authorization regime is specifically stipulated in the Articles of Association of the Company's subsidiaries.

**CHAPTER VIII  
IMPLEMENTATION PROVISIONS**

**Article 32. Amendment and supplementation of the Regulations**

In the process of implementing these Regulations, the Board of Directors may consider submitting to the General Meeting of Shareholders for a decision on amendments and supplementations to suit the Company's business and production activities, the Company's Charter on organization and operation, the Regulations on Corporate Governance, and the provisions of current law.

**Article 33. Effectiveness**

1. These Regulations consist of 8 chapters and 33 Articles, approved by the General Meeting of Shareholders of the Company on April 14, 2023.

2. Other contents regarding working conditions and remuneration of the Board of Directors, if not yet mentioned in the Regulations, shall be implemented in accordance with relevant state regulations, the Articles of Association, and other documents of the Company.

3. Members of the Board of Directors are responsible for implementing these Regulations./.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRWOMAN**

**Tran Thi Thanh Nhan**





No: 57 /TTr-CHOLIMEX-BKS

*Ho Chi Minh City, March 23, 2026*

**PROPOSAL**

**Regarding amendment and supplement to the Regulation on the Operation of  
the Board of Supervisors of Cho Lon Investment and Import–Export Joint  
Stock Company (Cholimex)**

To: The General Meeting of Shareholders of Cho Lon  
Investment and Import Export Corporation (Cholimex)

- Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Viet Nam on June 17, 2020; and Law No. 76/2025/QH15 amending and supplementing a number of articles of the Law on Enterprises;;

- Pursuant to the Charter on Organization and Operation of Cho Lon Import–Export and Investment Joint Stock Company (Cholimex) approved by the General Meeting of Shareholders on April 15, 2023;

- Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025 amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

The Board of Supervisors respectfully submits to the General Meeting of Shareholders for approval the amendment and supplementation of the Regulation on the Operation of the Board of Supervisors (First amendment dated April 15, 2021), with the following details:

No	Article	Current Charter	Proposed Amendment	Basis for Amendment
<b>Amendment and Supplement to Article 7: Nomination and Candidacy for Members of the Board of Supervisors</b>				
1	Clause 1, Article 7	1) A shareholder or a group of shareholders holding from 10% to less than 20% of the total voting shares shall be entitled to nominate one (01) candidate; from 20% to less	1) A shareholder or a group of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30%	Pursuant to Clause 1, Article 168 of the Law on Enterprises

		than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; and from 60% or more may nominate up to eight (08) candidates	may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; and from 50% or more may nominate five (05) candidates.	
<b>Amendment and Supplement to Article 18: Salary and Other Benefits</b>				
2	<b>Clauses 1 and 3, Article 18</b>	<p>Salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented in accordance with the following provisions:</p> <p>1.Members of the Board of Supervisors shall be entitled to salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.</p> <p>.....</p> <p>3.The salary and operating expenses of the Board of Supervisors shall be recorded as business expenses of the Company in accordance with the laws on corporate income tax and other relevant laws, and must be presented as a separate item in the Company's annual financial statements.</p>	<p>Remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented in accordance with the following provisions:</p> <p>1.Members of the Board of Supervisors shall be entitled to remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.</p> <p>.....</p> <p>3.The remuneration and operating expenses of the Board of Supervisors shall be recorded as business expenses of the Company in accordance with the laws on corporate income tax and other relevant laws, and must be presented as a separate item in the Company's annual financial statements.</p>	To align with the current situation where the Company no longer has full-time members of the Board of Supervisors.



The Board of Supervisors respectfully submits this to the General Meeting of Shareholders for consideration and approval.

Respectfully submitted.

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



**Le Thi Nguyet Hang**



**REGULATION**  
**ON THE OPERATION OF THE BOARD OF SUPERVISORS**  
**OF CHOLIMEX INVESTMENT AND IMPORT-EXPORT JOINT**  
**STOCK COMPANY (CHOLIMEX)**

(First amendment in accordance with Resolution No. ..../NQ-CHOLIMEX-ĐHĐCĐ  
of the General Meeting of Shareholders dated April 15, 2026)

Ho Chi Minh City, April 15, 2026



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**REGULATION  
ON THE OPERATION OF THE BOARD OF SUPERVISORS  
OF CHOLIMEX INVESTMENT AND IMPORT–EXPORT  
JOINT STOCK COMPANY (CHOLIMEX)**

*(Issued pursuant to Resolution No. .../NQ-CHOLIMEX-DHĐCĐ dated April 15, 2026  
of the General Meeting of Shareholders of Cholimex Investment and Import–Export  
Joint Stock Company)*

Pursuant to the Law on Enterprises No.59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019; and Law on Securities No. 56/2024/QH15 dated November 29, 2024 amending and supplementing a number of articles of the Law on Securities No. 54/2019/QH14;

Pursuant to Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance guiding information disclosure on the securities market;

Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025 amending and supplementing several articles of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter of Cholimex Import–Export and Investment Joint Stock Company;

Pursuant to Resolution of the General Meeting of Shareholders No..../NQ-CHOLIMEX-ĐHĐCĐ dated April 15, 2026;

The Board of Supervisors hereby issues the Regulation on the Operation of the Board of Supervisors of Cholimex Import–Export and Investment Joint Stock Company (Cholimex).

The Operation of the Board of Supervisors of Cholimex Import–Export and Investment Joint Stock Company (Cholimex) include the following contents:

**CHAPTER I.  
GENERAL PROVISIONS**

**Article 1. Scope of regulation and subjects of application**

**1. Scope of regulation:** This Regulation on the Operation of the Board of Supervisors stipulates the organizational structure, standards, conditions, rights and obligations of the Board of Supervisors and its members in accordance with the Law on Enterprises, the Company Charter and other relevant regulations.

**2. Subjects of application:** This Regulation applies to the Board of Supervisors and all members of the Board of Supervisors.

## **Article 2. Members of the Board of Supervisors**

The Board of Supervisors operates on a collective basis. Members of the Board of Supervisors shall be individually responsible for their assigned duties and collectively responsible to the General Meeting of Shareholders and before the law for the work and decisions of the Board of Supervisors.

## **CHAPTER II. MEMBERS OF THE BOARD OF SUPERVISORS**

### **Article 3. Rights and obligations of members of the Board of Supervisors**

1. Comply with the law, the Company Charter, resolutions of the General Meeting of Shareholders and professional ethics in performing assigned rights and obligations.

2. Perform assigned rights and duties honestly, prudently and to the best of their ability in order to ensure the maximum legitimate interests of the Company.

3. Remain loyal to the interests of the Company and its shareholders; not abuse their position, authority, information, business secrets, opportunities or assets of the Company for personal gain or for the benefit of other organizations or individuals.

4. Perform other obligations as prescribed by the Law on Enterprises and the Company Charter.

5. In case of violation of Clauses 1, 2, 3 and 4 of this Article causing damage to the Company or other parties, the member must bear personal or joint liability for compensation. Any income or other benefits obtained from such violations must be returned to the Company.

6. In case a violation by a member of the Board of Supervisors is discovered, it must be reported in writing to the Board of Supervisors requesting the violating member to cease the violation and remedy the consequences.

### **Article 4. Responsibilities of members of the Board of Supervisors**

1. Comply with the law, the Company's Charter, resolutions of the General Meeting of Shareholders, and professional ethics in performing the assigned rights and obligations.

2. Perform the assigned rights and obligations honestly, prudently, and to the best of their ability in order to ensure the maximum legitimate interests of the Company.

3. Remain loyal to the interests of the Company and its shareholders; not abuse their position or authority, nor use information, trade secrets, business opportunities, or other assets of the Company for personal gain or for the benefit of other organizations or individuals..

