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No: 16/2026/CBTT-PAS

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HungYen, April 10, 2026

**DISCLOSURE OF INFORMATION ON THE WEBSITE OF THE STATE  
SECURITIES COMMISSION**

**To : - Hanoi Stock Exchange**

Company: **PHUONG ANH INTERNATIONAL JOINT STOCK COMPANY**

Stock Code: PAS

Head Office Address: No. 60 Pham Ngu Lao Street, Tu My Hamlet, Duong Hao Ward,  
Hung Yen Province, Vietnam

Phone: 0221 394 82 68

Fax:

Person Responsible for Information Disclosure: Luu Ngoc Anh

Phone (Mobile, Office, Home):

Type of information disclosure ☒ 24h ☐ 72h ☐ Extraordinary ☐ On demand ☐ Periodic

Content of Disclosed Information (\*):

Phuong Anh International Joint Stock Company announces the Minutes and Resolutions of the Annual General Meeting of Shareholders 2026.

This information has been disclosed on the company's official website on April. 10..., 2026, at the following link: <http://www.phuonganhgroup.com.vn>

We hereby confirm that the information disclosed is true, and we take full responsibility for the content of the disclosed information under the law.

**Attachments:**

- Content of the disclosed information and related documents.

**Authorized Person for Information Disclosure**

(Signature, Full Name, Title, Seal)



**Luu Ngoc Anh**

No. 01/2026/BBH-ĐHDCĐ-PAS

*Hung Yen, April 10, 2026*

**MINUTES OF THE MEETING**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**  
**PHUONG ANH INTERNATIONAL JOINT STOCK COMPANY**

Today, at 8:30 AM on April 10, 2026, at the 3rd Floor - Pho Noi ECOGARDEN Service Center, Pho Noi B Textile and Garment Industrial Park, Duong Hao Ward, Hung Yen Province, Phuong Anh International Joint Stock Company, MSDN: 0900613295, with its head office at 60 Pham Ngu Lao Street, Tu My Hamlet, Duong Hao Ward, Hung Yen Province, Vietnam, held its 2025 Annual General Meeting of Shareholders, as follows:

**I. OPENING OF THE MEETING**

**1. Attendees**

- Members of the Board of Directors;
- Members of the Supervisory Board;
- Shareholders of the Company.

**2. Legality and Validity of the General Meeting**

The General Meeting heard the report from the Company's Shareholder Eligibility Verification Committee on the results of verifying the eligibility of shareholders to attend the General Meeting as follows:

- Total number of shares of the Company: 28,049,968 shares
- Total number of shareholders attending the General Meeting: 20 shareholders, representing shareholders out of the total number of shareholders, holding 15,197,158 shares, accounting for 54.18% of the common shares with voting rights. The attendance rate meets the requirements for holding the General Meeting as stipulated in the Enterprise Law and the company's current charter.

The authorized representatives of the shareholders attending the General Meeting have completed the procedures for attending the General Meeting as stipulated in the General Meeting regulations. Both the shareholders and their authorized representatives at the General Meeting are eligible to attend the General Meeting.

Based on the Law on Enterprises of 2020, amended and supplemented in 2025, and the Charter of Organization and Operation of Phuong Anh International Joint Stock Company, the Company's 2026 Annual General Meeting of Shareholders has met all the conditions to proceed legally and validly.

**II. PROGRAM AND CONTENT OF THE CONGRESS**

**1. Approval of the Presidium, Secretariat, and Vote Counting Committee**

The Presidium consists of:



1. Mrs **Vu Lan Phuong** : Board Member - Chairperson of the General Meeting (According to Decision No. 05/2026/GUQ-PAS of the Chairman of the Board of Directors)
2. Mr **Tran Duy Cuong** : Board Member
3. Mrs **Tran Thi Huong Giang** : Chief Accountant

The Chairman of the General Meeting nominated the list of members for the Secretariat and the Ballot Counting Committee.

The shareholders unanimously approved the following list of nominees for the Secretariat and the Ballot Counting Committee:

*The Congress Secretariat consists of:*

1. Mrs **Luu Thi Thu Thuy** : Head of Secretariat
2. Mrs **Dang Thi Sen** : Member

*The vote counting committee consists of:*

1. Mrs **Dao Thi Thu Huong** : Head of the Vote Counting Committee
2. Mr **Nguyen Ngoc Tu** : Member

**Voting method: by show of hands at the General Assembly**

**Total votes:**

- Agree: 100%
- Disagree: 0%
- Abstain: 0%

## **2. Approval of the General Meeting Agenda**

The General Meeting heard presentations and approved the agenda for the 2026 Annual General Meeting of Shareholders, including:

- Approval of the 2025 Business Results Report and the 2026 Business Plan;
- Approval of the reports of: the Board of Directors, the Supervisory Board, and independent members of the Board of Directors for 2025;
- Approval of the audited financial statements for 2025, and selection of the auditing firm for the 2026 financial statements;
- Approval of the profit and dividend distribution plan for 2025, and the profit and dividend distribution plan for 2026;
- Approval of the remuneration plan for members of the Board of Directors and Supervisory Board for 2025 and the remuneration plan for 2026;
- Approval of the Proposal for the election of Board of Directors and Supervisory Board members for the term 2026-2031;

- Approval of the Proposal to authorize the Board of Directors to perform certain specific tasks;
- Approval of the Proposal to amend and supplement business lines;
- Approval of the Proposal to amend the Company Charter;
- Approval of the Proposal to handle bad debts;
- And other matters for consideration at the General Meeting.

The General Meeting unanimously agreed on the agenda of the official General Meeting.

Total votes:

- Agree: 100%
- Disagree: 0%
- Abstain: 0%

### **3. Approval of the Rules of Procedure of the General Meeting**

The General Meeting heard the presentation and approved the Rules of Procedure of the Annual General Meeting of Shareholders for 2026.

The General Meeting of Shareholders unanimously approved the Rules of Procedure at the General Meeting with a 100% approval rate and no dissenting opinions.

### **4. Approval of the Reports and Proposals of the General Meeting**

#### **4.1. Ms. Vu Lan Phuong – Chairperson of the meeting – presented to the General Meeting:**

- Approval of the report on business results for 2025 and the business plan for 2026;
- Approval of the report of the Board of Directors;
- Approval of the report of the Supervisory Board;
- Approval of the report of the independent members of the Board of Directors for 2025;

#### **4.2. Mr. Tran Duy Cuong – Member of the Board of Directors – presented to the General Meeting:**

- Approval of the audited financial statements for 2025, and selection of the auditing firm for the 2026 financial statements;
- Approval of the profit and dividend distribution plan for 2025, and the profit and dividend distribution plan for 2026;
- Approval of the remuneration plan for members of the Board of Directors and Supervisory Board for 2025 and the remuneration plan for 2026;
- Approval of the proposal to elect members of the Board of Directors and Supervisory Board for the term 2026-2031;

#### **4.3 Ms. Tran Thi Huong Giang – Chief Accountant – presented to the General Meeting:**

- Proposal to add business lines;
- Proposal to amend the company's charter;
- Proposal to approve the plan for handling bad debts;
- Proposal to authorize the Board of Directors to perform certain specific tasks.