4. Fulfill other obligations as stipulated by the Law on Enterprises and the Company's Charter.

5. In case of violations of Clauses 1, 2, 3, and 4 of this Article that cause damage to the Company or other parties, the Member of the Board of Supervisors shall bear personal or joint liability for compensation for such damages. Any income and other benefits obtained by the Member of the Board of Supervisors as a result of such violations must be returned to the Company.

6. If a violation by a Member of the Board of Supervisors is detected in the performance of assigned rights and obligations, it must be reported in writing to the Board of Supervisors, requesting the violating person to cease the violation and remedy the consequences.

#### **Article 5. Term and number of members of the Board of Supervisors**

1. The Board of Supervisors consists of 03 members. The term of office of the Board of Supervisors members shall be the same as that of the Board of Directors and members may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors are not necessarily shareholders of the Company.

3. More than half of the Board of Supervisors members must reside in Vietnam.

4. In case the term of office expires and new members have not yet been elected, the incumbent members shall continue to exercise their rights and duties until new members assume office

#### **Article 6. Standards and conditions for members of the Board of Supervisors**

Members of the Board of Supervisors must meet the following standards:

1. Not falling under the prohibited subjects specified in Clause 2 Article 17 of the Law on Enterprises.

2. Having professional training in economics, finance, accounting, auditing, law, business administration or other disciplines relevant to the Company's business activities.

3. Not being relatives of members of the Board of Directors or the Company's executive management.

4. Not necessarily being shareholders or employees of the Company.

5. Not working in the accounting or finance department of the Company.

6. Not being members or employees of the audit firm approved to audit the Company's financial statements within the preceding three (03) years.

7. Meeting other standards as required by relevant laws and the Company Charter.



## **Article 7. Nomination and candidacy for members of the Board of Supervisors**

1. Shareholders or groups of shareholders owning **10% or more of total ordinary shares** have the right to nominate or self-nominate candidates to the Board of Supervisors in accordance with the Law on Enterprises and the Company Charter.

A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares is entitled to nominate 01 candidate; from 20% to less than 30% may nominate up to 02 candidates; from 30% to less than 40% may nominate up to 03 candidates; from 40% to less than 50% may nominate up to 04 candidates; and 50% or more may nominate 05 candidates.

2. In the event that the number of candidates for the Board of Supervisors nominated or self-nominated is still insufficient as required under Clause 3, Article 27 of the Company's Charter, the incumbent Board of Supervisors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly disclosed before the General Meeting of Shareholders conducts the voting to elect members of the Board of Supervisors in accordance with the provisions of law.

## **Article 8. Election, dismissal and removal of members of the Board of Supervisors**

1. The election, dismissal, and removal of members of the Board of Supervisors fall under the authority of the General Meeting of Shareholders.

2. The voting for the election of members of the Board of Supervisors must be conducted by the cumulative voting method. Accordingly, each shareholder shall have a total number of votes corresponding to the number of shares owned multiplied by the number of Board of Supervisors members to be elected. Shareholders may allocate all or part of their total votes to one or several candidates.

## **Article 9. Head of the Board of Supervisors**

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall be decided based on the majority principle. The Head of the Board of Supervisors must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other disciplines related to the Company's business activities.

2. Rights and obligations of the Head of the Board of Supervisors:

a) Convene meetings of the Board of Supervisors;

b) Request the Board of Directors and the Company's executives to provide relevant information for reporting to the Board of Supervisors;

c) Prepare and sign reports of the Board of Supervisors, after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

d) Sign and promulgate the Operating Regulations of the Board of Supervisors after they have been approved by the General Meeting of Shareholders.

#### **Article 10. Cases of dismissal or removal of members of the Board of Supervisors**

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

- a) No longer meeting the standards and conditions for being a member of the Board of Supervisors as stipulated in Clause 2, Article 58 of the Company's Charter;
- b) Submitting a resignation letter which is accepted;
- c) Other cases as prescribed by law.

2. The General Meeting of Shareholders shall remove a member of the Board of Supervisors in the following cases

- a) Failure to complete assigned duties and responsibilities;
- b) Failure to perform his/her rights and obligations for six (06) consecutive months, except in cases of force majeure;
- c) Repeated violations or serious violations of the obligations of a member of the Board of Supervisors as stipulated by the Law on Enterprises and the Company's Charter;
- d) Other cases as decided by a resolution of the General Meeting of Shareholders.

#### **Article 11. Notification of election, dismissal and removal of Board of Supervisors members**

1. Once the candidates for the Board of Supervisors have been determined, the Company must disclose information relating to such candidates on the Company's website at least 10 days prior to the opening date of the General Meeting of Shareholders, so that shareholders may review the candidates before voting. Candidates for the Board of Supervisors must provide a written commitment confirming the truthfulness and accuracy of the personal information disclosed and must undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Supervisors.

Information relating to candidates for the Board of Supervisors to be disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working experience;
- d) Other managerial positions held;
- d) Interests related to the Company and related parties of the Company;
- e) Other information (if any) as stipulated in the Company's Charter;

g) The Company shall be responsible for disclosing information on companies in which the candidate currently holds managerial positions and any interests related to the Company of the candidate for the Board of Supervisors (if any).

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

### **CHAPTER III**

### **THE BOARD OF SUPERVISORS**

#### **Article 12. Rights and obligations of the Board of Supervisors**

1. The Board of Supervisors shall supervise the Board of Directors and the General Director in the management and operation of the Company.

2. Examine the reasonableness, legality, honesty, and level of prudence in the management and administration of business activities; and the systematic, consistent, and appropriate implementation of accounting, statistics, and financial reporting.

3. Appraise the completeness, legality, and accuracy of the Company's business performance reports, annual and semi-annual financial statements, and the report evaluating the management performance of the Board of Directors, and present the appraisal report at the Annual General Meeting of Shareholders. Review contracts and transactions with related parties that fall under the approval authority of the Board of Directors or the General Meeting of Shareholders and provide recommendations regarding contracts and transactions requiring approval by the Board of Directors or the General Meeting of Shareholders.

4. Review, inspect, and evaluate the effectiveness and efficiency of the Company's internal control system, internal audit, risk management, and early warning system..

5. Review accounting books, accounting records, and other documents of the Company, as well as the management and operation of the Company when deemed necessary or pursuant to a resolution of the General Meeting of Shareholders or at the request of shareholders or a group of shareholders as stipulated in Clause 2, Article 27 of the Company's Charter.

6. At the request of shareholders or a group of shareholders as stipulated in Clause 2, Article 27 of the Company's Charter, the Board of Supervisors shall conduct an inspection within 07 working days from the date of receiving the request. Within 15 days from the completion of the inspection, the Board of Supervisors must report the matters requested for inspection to the Board of Directors and the requesting shareholder(s). Such inspection must not obstruct the normal operations of the Board of Directors nor disrupt the Company's business operations..

7. Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for management, supervision, and operation of the Company's business activities.

8. Attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company.

9. Use independent consultants or the Company's internal audit department to perform assigned duties.

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

11. Propose and recommend that the General Meeting of Shareholders approve the list of accepted auditing firms to audit the Company's financial statements; decide on the accepted auditing firm to conduct inspections of the Company's operations and dismiss the accepted auditor when deemed necessary.

12. Be accountable to shareholders for its supervisory activities.

13. Supervise the Company's financial situation and the compliance with the law in the activities of members of the Board of Directors and the Company's executives.

14. Ensure coordination with the Board of Directors, the General Director, and shareholders.

15. In case any violation of the law or the Company's Charter by a member of the Board of Directors or the Company's executives is detected, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, request the violating person to cease the violation, and propose measures to remedy the consequences.

16. Develop the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

17. Submit reports to the General Meeting of Shareholders in accordance with regulations.

18. Perform other rights and obligations as stipulated by the Law on Enterprises, the Company's Charter, and resolutions of the General Meeting of Shareholders.

### **Article 13. Right to access information**

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

a) Notices of meeting invitations, written ballots for collecting opinions of members of the Board of Directors, and accompanying documents;

b) Resolutions, decisions, and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;

c) Reports of the General Director submitted to the Board of Directors or other documents issued by the Company.