### III. DISCUSSION AT THE GENERAL MEETING

**Shareholder Nguyen Canh Han asked:**

**Question 1: Are the main customers in the steel sector domestic or foreign?**

**On behalf of the Presidium, Ms. Vu Lan Phuong answered:**

Our Phuong Anh International Joint Stock Company has a reputable and stable customer base, with 80% being domestic customers and 20% being foreign customers. Regarding foreign customers, we mainly cooperate with foreign entities with businesses located in Vietnam from Japan, South Korea, and China. We are strongly developing this customer base in key industrial areas such as Bac Ninh, Ha Nam, Hai Phong, and Quang Ninh.

**Question 2: Does the anti-dumping tax applied to imports from China and South Korea affect the Company's operations?**

**On behalf of the Presidium, Ms. Vu Lan Phuong answered:**

In 2025, we will have access to some anti-dumping tax policies for steel imported from the Chinese market. However, due to our long-standing and sustainable cooperative relationship, Phuong Anh Company always has a stable supply from major steel mills in Vietnam: such as CSVC and Posco.

At the same time, flexibly importing galvanized steel and stainless steel from China, South Korea, and Japan helps us diversify our sources of supply and optimize costs.

**Question 3: What is the progress of the projects in Da Nang and Quoc Oai? Does the company participate in the operation and generate revenue from the projects themselves, or do they sell them after completion? What sources of capital does the company use to implement these two projects?**

**On behalf of the Board of Directors, Ms. Tran Thi Huong Giang responded:**

Regarding the progress of the real estate project in Da Nang: This is a complex of apartment buildings and serviced apartments with 155 units, located on the beachfront of Da Nang, in the Son Tra peninsula area. We recently received approval from the Da Nang City government for the investment plan and investor approval in early March 2026. We are currently continuing with the detailed 1/500 scale planning and will soon proceed with the legal procedures to apply for a construction permit.

Regarding the progress of the Quoc Oai project: This is a long-term investment project for our company, and we will study business plans to report to the General Meeting of Shareholders, ensuring the investment efficiency of the project.

The company may operate the project itself to generate cash flow.

Regarding funding: part will be from our own capital, and part will be raised through loans from credit banks to implement the project.

### IV. VOTING RESULTS

#### 1. Approval of the 2025 Business Results Report and the 2026 Business Plan

Agree:	15.197.158 share	Holding 100% of the voting shares at the General Meeting
Disagree:	0 share	Holding 0% of the voting shares at the General Meeting
No comment:	0 share	Holding 0% of the voting shares at the General Meeting

#### 2. Approval of the Board of Directors' Report



Agree:	15.197.158 share	Holding 100% of the voting shares at the General Meeting
Disagree:	0 share	Holding 0% of the voting shares at the General Meeting
No comment:	0 share	Holding 0% of the voting shares at the General Meeting

**3. Through the Supervisory Board's Report**

Agree:	15.197.158 share	Holding 100% of the voting shares at the General Meeting
Disagree:	0 share	Holding 0% of the voting shares at the General Meeting
No comment:	0 share	Holding 0% of the voting shares at the General Meeting

**4. Adoption of the Independent Board Member's Report for 2025**

Agree:	15.197.158 share	Holding 100% of the voting shares at the General Meeting
Disagree:	0 share	Holding 0% of the voting shares at the General Meeting
No comment:	0 share	Holding 0% of the voting shares at the General Meeting

**5. Through the audited financial statements for 2025, the auditor for the 2026 financial statements will be selected**

Agree:	15.197.158 share	Holding 100% of the voting shares at the General Meeting
Disagree:	0 share	Holding 0% of the voting shares at the General Meeting
No comment:	0 share	Holding 0% of the voting shares at the General Meeting

**6. Through the profit and dividend distribution plan for 2025, and the profit and dividend distribution plan for 2026**

Agree:	15.197.158 share	Holding 100% of the voting shares at the General Meeting
Disagree:	0 share	Holding 0% of the voting shares at the General Meeting
No comment:	0 share	Holding 0% of the voting shares at the General Meeting

**7. Approving the remuneration plan for members of the Board of Directors and Supervisory Board in 2025 and the remuneration plan for 2026**

Agree:	15.197.158 share	Holding 100% of the voting shares at the General Meeting
Disagree:	0 share	Holding 0% of the voting shares at the General Meeting
No comment:	0 share	Holding 0% of the voting shares at the General Meeting

**8. Through the Proposal for the Election of Members of the Board of Directors and the Supervisory Board for the term 2026-2031;**

**8.1 Through the election of Board of Directors members for the 2026-2031 term**

No.	Name of elected board member	Position
1	Nguyen Hung Cuong	Board Member
2	Tran Duy Cuong	Board Member
3	Vu Lan Phuong	Board Member
4	Luu Thi Thu Thuy	Board Member
5	Pham Thi Hang	Independent Board Member

**Voting results:**



Agree:	15.197.158 share	Holding 100% of the voting shares at the General Meeting
Disagree:	0 share	Holding 0% of the voting shares at the General Meeting
No comment:	0 share	Holding 0% of the voting shares at the General Meeting

## 8.2 Through the election of members of the Supervisory Board for the term 2026-2031

No.	Name of elected member of the Supervisory Board	Chức vụ
1	Ha Thi Thanh Nhan	Member of the Supervisory Board
2	Ha Thi An	Member of the Supervisory Board
3	Dang Thi Sen	Member of the Supervisory Board

### Voting results:

Agree:	15.197.158 share	Holding 100% of the voting shares at the General Meeting
Disagree:	0 share	Holding 0% of the voting shares at the General Meeting
No comment:	0 share	Holding 0% of the voting shares at the General Meeting

## 9. Through the Submission for Adding Business Lines

Agree:	15.197.158 share	Holding 100% of the voting shares at the General Meeting
Disagree:	0 share	Holding 0% of the voting shares at the General Meeting
No comment:	0 share	Holding 0% of the voting shares at the General Meeting

## 10. Through the Proposal to Amend the Company Charter;

Agree:	15.197.158 share	Holding 100% of the voting shares at the General Meeting
Disagree:	0 share	Holding 0% of the voting shares at the General Meeting
No comment:	0 share	Holding 0% of the voting shares at the General Meeting

## 11. Through the Proposal to authorize the Board of Directors to perform certain specific tasks

Agree:	15.197.158 share	Holding 100% of the voting shares at the General Meeting
Disagree:	0 share	Holding 0% of the voting shares at the General Meeting
No comment:	0 share	Holding 0% of the voting shares at the General Meeting

## 12. Through the Report on Handling Bad Debts

Agree:	15.197.158 share	Holding 100% of the voting shares at the General Meeting
Disagree:	0 share	Holding 0% of the voting shares at the General Meeting
No comment:	0 share	Holding 0% of the voting shares at the General Meeting

## 13. Through the Draft Resolution of the 2026 Annual General Meeting of Shareholders

Agree:	15.197.158 share	Holding 100% of the voting shares at the General Meeting
Disagree:	0 share	Holding 0% of the voting shares at the General Meeting
No comment:	0 share	Holding 0% of the voting shares at the General Meeting

## **VI. APPROVAL OF MINUTES AND RESOLUTIONS OF THE GENERAL MEETING**

The representative of the Secretariat read the Minutes of the Annual General Meeting of Shareholders and the draft Resolution of the Annual General Meeting of Shareholders for 2026. The General Meeting voted and unanimously approved the entire text of the Minutes and Resolution of the Annual General Meeting of Shareholders for 2026 with a 100% approval rate of the total voting shares of the shareholders present. The Chairman, on behalf of the Presidium, declared the meeting adjourned.

The meeting concluded at 10:50 AM on the same day. These Minutes were prepared in 5 (five) copies with equal legal validity and were read aloud to the General Meeting by the representative of the Secretariat.

### **PRESIDIUM**

**HEAD OF SECRETARIAT**



**Luu Thi Thu Thuy**

**CHAIRMAN OF THE CONFERENCE**



**Vu Lan Phuong**



No. 01/2026/NQ-ĐHDCĐ-PAS

Hanoi, April 10, 2026

**RESOLUTION**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026**

**PHUONG ANH INTERNATIONAL JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises 2020 amending and supplementing a number of articles in 2025;
- Pursuant to the Law on Securities 2019;
- Pursuant to the Charter of organization and operation of Phuong Anh International Joint Stock Company;
- Pursuant to the Minutes of the Meeting No. 01/2026/BB-DHDCD-PAS of the 2026 Annual General Meeting of Shareholders of Phuong Anh International Joint Stock Company dated April 10, 2026.

**RESOLVED:**

**Article 1.** Approval of the 2025 Income Report and 2026 Business Plan

**Article 2.** Adoption of the 2025 Board Report

**Article 3.** Adoption of the 2025 Supervisory Board Report

**Article 4.** Adoption of the 2025 Independent Board Member Report

**Article 5.** Approving the audited financial statements in 2025, and at the same time selecting the auditor for the financial statements in 2026

**Article 6.** Approved the profit and dividend distribution plan in 2025, the profit and dividend distribution plan for 2026

**Article 7.** Approving the remuneration payment plan for members of the Board of Directors, the Supervisory Board in 2025 and the remuneration payment plan in 2026

**Article 8.** Approving the proposal for the election of the Board of Directors, the Company's Supervisory Board for the term 2026 -2031

**8.1.** Election of members of the Board of Directors for the term 2026-2031

STT	Names of elected members of the Board of Directors	Position
1	Nguyen Hung Cuong	Member of the Board of Directors
2	Tran Duy Cuong	Member of the Board of Directors
3	Vu Lan Phuong	Member of the Board of Directors
4	Luu Thi Thu Thuy	Member of the Board of Directors



5	Phạm Thị Hằng	Independent Member of the Board of Directors
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## 8.2. Election of members of the Supervisory Board for the term 2026-203

STT	Name of appointed member of the Board of Directors	Position
1	Ha Thi Thanh Nhan	Member of the Supervisory Board
2	Ha Thi An	Member of the Supervisory Board
3	Dang Thi Sen	Member of the Supervisory Board

**Article 9.** Approving the Proposal on amendments and supplements to business lines to be consistent with Decision No. 36/2025/TTg on Vietnam's system of economic sectors

**Article 10.** Approving the Proposal to amend the company's charter and update the new business lines in accordance with current laws

**Article 11.** Approving the Authorization Report for the Board of Directors to perform a number of specific tasks

**Article 12.** Approving the proposal for handling irrecoverable receivables of enterprises

**Article 13.** Implementation provisions:

This resolution has been approved by the General Meeting of Shareholders and takes effect from April 10, 2026.

The Board of Directors of Phuong Anh International Joint Stock Company, the Board of Directors, the Supervisory Board and relevant persons are responsible for performing the tasks assigned by the General Meeting of Shareholders in this Resolution to ensure the interests of the Company's shareholders and comply with the provisions of law.

### Recipients:

- the State Securities Committee;
- Hanoi Stock Exchange;
- General Director (to t/h);
- Members of the Board of Directors;
- Members of the Supervisory Board;
- Luu VT, Board of Directors.

**TM. GENERAL MEETING OF  
SHAREHOLDERS  
Authorized person**



**Vu Lan Phuong**



No. 05/2026/GUQ-PAS

*Hung Yen, April 8, 2026*

**POWER OF ATTORNEY**

**Re: Authorizing members of the Board of Directors to chair the 2026 Annual  
General Meeting of Shareholders**

- Pursuant to the 2015 Civil Code;
- Pursuant to the Law on Enterprises 2020 amending and supplementing a number of articles in 2025;
- Pursuant to the Charter of *Phuong Anh International Joint Stock Company*;
- Based on the actual operation of the Company;

**I. AUTHORIZER**

Full name : Mr . **Nguyen Hung Cuong**

Date of birth : 26/05/1977

CCCD : 001077000526 issued by the Department of Social Affairs on

Number 09/01/2022

Position : Chairman of the Board of Directors

Being the legal representative of *Phuong Anh International Joint Stock Company*

**II. AUTHORIZED PARTY**

Full name : Mrs. **Vu Lan Phuong**

Date of birth : 01/02/1984

Nationality: Vietnamese

CCCD Number : 001184043491 issued by the Department of Social Affairs on  
23/07/2024

Position: Board Member

**III. AUTHORIZATION CONTENTS:**

**Article 1: Scope of authorization**

Due to personal force majeure reasons, I – *Nguyen Hung Cuong* – Chairman of the Board of Directors cannot attend the Annual General Meeting of Shareholders in 2026. With this paper, I authorize Ms. *Vu Lan Phuong* – Member of the Board of Directors to chair the meeting on my behalf and perform related tasks including but not limited to organizing, administering, presenting to the General Meeting documents, reports and explanations before the General Meeting (if any), signed on the Minutes of the meeting – Resolution approved at the Annual General Meeting of Shareholders in 2026.

**Article 2: Responsibilities of the parties**

- 2.1. The authorized party shall be responsible for the signed documents and documents;
- 2.2. The authorized party is only allowed to perform the work within the scope of authorization, if it exceeds the scope of authorization, the authorized party must take full responsibility
- 2.3. The authorized party may not re-authorize.

**Article 3: Validity and number of copies**

- 3.1. This Power of Attorney is effective from the date of signing until the completion of the company's 2026 Annual General Meeting of Shareholders.
- 3.2. This power of attorney is made in 03 (*three*) copies, the same copies have the same legal validity. The Authorized Party keeps 01 (*one*) copy, the Authorizing Party keeps 01 (*one*) copy, the remaining copies are kept at the Company's Archives Department.

**AUTHORIZED PARTY**



**Vu Lan Phuong**

**AUTHORIZED PARTY**

**Chairman of the Board of Directors**



**Nguyen Hung Cuong**



**PHUONG ANH INTERNATIONAL  
JOINT STOCK COMPANY**



**THE SITUATION  
TEMPERATURE AND  
TEMPERATURE**

**(Approved at the 2026 Annual General Meeting of Shareholders)**

*Hung Yen, April 10, 2026*

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## CHAPTER I

### DEFINITIONS OF TERMS IN THE CHARTER

#### Article 1. Explanation of terms

1. In this Charter, the following terms shall be construed as follows:
  - a. "Charter capital" means the total par value of shares sold or registered for purchase upon establishment of the enterprise and specified in Article 6 of this Charter;
  - b. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, amended and supplemented by Law No. 76/2025/QH15 dated June 17, 2025;
  - c. "Securities Law" means the Securities Law No. 18/2019/L-CTN approved by the National Assembly on December 3, 2019;
  - d. "Shareholder" means an individual or organization that owns at least one share of the Company;
  - e. "Date of establishment" means the date on which the Company is granted the Enterprise Registration Certificate (Business Registration Certificate) for the first time;
  - f. The "business executive" is the Board of Directors of the Company.
  - a. "Related person" means an individual or organization specified in Clause 23, Article 4 of the Law on Enterprises and Clause 45, Article 4 of the Law on Securities;
  - g. "Major shareholder" means a shareholder specified in Clause 18, Article 4 of the Law on Securities;
  - h. "Operation duration" means the Company's operation time specified in Article 2 of this Charter and the extension period (if any) approved by the Company's General Meeting of Shareholders by resolution;
  - i. "Vietnam" means the Socialist Republic of Vietnam.
2. In these Regulations, references to one or several other regulations or documents include amendments or substitute documents.
3. The headings (chapters and articles of this Charter) are used to facilitate the understanding of the content and do not affect the content of this Charter.