2. Members of the Board of Supervisors have the right to access the Company's files and documents stored at the head office, branches, and other locations; and have



the right to visit the workplaces of the Company's managers and employees during working hours.

3. The Board of Directors, its members, and the Company's executives must provide complete, accurate, and timely information and documents regarding the management, administration, and business operations of the Company at the request of a member of the Board of Supervisors or the Board of Supervisors.

#### **Article 14. Responsibilities of the Board of Supervisors in Convening an Extraordinary General Meeting of Shareholders**

1. The Board of Supervisors shall be responsible for replacing the Board of Directors in convening a General Meeting of Shareholders within **30 days** in the event that the Board of Directors fails to convene the meeting in the following cases:

- a) The remaining number of members of the Board of Directors or the Board of Supervisors is fewer than the minimum number required by law;
- b) At the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 27 of the Company's Charter;
- c) When the Board of Supervisors requests the convening of an extraordinary General Meeting of Shareholders but the Board of Directors fails to do so;
- d) Other cases as prescribed by law..

2. In the event that the Board of Supervisors fails to convene the General Meeting of Shareholders as stipulated, the Board of Supervisors shall be liable for compensating the Company for any damages incurred.

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

### **CHAPTER IV. MEETINGS OF THE BOARD OF SUPERVISORS**

#### **Article 15. Meetings of the Board of Supervisors**

1. The Board of Supervisors shall convene at least two (02) meetings per year. The number of members attending a meeting must be at least two-thirds (2/3) of the total members of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend the meeting and respond to issues that require clarification.

#### **Article 16. Minutes of Meetings of the Board of Supervisors**

Minutes of meetings of the Board of Supervisors must be prepared in a detailed and clear manner. The minute-taker and the members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Board of Supervisors must be retained to determine the responsibilities of each member of the Board of Supervisors.

### **CHAPTER V.**

## **REPORTING AND DISCLOSURE OF INTERESTS**

### **Article 17. Annual Reporting**

The reports of the Board of Supervisors presented at the Annual General Meeting of Shareholders shall include the following contents:

1. A report on the Company's business performance and the performance results of the Board of Directors and the General Director.
2. A self-assessment report on the performance of the Board of Supervisors..
3. Remuneration, operating expenses, and other benefits of the Board of Supervisors and each member of the Board of Supervisors.
4. A summary of the meetings of the Board of Supervisors and its conclusions and recommendations; and the results of supervision over the Company's operational and financial status.
5. An assessment report on transactions between the Company, its subsidiaries, and companies in which the Company holds more than 50% of the charter capital, with members of the Board of Directors, the Company's executives, and their related persons; and transactions between the Company and other companies in which members of the Board of Directors or the Company's executives have served as managers within the three (03) years preceding the time of the transaction..
6. The results of supervision over the Board of Directors and the Company's executives.
7. The results of the evaluation of coordination between the Board of Supervisors and the Board of Directors, the General Director, and the shareholders.
8. Proposals and recommendations to the General Meeting of Shareholders for approval of the list of approved auditing organizations to conduct the audit of the Company's financial statements.

### **Article 18. Remuneration and Other Benefits**

The remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented in accordance with the following provisions:

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

## **Article 19. Disclosure of Related Interests**

1. Members of the Board of Supervisors of the Company must declare to the Company their related interests, including:

a) Name, enterprise code, head office address, and business lines of the enterprise in which they are the owner or hold capital contributions or shares; and the percentage and time of ownership of such capital contributions or shares;

b) Name, enterprise code, head office address, and business lines of the enterprise in which their related persons are the owner, co-owner, or sole owner of capital contributions or shares representing more than ten percent (10%) of the charter capital.

2. The declaration as stipulated in Clause 1 of this Article must be made within seven (07) working days from the date the related interest arises; any amendments or supplements must be notified to the Company within seven (07) working days from the date such amendments or supplements occur.

3. Members of the Board of Supervisors and their related persons may only use information obtained by virtue of their positions for the benefit of the Company.

4. Members of the Board of Supervisors are obliged to notify in writing the Board of Directors and the Board of Supervisors of transactions between the Company, its subsidiaries, or other companies in which the Company holds more than fifty percent (50%) of the charter capital, with members of the Board of Supervisors or their related persons in accordance with the law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with the securities laws on information disclosure.

5. Members of the Board of Supervisors and their related persons must not use or disclose internal information to others in order to carry out related transactions.

## **CHAPTER VI. RELATIONSHIPS OF THE BOARD OF SUPERVISORS**

### **Article 20. Relationship among Members of the Board of Supervisors**

Members of the Board of Supervisors shall maintain independent relationships and shall not be dependent on one another; however, they shall coordinate and cooperate in performing their common duties in order to ensure the effective fulfillment of the responsibilities, rights, and duties of the Board of Supervisors in accordance with the law and the Company's Charter.

The Head of the Board of Supervisors shall coordinate the overall activities of the Board of Supervisors but shall not have the authority to dominate or control other members of the Board of Supervisors.

### **Article 21. Relationship with the Company's Executives**

The Board of Supervisors shall maintain an independent relationship with the Company's Executives and shall perform the function of supervising the activities of the Company's Executives.

## **Article 22. Relationship with the Board of Directors**

The Board of Supervisors shall maintain an independent relationship with the Company's Board of Directors and shall perform the function of supervising the activities of the Board of Directors.

## **CHAPTER VII. IMPLEMENTATION PROVISIONS**

### **Article 23. Amendments and Supplements to the Regulation**

During the implementation of this Regulation, the Board of Supervisors may consider and submit to the General Meeting of Shareholders for decision any amendments or supplements to ensure conformity with the Company's production and business activities, the Company's Charter on organization and operation, the Internal Regulations on Corporate Governance, and the applicable laws.

### **Article 24. Effectiveness**

1. This Regulation consists of seven (07) chapters and twenty-four (24) articles and was adopted by the General Meeting of Shareholders of the Company on April 15, 2026.
2. Any matters not provided for in this Regulation shall be implemented in accordance with the relevant provisions of law, the Company's Charter, and other documents of the Company.
3. Members of the Board of Supervisors shall be responsible for implementing this./.

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

**Le Thi Nguyet Hang**



No.: 13 /TB-CHOLIMEX-HĐQT

*Ho Chi Minh City, Date March 23, 2026*

**ANNOUNCE**

**Regarding the nomination and candidacy for members of the BOD and BOS  
Cho Lon Investment and Import Export Corporation (Cholimex)  
for the 2026-2031 term**

To: Shareholders of Cho Lon Investment and Import Export Corporation (Cholimex)

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020 (as amended and supplemented in 2022 and 2025);

- Pursuant to the Charter of Organization and Operation of Cho Lon Investment and Import Export Corporation (Cholimex).

To proceed with the election procedure for members of the Board of Directors and members of the Board of Supervisors for the 2026 - 2031 term of Cho Lon Investment and Import Export Corporation (Cholimex) at the 2026 General Meeting of Shareholders on April 15, 2026.

The Board of Directors of the Company hereby notifies the shareholders regarding the nomination and candidacy for members of the Board of Directors and Board of Supervisors for the 2026 - 2031 term as follows:

**1. Number of members of the Board of Directors and Board of Supervisors:**

- a) The number of members of the BOD to be elected is: 07 (seven) members;
- b) The number of members of the BOS to be elected is: 03 (three) members.

**2. Standards and conditions for candidates for the Board of Directors and Board of Supervisors:**

***2.1. A member of the Board of Directors must satisfy the following standards and conditions:***

a) Not falling under the categories specified in Clause 2, Article 17 of the Law on Enterprises;

b) Possessing professional qualifications and experience in business administration or in the fields, industries, or business sectors of the Company, and not necessarily being a shareholder of the Company.

c) A member of the Board of Directors may only simultaneously hold the position of member of the Board of Directors or member of the Members' Council in a maximum of 05 other companies.