## CHAPTER II

### NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE AND DURATION OF OPERATION OF THE COMPANY

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

1. Company Name
  - Vietnamese name: **PHUONG ANH INTERNATIONAL JOINT STOCK COMPANY**
  - English name: **PHUONG ANH INTERNATIONAL JOINT STOCK COMPANY**
  - Abbreviation Vietnamese: **PHUONG ANH INTERNATIONAL**
  - Abbreviation Tieng Anh: **PHUONG ANH INTL'.,JSC**



2. The company is a joint stock company with legal status in accordance with the current laws of Vietnam.
3. The registered office of the Company is:
  - Address: **No. 60 Pham Ngu Lao Street, Tu My Residential Group, Duong Hao Ward, Hung Yen Province, Vietnam**
  - Phone: 0221 3948 166
  - Fax:
  - E-mail: [Pas@phuonganhgroup.com.vn](mailto:Pas@phuonganhgroup.com.vn)
  - Website: <http://phuonganhgroup.com.vn>
4. The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the decision of the Board of Directors and to the extent permitted by law.
5. Unless the operation is terminated before the time limit specified in Clause 2, Article 52 of this Charter, the term of operation of the Company starts from the date of establishment and is indefinite.

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

1. The company has one (01) legal representative who is the Chairman of the Board of Directors of the company.
2. The legal representative of the Company is an individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, representing the Company as a plaintiff, defendant, person with related interests and obligations before the Arbitration or the Court. The responsibilities of the legal representative shall comply with Article 14 of the Law on Enterprises and other rights and obligations as prescribed by current law.
3. The legal representative of the Company must reside in Vietnam; in case of exiting Vietnam, they must authorize in writing another person to perform the rights and duties of the Company's legal representative.
4. Upon the expiration of the authorization period, the legal representative of the Company has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative of the Company within the scope of authorization until the legal representative of the Company returns to work at the Company or until the Board of Directors decides to appoint another person as the Company's legal representative.

In case of being absent from Vietnam for more than 30 days without authorizing another person to perform the rights and duties of the Company's legal representative or being killed, missing, temporarily detained, sentenced to imprisonment, restricted or losing his/her civil act capacity, the Board of Directors shall appoint another person to act as the Company's legal representative.

## **CHAPTER III**

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



#### Article 4. Objectives of the Company

1. The Company's business lines are:

STT	Name of business line	Industry Code	Main business lines (In case the business line is supplemented as the main business line, mark X to select one of the declared business lines)
1.	Other specialized wholesalers have not been classified anywhere	4679	
2.	Wholesale of Metals and Metal Ores	4672	X
3.	Hotels and similar accommodations	5510	
4.	Wholesale of cars and other motor vehicles	4661	
5.	Wholesale of motorcycles, motorcycles, spare parts and auxiliary parts of motorcycles and motorcycles	4663	
6.	Retail of other new goods (except automobiles, motorcycles, motorcycles and auxiliary parts)	4773	
7.	Retail of medicines, medical devices, cosmetics and hygiene items	4772	
8.	Repair and maintenance of other equipment	3319	
9.	Trading in real estate, land use rights belonging to owners, users or tenants Real estate business (Article 10 of the Law on Real Estate Business 2014) Exclusion of investment in the construction of cemetery and graveyard infrastructure for the transfer of land use rights associated with infrastructure	6810	
10.	Mechanical Processing; Metal Processing and Coating	2592	
11.	Cargo loading and unloading (excluding airport cargo loading and unloading)	5224	
12.	Restaurants and mobile catering services (excluding bars, discotheques, karaoke halls)	5610	
13.	Wholesale of other machinery, equipment and machine parts	4659	

	Excluding the wholesale sale of medical machinery and equipment and goods on the list of goods that foreign investors and foreign-invested economic organizations are not allowed to comply with regulations.		
14.	Freight transport by road Details: Excluding transportation by tricycle truck	4933	
15.	Building houses for living	4101	
16.	Building houses that are not for living	4102	
17.	Production of plastic products Detail: Production of plastic packaging, plastic granules	2220	
18.	Railway construction	4211	
19.	Construction of road works	4212	
20.	Other business support service activities have not been classified anywhere Import and export of goods that the Company does business Exclusion for goods on the List of goods that foreign investors and foreign-invested economic organizations are not allowed to comply with regulations.	8299	
21.	Advertisement Details: Exclude tobacco ads	7310	
22.	Organizing trade introduction and promotion	8230	
23.	Electrical System Installation	4321	
24.	Completion of construction works	4330	
25.	Installation of water supply, drainage, heating and air conditioning systems	4322	
26.	General wholesale Excluding goods banned by the State and goods on the list of goods that foreign investors and foreign-invested economic organizations are not allowed to comply with regulations	4690	
27.	Wholesale of other household items Exclusion for goods on the List of goods that foreign investors and foreign-invested economic organizations are not allowed to comply with regulations.	4649	
28.	Manufacture of other products made of metals that	2599	



	have not been classified anywhere Details: Exclusion of the production of metal military badges and medals		
29.	Wholesale of fabrics, garments, shoes	4641	
30.	Manufacture of ovens, smelting furnaces and kilns	2815	
31.	Agents, brokers, auctions of goods Excluding auction activities, Excluding real estate brokerage, marriage brokerage with external factors, securities brokerage, labor export.	4610	
32.	Sawing, sawing, planing and preserving wood	1610	
33.	Production of plywood, veneer, plywood and other thin boards	1621	
34.	Production of construction furniture	1622	
35.	Wooden packaging production	1623	
36.	Manufacture of other products from wood; production of products from bamboo, bamboo, straw, rice and braided materials Details: Production of wooden pallets for goods	1629	
37.	Production of primary plastics and synthetic rubber	2013	
38.	Warehousing and storage of goods	5210	

## 2. Objectives of the Company

- a. Building and maintaining the brand, and at the same time expanding and synchronously developing other fields of operation in which the Company has advantages, creating a stable, long-term and solid development foundation;
- b. Making an important contribution to improving the efficiency and competitiveness of the enterprise, creating a strong motivation and dynamic management mechanism for the Company;
- c. Mobilizing capital from individuals and organizations to invest in technological innovation and enterprise development;
- d. Ensuring the harmony of interests of the State, the Company, shareholders and employees;
- e. To step by step expand the market, promote business activities, create jobs and incomes for employees, ensure the legitimate interests of shareholders, and fulfill obligations to the State.

## Article 5. Business Scope and Operations

1. The Company is authorized to plan and conduct all business activities according to the Company's business lines that have been published on the National Business Registration Portal and this Charter, in accordance with the provisions of applicable law, and to take appropriate measures to achieve the Company's objectives.



2. The company may conduct business activities in other fields permitted by law and approved by the General Meeting of Shareholders.

## **CHAPTER IV**

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

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

1. The charter capital of the Company is 280,499,680,000 VND (Two hundred and eighty billion four hundred and ninety-nine million six hundred and eighty thousand VND)  
The total charter capital of the Company is divided into 28,049,968 shares with a price of 10,000 VND/share.
2. The company may increase its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.
3. The Company's shares on the date of adoption of this Charter include ordinary shares and preferred shares (if any). The rights and obligations of shareholders holding each type of shares are specified in Articles 12 and 13 of this Charter.
4. The company may issue other types of preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of law.
5. The founding shareholders of the company have transferred all their owned shares to outside investors, so as of the time this Charter is adopted, the Company has no founding shareholders.
6. Ordinary shares must be prioritized for sale to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares of shareholders who do not register to buy all will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to the subjects under such conditions and in such manner as the Board of Directors deems appropriate, but shall not sell such shares under conditions more favorable than those already offered for sale to existing shareholders, unless the shares are sold through the Stock Exchange under the Stock Exchange auction method.
7. The Company may purchase shares issued by the Company in the manner provided for in this Charter and applicable laws. The shares repurchased by the Company are treasury shares and the Board of Directors may offer them for sale in ways consistent with the provisions of this Charter, the Securities Law and relevant guiding documents.
8. The company may issue other types of securities when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

#### **Article 7. Stock Certification**

1. Shareholders of the Company are responsible for the Company's shareholding of the Company's shares and concerns of the Company's shareholders.
2. Stocks are certificates issued by a company, book entries, or electronic data confirming the ownership of one or several shares of that company. Stocks must have all the contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.



3. Within thirty (30) days from the date of submission of a complete dossier of application for transfer of share ownership as prescribed by the Company or within thirty (30) days (or other time limits prescribed by the issuance terms) from the date of full payment of the share purchase price as prescribed in the Company's stock issuance plan, the holder of the number of shares shall be granted a share certificate. The shareholder does not have to pay the Company the cost of printing the share certificate. In case there is an error in the content and form of the share certificate issued by the company, the rights, interests and obligations of its owner are not affected.
4. In the event that a stock certificate is damaged or erased or lost, stolen or destroyed, the holder of such stock may request to be issued a new share certificate provided that proof of ownership of the shares and payment of all related costs to the Company is given.
5. The Company's shareholders are responsible for maintaining the Share Certificate carefully, not to be torn, damaged, smudged, faded and are independently responsible for the preservation of the Share Certificate and the Company will not be responsible in any case of such Share Certificate being stolen or used for fraudulent purposes.

#### **Article 8. Other securities certificates**

Bond certificates or other securities certificates of the Company are issued with the signature of the legal representative and the seal of the Company.

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

1. All shares are freely transferable unless otherwise provided for in this Charter, the Resolution of the General Meeting of Shareholders and/or the law. Stocks listed on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and securities market.
2. Shares that have not been fully paid shall not be transferred and enjoy related 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 and other benefits as prescribed by law.

#### **Article 10. Share Recovery**

1. In case a shareholder fails to fully and punctually pay the amount payable to purchase shares, the Board of Directors shall notify and request such shareholder to pay the remaining amount together with the interest on such amount and expenses incurred due to the failure to fully pay to the Company.
2. The above-mentioned payment notice must clearly state the new payment deadline (at least seven (07) days from the date of sending the notice), the place of payment and the notice must clearly state that in case of failure to pay as required, the number of shares that have not been fully paid will be withdrawn.
3. The Board of Directors reserves the right to revoke unpaid shares in full and on time in the event that the requirements in the above notice are not fulfilled.
4. The recovered shares are considered unsold shares under the provisions of Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or



authorize the sale and redistribution under such conditions and manner as the Board of Directors deems appropriate.

5. Shareholders holding the withdrawn shares must renounce their shareholder status for those shares, but must still pay all relevant amounts plus interest arising at a proportional rate (not exceeding 150% of the basic interest rate announced and applied by the State Bank) at the time of recovery according to the decision of the Board of Directors from the date of withdrawal to the date of payment. The Board of Directors has the sole right to decide on the coercive payment of the entire value of shares at the time of recovery.
6. The notice of revocation shall be sent to the holder of the revoked shares before the time of revocation. The revocation remains in effect even in the event of an error or negligence in the delivery of the notification.

## **CHAPTER V**

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

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

The organizational structure of management, administration and control of the Company includes:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Supervisory Board;
4. Board of Directors.

## **CHAPTER VI**

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

#### **Article 12. Shareholders' rights**

1. Shareholders are the owners of the Company, who have the corresponding rights and obligations according to the number of shares and the type of shares they own. Shareholders are only responsible for the Company's debts and other property obligations to the extent of the capital contributed to the Company.
2. Ordinary shareholders have the following rights:
  - a. Attending and speaking at meetings of the General Meeting of Shareholders and exercising the right to vote directly at the General Meeting of Shareholders or through an authorized representative or conducting remote voting; online conferences, telephone conferences or other forms permitted by law;
  - b. Receive dividends at the rate decided by the General Meeting of Shareholders;
  - c. Freedom to transfer shares that have been fully paid in accordance with the provisions of this Charter and current laws; except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant regulations;



- d. Review, look up and extract information related to shareholders in the List of shareholders eligible to participate in the General Meeting of Shareholders and request the correction of inaccurate information;
  - e. Access to information on the list of shareholders entitled to attend the General Meeting of Shareholders;
  - f. Reviewing, looking, extracting or copying the company's charter, the minutes of the General Meeting of Shareholders and the resolutions of the General Meeting of Shareholders;
  - g. In case the Company is dissolved or bankrupt, it is entitled to receive a part of the remaining assets corresponding to the percentage of share ownership in the Company after the Company has paid debts (including debt obligations to the state, taxes and fees) and paid to shareholders holding other types of shares of the Company in accordance with law;
  - h. Request the Company to repurchase their shares in the cases specified by the Enterprise Law;
  - i. To be treated equally. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preference shares, the rights and obligations associated with the preference shares must be approved by the General Meeting of Shareholders and fully announced to shareholders;
  - j. To have their legitimate rights and interests protected; to propose the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
  - k. Other rights as prescribed in this Charter and law.
3. Shareholders or groups of shareholders owning 5% or more of the total ordinary shares have the following rights:
- a. Nominating candidates for the Board of Directors or the Control Board according to the corresponding provisions in Articles 25 and 36 of this Charter;
  - b. Request the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Articles 115 and 140 of the Law on Enterprises;
  - c. Review, look up and extract the number of minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Control Board, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets, the Company's business secrets;
  - d. Check and receive a copy or quotation of the list of shareholders entitled to attend and vote/vote at the General Meeting of Shareholders;
  - e. Request the Supervisory Board to examine each specific issue related to the management and administration of the Company's activities when deeming it necessary. The request must be expressed in writing; must have full name, permanent residence address, nationality, number of identity card, passport or other lawful personal identification for individual shareholders; name, permanent residence address, nationality, establishment decision number or business registration number



for institutional shareholders; the number of shares and the time of registration of shares of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company; matters to be inspected, the purpose of inspection;

- f. Proposing the issue to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least [03 working days] before the opening date, [unless the Company's Charter stipulates otherwise]. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issue of the proposal to be included in the family program
- g. Other rights as prescribed by law and this Charter.