***2.2. A member of the Board of Supervisors must satisfy the following standards and conditions:***

a) Not falling under the categories specified in Clause 2, Article 17 of the Law on Enterprises;



b) Having received training in one of the following majors: economics, finance, accounting auditing, law, business administration, or other majors appropriate to the company's business activities;

c) Not being a family member of a member of the Board of Directors or an executive of the Company;

d) Not necessarily being a shareholder or an employee of the Company;

e) Not working in the accounting or finance department of the Company;

f) Not being a member or employee of an auditing firm approved to perform audits for the consolidated financial statements of the Company within the 03 consecutive years prior thereto;

g) Other standards and conditions as prescribed by relevant laws.

### **3. Procedure for nomination and candidacy of members of the BOD and BOS:**

#### ***3.1. Right to nominate and stand for election:***

a) Shareholders or groups of shareholders owning 10% or more of the total common shares shall have the right to nominate candidates for the Board of Directors/Board of Supervisors in accordance with the Law on Enterprises and the Company's Charter.

Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares shall have the right to nominate 01 candidate; from 20% to less than 30% may nominate a maximum of 02 candidates; from 30% to less than 40% may nominate a maximum of 03 candidates; from 40% to less than 50% may nominate a maximum of 04 candidates; from 50% to less than 60% may nominate a maximum of 05 candidates; and from 60% or more may nominate a maximum of 08 candidates.

b) In case the number of candidates for the Board of Directors/Board of Supervisors through nomination and candidacy is still insufficient as required by the Charter, the incumbent Board of Directors/Board of Supervisors shall introduce additional candidates or organize the nomination process in accordance with the Company's Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors/Board of Supervisors. The introduction of additional candidates by the incumbent Board of Directors/Board of Supervisors must be clearly announced before the General Meeting of Shareholders casts their votes to elect members of the Board of Directors/Board of Supervisors as prescribed by law.

#### ***3.2. Nomination and candidacy dossiers:***

- Candidacy application for Board of Directors/Board of Supervisors (Form No. 1 – Appendix 01).

- Nomination letter for candidates for the Board of Directors/Board of Supervisors (Form No. 2 – Appendix 02).

- Minutes of the shareholder group meeting to nominate candidates for the Board of Directors/Board of Supervisors (Form No. 3 – Appendix 03).

- Curriculum vitae, with 01 photograph (4 x 6) attached (Form No. 4 – Appendix 04).

- Copy of identification card or passport.

- Copies of degrees and certificates regarding academic qualifications and professional expertise.

The candidate and nominator must be responsible before the law and the General Meeting of Shareholders for the authenticity and honesty of the content provided in their dossier.

*(The above forms are posted on the website: [www.cholimex.com.vn](http://www.cholimex.com.vn) - section: Shareholders/General Meeting of Shareholders) starting from March 24, 2026.*

- Deadline and address for submitting nomination and candidacy dossiers for the Board of Directors/Board of Supervisors:

To facilitate the organization of the General Meeting, candidates are kindly requested to submit their dossier to the Company before 16:00 on April 3, 2026, to the following address:

**Cho Lon Investment and Import Export Corporation (Cholimex)**  
Address: 631-633 Nguyen Trai, Cho Lon Ward, Ho Chi Minh City  
Telephone: (84-8) 38547102 Fax: (84-8) 38555682  
Contact: Ms. Thuy Tram – Company Secretary – Telephone: 0908110782

Sincerely notified./.

**Recipients:**

- As above;
- Archive: Administration Office.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRWOMAN**



*[Signature]*  
**Trần Thị Thanh Nhan**



*Ho Chi Minh City, March 23, 2026*

**DRAFT**

## **REGULATION**

### **On nomination, candidacy, and election of members of the Board of Directors and Board of Supervisors for the III Term (2026 – 2031) at the 2026 Annual General Meeting of Shareholders of Cho Lon Investment and Import Export Corporation (Cholimex)**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020; Law No. 03/2022/QH15 dated January 11, 2022, and Law No. 76/2025/QH15 dated June 17, 2025, amending and supplementing a number of articles of the Law on Enterprises;*

*Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;*

*Pursuant to Decree No. 245/2025/NĐ-CP dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;*

*Pursuant to the Charter of Organization and Operation of Cho Lon Investment and Import Export Corporation (Cholimex) approved by the General Meeting of Shareholders on April 14, 2023 (hereinafter referred to as the Company Charter).*

The 2026 Annual General Meeting of Shareholders of Cho Lon Investment and Import Export Corporation (Cholimex) (hereinafter referred to as the General Meeting) shall conduct the election of members of the Board of Directors (BOD) and members of the Board of Supervisors (BOS) for the 2026 – 2031 term in accordance with the following regulations:

#### **Article 1. Subjects of regulation and scope of application**

1. This Regulation applies to the election of members of the BOD and members of the BOS for the 2026 – 2031 term of Cho Lon Investment and Import Export Corporation (Cholimex) at the 2026 Annual General Meeting of Shareholders.

2. This Regulation applies to all shareholders holding shares of Cho Lon Investment and Import Export Corporation (Cholimex) as of the record date of March 16, 2026, or their duly authorized attendees.

#### **Article 2. List of candidates, term, and number of members of the BOD/BOS**

1. The Organizing Committee for the General Meeting shall collect nomination/candidacy dossiers for members of the BOD/BOS submitted by shareholders prior to the time of the General Meeting of Shareholders.

2. The number of members of the BOD for the 2026 – 2031 term is 07, with a term of 05 years; the number of members of the BOS for the 2026 – 2031 term is 03, with a term of 05 years.



### **Article 3. Conditions for becoming a member of the Board of Directors and a member of the Board of Supervisors**

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, Decree No. 245/2025/NĐ-CP dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities, and the Company Charter approved by the General Meeting, the conditions for becoming a member of the BOD and member of the BOS are as follows:

1. Members of the BOD must meet the following criteria and conditions:

a) Not falling under the subjects specified in Clause 2, Article 17 of the Law on Enterprises;

b) Possessing professional qualifications and experience in business administration or in the field, industry, or profession of the Company, and they are not required to be shareholders of the Company;

c) A member of the Board of Directors of the Company may only simultaneously serve as a member of the Board of Directors or the Board of Members at a maximum of 05 other companies.

2. Members of the BOS must meet the following criteria and conditions:

a) Not falling under the subjects as prescribed in Clause 2, Article 17 of the Law on Enterprises;

b) Having received training in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major relevant to the business activities of the enterprise;

c) Not being a person related by family to any member of the Board of Directors or any Company Executive;

d) Not necessarily being a shareholder or employee of the Company;

d) Not being permitted to work in the accounting or finance department of the Company.

e) Not being a member or employee of the audit organization approved to audit the consolidated financial statements of the Company within the 03 consecutive years preceding.

g) Other standards and conditions as prescribed by other relevant laws.

### **Article 4. Rights and Dossiers for Nomination/Candidacy as a member of the BOD/BOS**

1. Nomination/candidacy rights:

a) A shareholder or a group of shareholders holding at least 10% of the total number of common shares has the right to nominate candidates for the BOD/BOS in accordance with the Law on Enterprises and the Company Charter.

Shareholders or a group of shareholders holding from 10% to less than 20% of the total voting shares have the right to nominate 01 candidate; from 20% to less than 30% have the right to nominate a maximum of 02 candidates; from 30% to less than 40% have the right to nominate a maximum of 03 candidates; from 40% to less than 50% have the right to nominate a maximum of 04 candidates; from 50% to less than 60% have the right to



nominate a maximum of 05 candidates; from 60% or more have the right to nominate a maximum of 08 candidates.

b) In case the number of BOD/BOS candidates through nomination and candidacy is still insufficient for the necessary number prescribed by the Company Charter, the incumbent BOD/BOS shall introduce additional candidates or organize the nomination process according to the Company Charter, the Regulations on Corporate Governance, and the Operational Regulations of the BOD/BOS. The introduction of additional candidates by the incumbent BOD/BOS must be clearly announced before the General Meeting of Shareholders proceeds to vote on the election of members of the BOD/BOS in accordance with legal provisions.