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

Shareholders have the following obligations:

- 1. Comply with the Company's Charter and the Company's regulations; comply with decisions of the General Meeting of Shareholders and the Board of Directors.
- 2. Comply with Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
- 3. Confidentiality of information provided by the Company in accordance with the provisions of the Company's Charter and law; use the information provided only to exercise and protect their legitimate rights and interests; it is strictly forbidden to disseminate or copy or send information provided by the Company to other organizations and individuals.
- 4. Attend the General Meeting of Shareholders and exercise the right to vote/vote through the following forms:
  - a. Attend and vote/vote in person at the meeting;
  - b. Authorize others to attend and vote/vote at meetings;
  - c. Attend and vote/vote through online meetings, electronic voting, or other electronic forms;
  - d. Send voting/election ballots to the meeting via mail, fax, email.
- 5. Payment for the purchase of shares registered for purchase according to regulations.
- 6. Provide the correct address when registering to buy shares.
- 7. Fulfilling other obligations as prescribed by current law
- 8. Take personal responsibility when performing one of the following acts on behalf of the Company in any form:
  - a. Violation of law;
  - b. Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;
  - c. Payment of debts that are not due in the face of possible financial risk to the Company.



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

1. The General Meeting of Shareholders is the highest authority of the Company. The Annual General Meeting of Shareholders is held once (01) time per year. The General Meeting of Shareholders must hold an annual meeting within four (04) months from the end of the fiscal year.

In case of necessity, the Board of Directors may request the business registration authority to extend the time limit for convening the General Meeting of Shareholders but not exceeding six (06) months from the end of the fiscal year.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and the company's Charter, especially approving the annual financial statements and estimates for the next fiscal year. In case the audit report of the company's annual financial statements contains material exceptions, the Company may invite a representative of the independent audit firm to attend the Annual General Meeting of Shareholders to explain the relevant contents.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
  - a. The Board of Directors deems it necessary for the benefit of the Company;
  - b. Quarterly, six (06) month or audited annual financial statements reflecting that the equity has been lost by half ( $1/2$ ) compared to the beginning of the period;
  - c. The number of members of the Board of Directors, independent members of the Board of Directors and Controllers is less than the number of members as prescribed by law or the number of members of the Board of Directors is reduced by more than one third ( $1/3$ ) compared to the number of members specified in this Charter;
  - d. Shareholders or groups of shareholders specified in Clause 3, Article 12 of this Charter request the convening of the General Meeting of Shareholders. The request for convening the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or a written request made in many copies and sufficient signatures of relevant shareholders;
  - e. The Supervisory Board requests the convening of a meeting if the Supervisory Board has reason to believe that the members of the Board of Directors or senior management officers are in serious breach of their obligations under Article 160 of the Law on Enterprises or the Board of Directors acts or intends to act outside the scope of its powers;
  - f. Other cases as prescribed by law and the company's charter.
4. Convening an extraordinary General Meeting of Shareholders
  - a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date on which the remaining number of members of the Board of Directors, independent members of the Board of Directors or Controllers as prescribed at Point c, Clause 3 of this Article or receipt of the request specified at Points d and e, Clause 3 of this Article;



- b. In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point a, Clause 4 of this Article, within the next thirty (30) days, the Supervisory Board must replace the Board of Directors to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;
- c. In case the Supervisory Board fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Article, within the next thirty (30) days, the shareholders or groups of shareholders who request the requirements specified at Point d, Clause 3 of this Article shall have the right to replace the Board of Directors. The Supervisory Board convenes a meeting of the 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 and procedures for convening, conducting meetings and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders are reimbursed by the company. This cost does not include expenses spent by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

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

- 1. The Annual General Meeting of Shareholders discusses and approves the following issues:
  - a. The Company's annual business plan;
  - b. Audited annual financial statements;
  - c. The report of the Board of Directors on the governance and operation results of the Board of Directors and each member of the Board of Directors shall comply with the provisions of Article 284 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
  - d. Report of the Supervisory Board on the Company's business results, operation results of the Board of Directors and the General Director);
  - e. Report on self-assessment of performance of the Supervisory Board and members of the Supervisory Board;
  - f. Dividend level for each share of each type;
  - g. Number of members of the Board of Directors and the Control Board;
  - h. Election, dismissal and dismissal of members of the Board of Directors and members of the Control Board;
  - i. To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;
  - j. Approve the list of approved auditing firms; deciding on the approved auditing firm to inspect the company's activities when deeming it necessary;
  - k. Supplementing and amending the company's charter;



- l. The type of shares and the number of newly issued shares for each type of shares and the transfer of shares of the founding members within the first 03 years from the date of establishment;
  - m. Division, separation, consolidation, merger or transformation of the Company;
  - n. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
  - o. Decision on investment or sale of assets valued at [35%] or more of the total value of assets recorded in the Company's latest financial statements [unless the company's charter stipulates other ratios or values];
  - p. Decide to repurchase more than 10% of the total sold shares of each type;
  - q. The Company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the latest financial statements;
  - r. Approving the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
  - s. Approving the Internal Regulation on corporate governance, the Regulation on the operation of the Board of Directors, the Regulation on the operation of the Supervisory Board; Other matters fall under the jurisdiction of law.
2. The General Meeting of Shareholders has the following rights and obligations:
- a. Through the development orientation of the Company;
  - b. Approve the annual financial statements;
  - c. The annual dividend payment for each type of share is in accordance with the Law on Enterprises and the rights associated with that type of share. This dividend level is not higher than the level proposed by the Board of Directors after consulting shareholders at the General Meeting of Shareholders;
  - d. Approve the list of approved auditing firms; decision on the auditing firm approved to inspect the Company's operations, the exemption of the auditor is approved when considered necessary;
  - e. Electing, dismissing, dismissing and replacing members of the Board of Directors and members of the Control Board;
  - f. To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;
  - g. Decision on supplementation and amendment of the Company's Charter;
  - h. The type of shares and the number of new shares issued for each type and the benefits associated with that type of shares;
  - i. Division, separation, consolidation, merger or transformation of a company;
  - j. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
  - k. Consider and handle violations of the Board of Directors or the Supervisory Board that cause damage to the Company and its shareholders;



- l. Decision to invest in or sell the Company's assets or transactions with a value equal to or greater than 35% of the total value of assets recorded in the latest audited financial statements;
  - m. Decision to redeem more than 10% of one type of issued shares of each type;
  - n. Contracts, transactions of borrowing, lending or sale of assets with a value greater than 10% of the total value of the company's assets recorded in the latest financial statements between the company and shareholders owning 51% or more of the total voting shares or related persons of such shareholders;
  - o. Other matters as prescribed by law and this Charter.
3. Shareholders are not allowed to participate in voting in the following cases:
- a. Through the contracts specified in Clause 2 of this Article when such shareholder or a person related to such shareholder is a party to the contract;
  - b. The redemption of shares of such shareholder or of persons related to such shareholders, unless the repurchase of shares is carried out in proportion to the ownership ratio of all shareholders or the repurchase is carried out through order matching transactions on the Stock Exchange or public tender offer in accordance with law.
4. All resolutions and issues that have been included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Article 16. Authorized Representatives**

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

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

Persons authorized to attend the General Meeting of Shareholders must submit a written authorization before entering the meeting room.

3. In case the lawyer signs the power of attorney on behalf of the authorized person, the appointment of the representative in this case shall only be considered valid if the letter of appointment of the representative is presented together with the power of attorney



or a valid copy of such power of attorney (if it has not previously been registered with the Company).

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

#### **Article 17. Change permissions**

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

#### **Article 18. Convening the General Meeting of Shareholders, meeting agenda and announcement of the General Meeting of Shareholders**

1. The Board of Directors shall convene the General Meeting of Shareholders or the General Meeting of Shareholders shall be convened in the cases specified at Point b or c, Clause 4, Article 14 of this Charter.