2. The General Meeting of Shareholders decides on the standards for candidates for the BOD and BOS according to the regulations of the Company Charter approved at this meeting.

3. The dossier for candidacy and nomination of members of the BOD/BOS shall include:

- Application for candidacy as member of the BOD/BOS (Form No. 1 – PL01).
- Nomination letter for candidates for the BOD/BOS (Form No. 2 – PL02).
- Minutes of the meeting of the group of shareholders nominating a candidate for the BOD/BOS (Form No. 3 – PL03).
- Curriculum Vitae, attached with 01 photo (4x6 cm) (Form No. 4 – PL04).
- A copy of the ID card/Citizen ID or passport.
- Copies of degrees and certificates of educational attainment and professional qualifications.

Candidates and nominators must be responsible before the law and the General Meeting of Shareholders for the accuracy and truthfulness of the content in their dossiers.

4. The candidacy and nomination dossiers must be sent to the Organizing Committee of the 2026 Annual General Meeting of Shareholders of Cho Lon Investment and Import Export Corporation (Cholimex) **before April 03, 2026:**

Recipients: Cho Lon Investment and Import Export Corporation (Cholimex)  
(Department: Company Secretary)

Address: 631 - 633 Nguyen Trai, Cho Lon Ward, Ho Chi Minh City

Telephone: (84-8) 38547100 – 38555674 Fax: (84-8) 38555682

5. Only dossiers for candidacy/nomination that meet the requirements for candidacy/nomination and only candidates who meet the conditions as per this Regulation will be included in the list of candidates announced at the General Meeting of Shareholders.

## **Article 5. Voting ballots**

Shareholders cast their votes using a Ballot

1. Each shareholder or shareholder representative present at the General Meeting shall have 01 ballot for the BOD and 01 ballot for the BOS. The voting power of each ballot corresponds to the proportion of voting shares the shareholder holds relative to the total number of voting shares of the Company at the time the General Meeting of Shareholders is held. Ballots for electing members of the BOD and BOS are printed with the names of the candidates, arranged in alphabetical order, issued by the General Meeting Organizing



Committee, and stamped with the company seal.

2. Ballots issued by the General Meeting Organizing Committee shall bear the shareholder code, the number of voting shares owned/represented, and other technical elements to facilitate accurate and convenient vote counting.

Upon receiving the ballot, the shareholder/shareholder representative must verify the code and the number of voting shares recorded on the ballot; in case of errors, they must immediately notify the Ballot Counting Committee to exchange it for a new ballot.

#### **Article 6. Principles of election**

1. Ensuring compliance with legal provisions and the Company Charter; ensuring democracy and fairness;

2. The election shall be conducted by direct secret ballot at the General Meeting using the method of cumulative voting.

#### **Article 7. Method of election**

1. According to the Law on Enterprises and the Company Charter approved by the General Meeting, the election of members of the BOD and BOS is performed using the method of cumulative voting. Accordingly, each shareholder has the total number of voting power equivalent to the number of shares owned/or represented multiplied by the number of members to be elected for the BOD or BOS. Specifically:

a) Number of members of the BOD for the 2026 – 2031 term: 07 members;

b) Number of members of the BOS for the 2026 – 2031 term: 03 members.

2. The total number of votes of a shareholder or shareholder representative is calculated as follows:

a) Total votes for members of the BOD: equals the number of shares owned by the shareholder or shareholder representative multiplied by 07 members of the BOD to be elected.

b) Total votes for members of the BOS: equals the number of shares owned by the shareholder or shareholder representative multiplied by 03 members of the BOS to be elected.

3. Election procedure:

a) A shareholder or authorized representative of a shareholder has the right to use cumulative voting for one or up to 07 people (for the election of members of the Board of Directors) and for one or up to 03 people (for the election of members of the Supervisory Board) on the list of candidates indicated on the ballot.

b) A shareholder or authorized representative of a shareholder has the right to:

- Consolidate all of their votes for one person or:

- Evenly divide the total votes among all 07 people (for the election of members of the Board of Directors) and 03 people (for the election of members of the Supervisory Board) or:

- Divide the total votes among fewer than 07 people (for the election of members of the Board of Directors) and fewer than 03 people (for the election of members of the Supervisory Board).

- The shareholder or authorized representative must ensure that the total number of votes on each ballot for members of the Board of Directors and Supervisory Board



combined does not exceed the total number of votes of the shareholder as guided in Clause 2 of this Article.

*(Refer to the attached Cumulative Voting Instructions)*

#### **Article 8. Regulations on valid and invalid ballots**

1. A ballot is considered valid if it meets all of the following conditions:
  - a) The ballot is cast for candidates named in the list approved by the General Meeting of Shareholders;
  - b) The total number of votes is less than or equal to the total permitted votes of that shareholder (calculated as the number of shares multiplied by the number of members to be elected);
  - c) Does not fall into the cases specified in Clause 2 of this Article.
2. A ballot is considered invalid if it falls into one of the following cases:
  - a) The ballot lacks the official seal or is not from the template issued by the Organizing Committee of the 2026 Annual General Meeting of Shareholders of Cho Lon Investment and Import Export Corporation (Cholimex);
  - b) The ballot does not vote for any candidate in the list of candidates;
  - c) The ballot has been erased or modified (if an error occurs while writing, a new ballot must be requested);
  - d) The ballot contains the names of individuals written outside of the list of candidates approved by the General Meeting of Shareholders.
  - dd) The total number of votes on the ballot exceeds the total number of votes the shareholder is entitled to.
  - e) The ballot votes for more than the required number of members.

#### **Article 9. Conditions for election**

1. Elected members of the Board of Directors and Supervisory Board shall be determined by the number of valid votes from highest to lowest, starting from the candidate with the highest number of votes until the required number of members approved by the General Meeting of Shareholders is reached.
2. In the event that two or more candidates receive the same number of votes for the final position of the Board of Directors or Supervisory Board, a re-election shall be held among those candidates with the tied vote count.
3. If, after the second round of voting, the required number of members is still not met, the General Meeting of Shareholders shall vote in a third round, or the position on the Board of Directors or Supervisory Board shall remain vacant to be filled at the next General Meeting of Shareholders as decided by the Chairperson of the General Meeting of Shareholders.

#### **Article 10. Responsibilities of the Vote Counting Committee**

1. To carry out vote counting in an honest, accurate, and complete manner, and to be responsible to the Chairperson of the meeting and the entire General Meeting of Shareholders. Vote counting must be conducted immediately after the voting period ends. Before opening the ballot boxes, the Vote Counting Committee must verify, prepare minutes, and seal all unused ballots.
2. After completing the vote counting, the Vote Counting Committee must prepare Minutes of the vote counting results and announce them before the General Meeting of



Shareholders. The minutes and all ballots must be sealed and handed over to the Chairperson of the meeting. The seals on the ballots shall only be opened upon the decision of the General Meeting of Shareholders.

**Article 11. Effectiveness**

This Regulation consists of 11 Articles and shall be read before the General Meeting of Shareholders and submitted for voting by the shareholders present before the election is conducted.

**ON BEHALF OF THE BOARD OF DIRECTORS**  
**CHAIRWOMAN** *ral*



**Tran Thi Thanh Nhan**

**APPLICATION FOR CANDIDACY**  
**MEMBER OF THE BOARD OF DIRECTORS/BOARD OF SUPERVISORS**  
**CHO LON INVESTMENT AND IMPORT EXPORT CORPORATION (CHOLIMEX)**  
**2026 - 2031 TERM**

**To: Cho Lon Investment and Import Export Corporation (Cholimex)**

My name is: .....

Identity Card/Passport No.: .....