2. The convener of the General Meeting of Shareholders must perform the following tasks:
  - a. Prepare a list of shareholders eligible to participate and vote/vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information on the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;
  - b. Determining the time and place of the congress;
  - c. Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
  - d. Prepare the program and content of the congress;
  - e. Preparing documents for the congress;
  - f. Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;
  - g. Other tasks for the congress.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by the method of security, and at the same time published on the website of the Company and the State Securities Commission and the Stock Exchange. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders on the List of shareholders entitled to attend the meeting at least twenty-one (21) days before the opening date of the General Meeting of Shareholders (counting from the date on which the notice is duly sent or sent, to be paid or put in a mailbox). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on/elected at the General Meeting shall be sent to the shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:
  - a. Meeting agendas, documents used in the meeting;
  - b. List and details of candidates in case of election of members of the Board of Directors and Controllers;
  - c. Voting and election ballots;
  - d. Form of appointment of representative under authorization to attend the meeting;
  - e. Draft resolutions for each issue on the meeting agenda.
4. Shareholders or groups of shareholders specified in Clause 3, Article 12 of this Charter may propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The petition must include the full name of the shareholder, permanent residence address, nationality, number of the citizen's identity card, identity card, passport or other lawful personal identification for individual shareholders; name,



enterprise code or establishment decision number, address of the head office for shareholders being organizations; the number and type of shares held by such shareholders, and the contents of the proposal to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to reject proposals related to Clause 4, Article 18 in the following cases:
  - a. Proposals are sent on time or insufficiently, not in accordance with the content;
  - b. At the time of petition, the shareholder or group of shareholders does not hold 5% or more of ordinary shares as prescribed in Clause 3, Article 12 of this Charter;
  - c. Proposals are not within the scope of the decision-making authority of the General Meeting of Shareholders;
  - d. Other cases as prescribed by law.

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

1. The General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents at least 51% of the voting shares.
2. In case there is not a sufficient number of necessary delegates within thirty (30) minutes from the time of fixation for the opening of the congress, the convener of the meeting shall cancel the meeting. The General Meeting of Shareholders must be reconvened within thirty (30) days from the date on which the first General Meeting of Shareholders is intended. A reconvened General Meeting of Shareholders shall only be held when the participants are shareholders and authorized representatives attending the meeting representing at least 33% of the voting shares.
3. In case the second general meeting is not held due to the insufficient number of necessary delegates within thirty (30) minutes from the time of setting the opening of the general meeting, the third general meeting of shareholders may be convened within twenty (20) days from the date of the intended holding of the second general meeting and in this case the general meeting shall be held does not depend on the total number of votes of shareholders attending the meeting and has the right to decide on all issues expected to be approved at the first General Meeting of Shareholders.

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

1. Before the opening of the meeting, the Company must carry out the procedures for registering shareholders and must carry out the registration until all shareholders who have the right to attend the meeting are present to register
2. When registering shareholders, the Company grants each shareholder or authorized representative the right to vote a voting card, on which the registration number, full name of the shareholder, the full name of the authorized representative and the number of votes of such shareholder are inscribed. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. The voting is conducted by voting in favor, disapproval and no opinion. At the Congress, the number of votes approving the resolution is collected first, the number of cards disapproving the resolution is collected later, and finally counting the total number of votes in favor or disapproval to decide. The results of the vote counting were announced by the



Chairman just before the end of the meeting. The congress shall elect persons responsible for counting votes or supervising the counting of votes at the request of the chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders at the request of the Chairman of the meeting.

3. Shareholders or authorized representatives who arrive after the meeting has opened have the right to register immediately and then have the right to participate and vote/vote at the general meeting immediately after registration. The chairman is not responsible for stopping the general meeting so that shareholders are late to register and the validity of the contents that have been voted on/voted before remains unchanged.
4. The election of chairpersons, secretaries and vote counting committees is prescribed as follows:
  - a. The Chairman of the Board of Directors shall preside over meetings convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting on the principle of majority. In case of failure to elect a chairperson, the Head of the Control Board shall direct the General Meeting of Shareholders to elect the chairperson of the meeting from among the participants and the person with the highest vote to chair the meeting.
  - b. In other cases, the person who convenes the meeting of the General Meeting of Shareholders shall preside over the meeting of the General Meeting of Shareholders to elect the chairman of the meeting and the person with the highest number of votes shall be appointed to chair the meeting.
  - c. The chairman shall appoint one or several persons to act as the secretary of the meeting;
  - d. The General Meeting of Shareholders shall elect one or several persons to the vote counting committee at the request of the chairman of the meeting.
6. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The program must clearly and in detail determine the time for each issue in the content of the meeting agenda.
7. The presiding officer is the person who has the right to decide on the order, procedures and events arising outside the agenda of the General Meeting of Shareholders.
8. The chairman of the general meeting may postpone the general meeting when there is a consensus or request of the General Meeting of Shareholders that there is a sufficient number of delegates attending the meeting as prescribed in Clause 8, Article 142 of the Law on Enterprises.
9. 7. The convener or chairman of the General Meeting of Shareholders has the following rights:
  - a. Require all attendees to submit to inspections or other lawful and reasonable security measures;
  - b. Request the competent authority to maintain the order of the meeting; expel persons who do not comply with the executive authority of the chairman, deliberately disrupt



order, prevent the normal progress of the meeting, or fail to comply with the requirements for security checks from the General Meeting of Shareholders.

10. The Chairman of the General Meeting of Shareholders has the right to take necessary and reasonable measures to administer the General Meeting of Shareholders in an orderly manner, in accordance with the approved program and reflecting the wishes of the majority of the participants.
  - a. Arrangement of seats at the meeting place of the General Meeting of Shareholders;
  - b. Ensure the safety of everyone present at the meeting places;
  - c. Creating conditions for shareholders to attend (or continue to attend) the general meeting.

The convener of the General Meeting of Shareholders has the right to change the above-mentioned measures and apply all measures if the Board of Directors deems it necessary. Applicable measures may be to issue an entry permit or use other forms of electives.

11. The Chairman has the right to postpone the meeting of the General Meeting of Shareholders that has a sufficient number of people registered to attend the meeting not more than 03 working days from the date the meeting is scheduled to open and may only postpone the meeting or change the meeting venue in the following cases:
  - a. The meeting venue does not have enough convenient seating for all attendees;
  - b. The means of communication at the meeting venue do not ensure the participation, discussion and voting of shareholders attending the meeting;
  - c. There are people attending the meeting to obstruct or disrupt the order, risking making the meeting not conducted fairly and legally.
12. In case the chairperson postpones or suspends the meeting of the General Meeting of Shareholders in contravention of the provisions of Clause 11 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson to administer the meeting until the end; All resolutions passed at that meeting are enforceable.
13. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
14. Annually, the Company holds the General Meeting of Shareholders at least one (01) time. The Annual General Meeting of Shareholders shall not be held in the form of collecting shareholders' opinions in writing.

#### **Article 21. Approval of the decision of the General Meeting of Shareholders**

1. Resolutions and decisions on the following contents shall be adopted if they are approved by the number of shareholders representing at least 65% of the total voting votes of all shareholders (or authorized representatives) attending the meeting or at



least 65% of the total votes with voting rights in the form of collecting shareholders' opinions in writing. except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

- a. Type of shares and total number of shares of each type;
  - b. Change of business lines, professions and fields;
  - c. Changes in the organizational structure of the company's management;
  - d. Projects to invest in or sell assets with a value equal to or greater than 35% or more of the total value of the Company's assets calculated according to the latest audited financial statements;
  - e. Reorganization and dissolution of the company;
2. Resolutions shall be passed when they are approved by the number of shareholders owning more than 50% of the total votes of all shareholders attending the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.
  3. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for passing such resolutions are not implemented in accordance with regulations.