Date of issue: ..... Place of issue: .....

Permanent address: .....

Educational qualification..... major.....

Number of shares owned:..... shares

Equivalent to: .....% of total voting shares.

Based on the Standards for Member of the Board of Directors/Board of Supervisors, I hereby submit my candidacy as a candidate for the Board of Directors/Board of Supervisors of Cho Lon Investment and Import Export Corporation (Cholimex) for the 2026 - 2031 term, to be elected during the 2026 Annual General Meeting of Shareholders on April 15, 2026.

I certify that the information I have provided is truthful and I assume responsibility before the law and the General Meeting of Shareholders for the accuracy and honesty of the content of the attached dossier.

Thank you respectfully!

....., Date ..... month ..... year 2026

Candidate  
(Signature and full name)

**Documents attached to this application include:**

- Curriculum vitae with a 4x6 photo attached (original);
- Certified copies of the following documents: Identity Card/Passport
- Copies of degrees and certificates of educational attainment and Qualification.



Appendix 02-Nomination Form

Form No. 02

**NOMINATION FORM FOR CANDIDATES  
FOR MEMBERSHIP OF THE BOARD OF DIRECTORS/BOARD OF SUPERVISORS  
CHO LON INVESTMENT AND IMPORT EXPORT CORPORATION (CHOLIMEX)  
TERM 2026 - 2031**

**To: Cho Lon Investment and Import Export Corporation (Cholimex)**

Full name of shareholder (Organization/individual/representative of the shareholder group): .....

Identity Card/Passport/Business Registration No.: .....

Date of issue: ..... Place of issue: .....

Address: .....

Legal representative (If any): .....

Currently owning/representing: ..... shares

Equivalent to: .....% of total voting shares.

We/I hereby request Cho Lon Investment and Import Export Corporation (Cholimex) to accept our nomination of:

1. Mr. (Ms.): .....

Identity Card/Passport: ..... Date of issue: ..... Place of issue: .....

Permanent address: .....

Education level: ..... Qualification: .....

Currently owning: ..... shares

2. Mr. (Ms.): .....

Identity Card/Passport: ..... Date of issue: ..... Place of issue: .....

Permanent address: .....

Education level: ..... Qualification: .....

Currently owning: ..... shares

As candidates for the Board of Directors/Board of Supervisors of Cho Lon Investment and Import Export Corporation (Cholimex) for the 2026-2031 term, to be elected at the 2026 Annual General Meeting of Shareholders on April 15, 2026.

I/We guarantee that the information provided is true and accurate and assume responsibility before the law and the General Meeting of Shareholders for the accuracy and honesty of the documents attached.



Sincerely!

....., Date ..... Month ..... Year 2026

Nominator

*(Signature and full name)*

**The documents attached to this form include:**

- Curriculum vitae with a 4x6 photograph affixed (original);
- Valid copies of the following documents: Identity Card/Passport; Business Registration Certificate.
- Copies of educational certificates and Qualification.





**MINUTES OF SHAREHOLDER GROUP MEETING**  
**NOMINATION OF CANDIDATES FOR THE BOARD OF DIRECTORS/ BOARD OF SUPERVISORS**  
**CHO LON INVESTMENT AND IMPORT EXPORT CORPORATION (CHOLIMEX)**  
**2026 - 2031 TERM**

- Pursuant to the Charter of Organization and Operation of Cho Lon Investment and Import Export Corporation (Cholimex);

- Pursuant to the Regulations on Nomination, Candidacy, and Election of members of the Board of Directors/Board of Supervisors of Cho Lon Investment and Import Export Corporation (Cholimex)

Today, dated..... at ....., we are the shareholders of Cho Lon Investment and Import Export Corporation (Cholimex), collectively holding..... shares (in words: ..... shares), accounting for a Percentage of .....% of the total voting shares of the Company, named in the list below:

No.	Shareholder name	ID/Passport/Business Registration Certificate	Permanent residential address	Number of shares owned/representing ownership	Number of shares held continuously for 6 months
	<b>Total</b>				

After reviewing the Regulations on Nomination, Candidacy, and Election of members of the Board of Directors/Board of Supervisors of the Company, we unanimously agree to nominate the following candidate(s) to join the Board of Directors/Board of Supervisors of Cho Lon Investment and Import Export Corporation (Cholimex) at the 2026 Annual General Meeting of Shareholders as follows:

1. Mr./Ms.: .....

ID/Passport: ..... Date of issue:..... Place of issue: .....

Permanent residential address: .....

Education level: ..... Major: .....

Currently holding: ..... shares (If any)

2. Mr./Ms.: .....

ID/Passport:.....Date of issue:.....Place of issue: .....

Permanent ..... residential ..... address:

.....

Education level: ..... Major: .....

Currently holding: ..... shares (If any)

*Documents attached to these minutes:*

1. Candidate's Curriculum Vitae with 4x6 photograph (original copy).
2. Validated copies of the following documents: ID/Passport; Household Registration (or long-term residence registration certificate); Certificates of academic and Qualification.

We request that Cho Lon Investment and Import Export Corporation (Cholimex) record these names in the list of candidates for the Board of Directors/Board of Supervisors for the 2026 - 2031 term as per regulations.

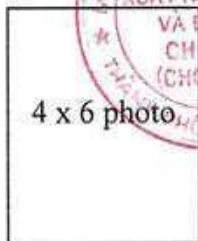
We guarantee that the information provided is truthful and we take responsibility before the law and the General Meeting of Shareholders for the accuracy and honesty of the content of the attached documents.

These minutes were established at ..... hours, date ..... /...../..... at.....

We agree with the content and sign below:

**Full name and signature of shareholders**





4 x 6 photo

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

**CURRICULUM VITAE**  
**CANDIDATE FOR THE BOARD OF DIRECTORS/BOARD OF SUPERVISORS**  
**CHO LON INVESTMENT AND IMPORT EXPORT CORPORATION (CHOLIMEX)**  
**2026 - 2031 TERM**

1/ Name:.....

2/ Gender: .....

3/ Date of birth:.....

4/ Place of birth:.....

5/ Identity Card /Passport number: .....

Date of issue: ..... Place of issue:.....

6/ Nationality: .....

7/ Ethnicity: .....

8/ Permanent address: .....

9/ Current residence:.....

10/ Telephone: .....

11/ Email address:.....

12/ Level of education: .....

13/ Qualification:.....

14/ Work history:.....

From MM/YYYY to MM/YYYY	Title, position, working unit

15/ Current Position at Cho Lon Investment and Import Export Corporation (Cholimex):

16/ Positions currently held by the candidate at other organizations (specify position and name of organization):

17/ Number of shares held: ..... shares, accounting for.....% of charter capital, in which

+ Representative (name of Organization as the State/strategic shareholder/other organization) owning: .....shares, accounting for.....% of charter capital.

+ Individual owning:.....shares, accounting for.....% of charter capital.

18/ Commitments regarding shareholding (If any):.....

19/ List of affiliated persons of the declarant

\* Affiliated persons as stipulated in Clause 46, Article 4 of the Law on Securities dated November 26, 2019

No.	Name of related individual/ organization	Securities trading account (If any)	Position at the Company (If any)	Relationship to the Company/ internal persons	Citizen ID/Passport or Business Registration Certificate number	date of issue	place of issue	Address of head office/ Address	Number of shares owned	Note

20/ Related interests regarding Cho Lon Investment and Import Export Corporation (Cholimex) (If any):

.....

21/ Conflicts of interest with Cho Lon Investment and Import Export Corporation (Cholimex) (If any): .

.....

I hereby declare that the above statements are true; if found to be incorrect, I take full responsibility before the law.

....., Date ..... Month..... Year 2026

**Declarant**

(Signature, full name)



## CUMULATIVE VOTING INSTRUCTIONS

Pursuant to Clause 3, Article 148 of the Law on Enterprises, which stipulates that “the voting for members of the Board of Directors and the Supervisory Board must be conducted via cumulative voting, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and the shareholder has the right to consolidate their total votes for one or a number of candidates.”

**\* Cumulative voting principles: The total number of votes for a shareholder or authorized representative is calculated as follows:**

- Total votes for members of the Board of Directors: is the number of shares owned by the shareholder or authorized representative multiplied by 07 members of the Board of Directors to be elected.
- Total votes for members of the Supervisory Board: is the number of shares owned by the shareholder or authorized representative multiplied by 03 members of the Supervisory Board to be elected.

**\* Principles for marking the ballot:**

- The ballot must clearly state the number of votes for the candidates; do not use tick marks (x), do not leave them blank, and only fill in the total number of votes.
- Shareholders may consolidate all their shares for one person or several people but must not exceed the number of members of the Board of Directors/Supervisory Board needed, and the number of shares voted for each candidate depends on the trust of each shareholder in that candidate.
- Total votes cast: must not exceed the total permitted number of votes.

### Example:

Number of shares owned and/or represented is 500 shares

Number of members of the Board of Directors needed: in this case, 7

Total votes are  $500 \times 7 = 3,500$

Here are some ways to cast your vote:

No.	Candidate name	Number of votes					
		Method 1	Method 2	Method 3	Method 4	Method 5	Method 6
1	Candidate 1	3.500	500	200	0	700	1000
2	Candidate 2	0	500	0	0	800	500
3	Candidate 3	0	500	800	0	700	500
4	Candidate 4	0	500	1.000	0	500	500
5	Candidate 5	0	500	0	0	200	500
6	Candidate 6	0	500	0	0	300	500
7	Candidate 7	0	500	500	0	200	500
8	Candidate 8	0	0	0	0	100	0
	<b>Total</b>	<b>3.500</b>	<b>3.500</b>	<b>2.500</b>	<b>0</b>	<b>3.500</b>	<b>4.000</b>
		<b>Valid ballot</b>			<b>Invalid ballot</b>		



DRAFT

## **RESOLUTION**

### **ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026 CHO LON INVESTMENT AND IMPORT EXPORT CORPORATION**

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, the Law No. 03/2022/QH15 dated January 11, 2022, and the Law No. 76/2025/QH15 dated June 17, 2025;

Pursuant to the Charter of organization and operation of Cho Lon Investment and Import Export Corporation (Cholimex);

Pursuant to the Minutes of the 2026 Annual General Meeting of Shareholders of Cho Lon Investment and Import Export Corporation (Cholimex) dated April 15, 2026.

#### **RESOLVE:**

**Article 1.** Approval of report on business and investment activities in 2025 and business and investment plan for 2026 of the Company.

**Article 2.** Approval of Report on activities in 2025 and the 2026 plan of the Board of Directors

**Article 3.** Approval of Report on Corporate Governance in 2025.

**Article 4.** Approval of the 2025 separate and consolidated financial statements audited by A&C Auditing and Consulting Co., Ltd.

**Article 5.** Approval of the profit distribution plan and appropriation of funds for 2025 as follows:

Unit: VND million

No.	Content	Percentage of appropriation	Amount
	<b>Distributable profit</b>	<b>100%</b>	<b>104,477</b>
1	Enterprise development investment fund	30%	31,344
2	Bonus and welfare fund	4.5%	4,702
3	Rewards for business managers	1.5%	1,568
4	Dividend payment of 7.5%/par value	62.17%	64,950
5	Remaining profit (supplementation of working capital)	1.83%	1,913

**Article 6.** Approval of the 2025 report of the Board of Supervisors.

**Article 7.** Approval of the list of 03 independent auditing companies proposed by the Board of Supervisors to serve as the basis for selecting the entity to provide auditing services for the Company's 2026 financial statements as follows:

- A&C Auditing and Consulting Co., Ltd. (A&C).
- KPMG Vietnam Limited (KPMG).
- International Auditing Co., Ltd. (ICPA).

The General Meeting of Shareholders authorizes the Board of Directors to decide on the selection of 01 out of the 03 aforementioned auditing companies to perform the audit of the Company's 2026 financial statements and assigns the General Director of the Company to sign the audit service contract with the selected auditing company.

**Article 8.** Approval of the targets of the business – investment plan for 2026:

Unit of calculation: VND million

No.	Target	Performance 2025	Plan 2026	Comparison Plan 2026/ Performance 2025
1	Total consolidated revenue	661,836	662,000	100.02%
2	Consolidated profit before tax	229,292	234,000	102.05%
3	Consolidated profit after tax	205,928	210,272	102.11%
4	Distributable profit	104,477	107,000	102.41%

**Article 9.** Approval of the profit distribution plan and appropriation of funds for 2026 as follows:

No.	Content	Percentage of appropriation
	<b>Distributable profit (Profit after tax from separate financial statements)</b>	<b>100%</b>
1	Enterprise development investment fund	30.0%
2	Bonus and welfare fund	4.5%
3	Rewards for business managers	1.5%
4	Dividend payment of minimum 7.0%/par value	
5	Remaining profit (supplementation of working capital)	

**Article 10.** Approval of the remuneration and operating expenses of the Board of Directors and the Board of Supervisors for 2026 at 1,500,000,000 VND (One billion five hundred million VND).

**Article 11.** Approval of the amendment and supplementation of the Charter of organization and operation of Cho Lon Investment and Import Export Corporation (Cholimex) (fourth amendment) dated April 14, 2023, specifically as follows:



No.	Content according to current Charter	Content after amendment and supplementation
1	<p><b>Article 2. Name, form, head office, branches, representative offices, business locations and term of operation of the Company</b></p> <p><i>Point a, Clause 2:</i> Address of head office: 631-633 Nguyen Trai, Ward 11, District 5, Ho Chi Minh City, Vietnam.</p>	<p><b>Article 2. Name, form, head office, branches, representative offices, business locations and term of operation of the Company</b></p> <p><i>Point a, Clause 2:</i> Address of head office: 631-633 Nguyen Trai, Cho Lon Ward, Ho Chi Minh City, Vietnam.</p>
2	<p><b>Article 3. Legal representative of the Company</b></p> <p><i>Clause 6:</i> Responsibilities of the Company's Legal representative:</p> <p>d) The Company's legal representative shall be personally liable for damages to the Company due to violation of responsibilities specified in Point a, Point b, Point c of this Clause.</p>	<p><b>Article 3. Legal representative of the Company</b></p> <p><i>Clause 6:</i> Responsibilities of the Company's Legal representative:</p> <p>d) The Company's legal representative shall be personally liable, as prescribed by law, for damages to the Company due to violation of responsibilities specified in Point a, Point b, Point c of this Clause.</p>
3	<p><b>Article 40. Candidacy and nomination of Members of the Board of Directors</b></p> <p><i>Clause 4:</i> Members of the Board of Directors must meet the following standards and conditions:</p> <p>c) A member of the Board of Directors may only simultaneously hold the position of member of the Board of Directors in a maximum of 05 other companies.</p>	<p><b>Article 40. Candidacy and nomination of Members of the Board of Directors</b></p> <p><i>Clause 4:</i> Members of the Board of Directors must meet the following standards and conditions:</p> <p>c) A member of the Board of Directors may only simultaneously hold the position of member of the Board of Directors or member of the Members' Council in a maximum of 05 other companies.</p>
4	<p><b>Article 41. Composition, term of office, and structure of Members of the Board of Directors</b></p> <p><i>Clause 1:</i> Composition, term of office, and structure of Members of the Board of Directors:</p> <p>c) The total number of non-executive Members of the Board of Directors must constitute at least 1/3 of the total number of Members of the Board of Directors.</p>	<p><b>Article 41. Composition, term of office, and structure of Members of the Board of Directors</b></p> <p><i>Clause 1:</i> Composition, term of office, and structure of Members of the Board of Directors:</p> <p><u>c) The structure of the company's Board of Directors must ensure that at least one third (1/3) of the total Members of the Board of Directors are non-executive members. The number of non-executive Members of the Board of Directors must ensure:</u></p>



No.	Content according to current Charter	Content after amendment and supplementation
		<u>+ A minimum of 01 non-executive member if the company has from 03 to 05 Members of the Board of Directors;</u> <u>+ A minimum of 02 non-executive members if the company has from 06 to 08 Members of the Board of Directors;</u> <u>+ A minimum of 03 non-executive members if the company has from 09 to 11 Members of the Board of Directors</u>

This amended and supplemented Charter of organization and operation shall take effect from April 15, 2026, and replace the fourth amended Charter dated April 14, 2023.

**Article 12.** Approval of the amendment and supplementation of the Regulations on Corporate Governance and the Regulations on Operation of the Board of Directors of Cho Lon Investment and Import Export Corporation (Cholimex) (as amended and supplemented) previously approved by the General Meeting of Shareholders of Cho Lon Investment and Import Export Corporation (Cholimex) on April 14, 2023, specifically as follows:

1. Amendment and supplementation of the Regulations on Corporate Governance as follows:

No.	Content according to current Regulations	Content after amendment and supplementation
1	<p><b>Article 20. Composition, Term, Structure, and Standards and Conditions for Members of the Board of Directors</b></p> <p><i>Clause 1:</i> Composition, term of office, and structure of Members of the Board of Directors:</p> <p>c) The total number of non-executive Members of the Board of Directors must constitute at least 1/3 of the total number of Members of the Board of Directors.</p>	<p><b>Article 20. Composition, Term, Structure, and Standards and Conditions for Members of the Board of Directors</b></p> <p><i>Clause 1:</i> Composition, term of office, and structure of Members of the Board of Directors:</p> <p><u>c) The structure of the company's Board of Directors must ensure that at least one third (1/3) of the total Members of the Board of Directors are non-executive members. The number of non-executive Members of the Board of Directors must ensure:</u></p> <p><u>+ A minimum of 01 non-executive member if the company has from 03 to 05 Members of the Board of Directors;</u></p> <p><u>+ A minimum of 02 non-executive members if the company has from 06 to 08 Members of the Board of Directors;</u></p>

No.	Content according to current Regulations	Content after amendment and supplementation
	<p><b>Clause 2:</b> Members of the Board of Directors must meet the following standards and conditions:</p> <p>c) A member of the Board of Directors may only simultaneously hold the position of member of the Board of Directors in a maximum of 05 other companies.</p>	<p><u>+ A minimum of 03 non-executive members if the company has from 09 to 11 Members of the Board of Directors.</u></p> <p><b>Clause 2:</b> Members of the Board of Directors must meet the following standards and conditions:</p> <p>c) A member of the Board of Directors may only simultaneously hold the position of member of the Board of Directors or member of the Members' Council in a maximum of 05 other companies.</p>

These amended and supplemented Regulations on Corporate Governance shall take effect from April 15, 2026, and replace the third amended Regulations dated April 14, 2023.

2. Amendment and supplementation of the Regulations on Operation of the Board of Directors as follows:

No.	Content according to current Regulations	Content after amendment and supplementation
1	<p><b>Article 6. Composition, Term, and Structure of the Board of Directors Members</b></p> <p><b>Clause 1:</b> Composition, term of office, and structure of Members of the Board of Directors:</p> <p>c) The total number of non-executive Members of the Board of Directors must constitute at least 1/3 of the total number of Members of the Board of Directors.</p>	<p><b>Article 6. Composition, Term, and Structure of the Board of Directors Members</b></p> <p><b>Clause 1:</b> Composition, term of office, and structure of Members of the Board of Directors:</p> <p><u>The structure of the company's Board of Directors must ensure that at least one third (1/3) of the total Members of the Board of Directors are non-executive members. The number of non-executive Members of the Board of Directors must ensure:</u></p> <p><u>+ A minimum of 01 non-executive member if the company has from 03 to 05 Members of the Board of Directors;</u></p> <p><u>+ A minimum of 02 non-executive members if the company has from 06 to 08 Members of the Board of Directors;</u></p> <p><u>+ A minimum of 03 non-executive members if the company has from 09 to 11 Members of the Board of Directors.</u></p>



No.	Content according to current Regulations	Content after amendment and supplementation
2	<p><b>Article 7. Standards and Conditions for Members of the Board of Directors</b></p> <p><i>Clause 3.</i> A member of the Board of Directors may only simultaneously hold the position of member of the Board of Directors in a maximum of 05 other companies</p>	<p><b>Article 7. Standards and Conditions for Members of the Board of Directors</b></p> <p><i>Clause 3.</i> A member of the Board of Directors may only simultaneously hold the position of member of the Board of Directors or member of the Members' Council in a maximum of 05 other companies</p>

These amended and supplemented Regulations on Operation of the Board of Directors shall take effect from April 15, 2026, and replace the first amended Regulations dated April 14, 2023.

**Article 13.** Approval of the amendment and supplementation of the Regulations on Operation of the Board of Supervisors of Cho Lon Investment and Import Export Corporation (Cholimex) approved by the General Meeting of Shareholders on April 15, 2021, specifically as follows:

No.	Content according to current Regulations	Content after amendment and supplementation
1	<p><b>Article 7. Candidacy and nomination of members of the Board of Supervisors</b></p> <p><i>Clause 1.</i> A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares may nominate 01 candidate; from 20% to less than 30% may nominate a maximum of 02 candidates; from 30% to less than 40% may nominate a maximum of 03 candidates; from 40% to less than 50% may nominate a maximum of 04 candidates; from 50% to less than 60% may nominate a maximum of 05 candidates; from 60% or more may nominate a maximum of 08 candidates</p>	<p><b>Article 7. Candidacy and nomination of members of the Board of Supervisors</b></p> <p><i>Clause 1.</i> A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares may nominate 01 candidate; from 20% to less than 30% may nominate a maximum of 02 candidates; from 30% to less than 40% may nominate a maximum of 03 candidates; from 40% to less than 50% may nominate a maximum of 04 candidates; from 50% or more may nominate 05 candidates</p>

No.	Content according to current Regulations	Content after amendment and supplementation
2	<p><b>Article 18. Salary and other benefits</b></p> <p>The salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented in accordance with the following regulations:</p> <p><i>Clause 1.</i> Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.</p> <p><i>Clause 3.</i> The salary and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant legal regulations, and must be stated as a separate item in the Company's annual financial statements.</p>	<p><b>Article 18. Remuneration and other benefits</b></p> <p>Remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented in accordance with the following regulations:</p> <p><i>Clause 1.</i> Members of the Board of Supervisors shall be paid remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.</p> <p><i>Clause 3.</i> The remuneration and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant legal regulations, and must be stated as a separate item in the Company's annual financial statements.</p>

**Article 14.** Approval of the election results for the Board of Directors and the Board of Supervisors for the 2026–2031 term as follows:

1. The Board of Directors consists of 07 members who are the following Mr./Ms.:

No.	Name	Date of birth
1		
2		
3		
4		
5		
6		
7		

2. The Board of Supervisors consists of 03 members who are the following Mr./Ms.:



No.	Name	Date of birth
1		
2		
3		

#### **Article 15. Implementation provisions**

1. The Resolution of the General Meeting of Shareholders of Cho Lon Investment and Import Export Corporation (Cholimex) was voted and passed by the 2026 Annual General Meeting of Shareholders and takes effect from the date of signing.

2. The Board of Directors and the Board of Management of Cho Lon Investment and Import Export Corporation (Cholimex) are responsible for the implementation of this resolution./.

#### ***Recipients:***

- As per Article 15;
- State Securities Commission, Hanoi Stock Exchange;
- Company shareholders;
- Office of the General Meeting record file;
- Admin Office.

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

**Tran Thi Thanh Nhan  
Chairwomen of the Board of Directors**