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

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

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve the decision of the General Meeting of Shareholders when deeming it necessary for the interests of the Company , except for the case specified in Clause 2, Article 147 of the Law on Enterprises.
2. The Board of Directors must prepare a poll for opinions, a draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution. The Board of Directors must ensure that documents are sent and disclosed to shareholders within a reasonable time for consideration and voting and must submit them at least ten (10) days before the deadline for receiving the opinion polls. Requirements and methods for sending opinion polls and enclosed documents shall comply with the provisions of Clause 3, Article 18 of this Charter.
3. The opinion poll must contain the following principal contents:
  - a. Name, address of the head office, number and date of issuance of the Certificate of Enterprise Registration, place of business registration of the Company;
  - b. Purpose of collecting opinions;
  - c. Full name, permanent residence address, nationality, number of citizen identity card, identity card, passport or other lawful personal identification of the shareholder being an individual; name, enterprise code or establishment decision number, address of the head office of the shareholder being an organization or full name, permanent residence address, nationality, number of citizen identity card, identity card, passport or other



lawful personal identification of the authorized representative of the shareholder being an organization; the number of shares of each type and the number of votes voted by shareholders

- d. Issues that need to be consulted for approval of decisions;
  - e. The voting plan includes approving, disapproving and not having opinions on each issue for consultation;
  - f. The deadline for sending to the Company the answered opinion poll form;
  - g. Full name and signature of the Chairman of the Board of Directors.
4. The answered opinion poll must be signed by the shareholder being an individual, or the legal representative of the shareholder being an organization or individual, the legal representative of the authorized organization.
5. Shareholders may send the answered opinion poll to the Company in one of the following forms:
- a. Sending a letter: The answered opinion poll must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder who is an organization. The opinion poll sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;
  - b. Send faxes or emails. The opinion poll sent to the company by fax or email must be kept confidential until the time of vote counting.
  - c. The opinion poll sent to the company after the time limit specified in the opinion poll or has been opened in the case of sending a letter and disclosed in the case of sending a fax or email is invalid. Opinion poll papers that are not sent (including opinion polls that cannot be sent to shareholders due to inaccurate identification of shareholders' addresses, incomplete shareholders' addresses, incorrect addresses provided by shareholders,...) are considered votes not to participate in voting;
6. The Board of Directors counts votes and makes a record of vote counting under the witness of the Supervisory Board or shareholders who are not executives of the enterprise. The vote counting record must contain the following principal contents:
- a. Name, address of the head office, enterprise code;
  - b. Purpose and issues to be consulted to pass the resolution;
  - c. The number of shareholders with the total number of votes who participated in voting, distinguishing the number of valid votes and the number of invalid votes, the method of sending votes, enclosed with an appendix to the list of shareholders participating in voting;
  - d. The total number of votes in favor, disapproval and no opinion on each issue;
  - e. The issues that were passed and the corresponding voting rate passed;
  - f. Full name and signature of the Chairman of the Board of Directors, the Company's legal representative and of the vote counting supervisor and the vote counter
- Members of the Board of Directors, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting



records; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.

7. The vote counting record must be sent to the shareholders within fifteen (15) days from the end of the vote count. In case the Company has a website, the submission of the vote counting record may be replaced by posting it on the Company's website within twenty-four (24) hours from the time of the end of the vote counting
8. The answered opinion poll, the vote counting record, the full text of the approved resolution and relevant documents enclosed with the opinion poll must be kept at the Company's head office.
9. Resolutions adopted in the form of collecting shareholders' opinions in writing must be approved by the number of shareholders representing at least 51% of the total voting shares and have the same validity as the resolutions passed at the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in other electronic forms. The minutes must be made in Vietnamese, may be additionally made in English and contain the following principal contents:
  - a. Name, address of the head office, enterprise code;
  - b. Time and place of the General Meeting of Shareholders;
  - c. Agenda and contents of the meeting;
  - d. Full name of the chairman and secretary;
  - e. Summary of the meeting's developments and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
  - f. The number of shareholders and the total number of votes/votes of shareholders attending the meeting, the appendix to the list of shareholders and shareholders' representatives attending the meeting with the corresponding number of shares and votes;
  - g. The total number of votes for each voting issue, clearly stating the voting method, the total number of valid and invalid, approving, disapproving and no opinions; the proportion of the total number of votes of shareholders attending the meeting;
  - h. Summing up the number of votes for each candidate;
  - i. The issues that were passed and the corresponding percentage of votes voted for approval;
  - j. Signatures of the chairman and secretary.
  - k. Minutes made in Vietnamese and English have the same legal effect. In case there is a difference in the contents of the Vietnamese and English minutes, the contents of the Vietnamese minutes shall prevail.
2. The minutes of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and the secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes



3. The minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the end of the meeting.
4. The minutes of the General Meeting of Shareholders shall be considered as authentic evidence of the work carried out at the General Meeting of Shareholders unless there is an objection to the contents of the minutes made in accordance with the prescribed procedures within ten (10) days from the sending of the minutes.
5. The minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registering to attend the meeting, the written authorization to attend the meeting and relevant documents must be kept at the Company's head office.

**Article 24. Request to cancel the decision of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of vote counting results for collecting shareholders' opinions in writing, members of the Board of Directors, Controllers, General Directors, shareholders or groups of shareholders specified in Clause 2, Article 115 of this Charter may request the Court or Arbitrator to consider, annulment of decisions of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings or collecting shareholders' opinions in writing and issuing decisions of the General Meeting of Shareholders do not comply with the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 3, Article 21 of this Charter;
2. Contents of resolutions that violate law or this Charter

## **CHAPTER VII**

### **BOARD**

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

1. In case the candidates have been identified in advance, information related to the candidates of the Board of Directors shall be included in the documents of the General Meeting of Shareholders and published at least ten (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 dropping out coupons. Candidates for the Board of Directors must have a written commitment to the truthfulness, accuracy and reasonableness of the personal information disclosed and must commit to perform their duties honestly if elected as a member of the Board of Directors. Information related to the candidates of the Board of Directors shall be disclosed including at least the following contents:
  - a. Full name, date of birth;
  - b. Educational level;



- c. Professional qualifications;
  - d. Work process;
  - e. Companies in which the candidate is holding the position of member of the Board of Directors and other management positions;
  - f. An evaluation report on the candidate's contribution to the Company, in case the candidate is currently a member of the Company's Board of Directors;
  - g. Benefits related to the Company (if any);
  - h. Full name of the shareholder or group of shareholders nominating the candidate (if any);
  - i. Other information (if any).
2. Shareholders or groups of shareholders holding between 5% and less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% shall be nominated for a maximum of five (05) candidates; from 60% to less than 70% shall be nominated for a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates; and from 80% to less than 90% are nominated for a maximum of eight (08) candidates.
  3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the Board of Directors shall comply with the company's Charter, the Internal Regulation on corporate governance and the Regulation 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 law.
  4. Members of the Board of Directors must meet the criteria and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises.

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

1. The number of members of the Board of Directors is five (05) persons with a term of not more than 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their term of office, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work
2. The structure of members of the Board of Directors is as follows:  
  
The total number of independent members of the Board of Directors must be at least one-third (1/3) the total number of members of the Board of Directors who are non-executive members. The Company minimizes the members of the Board of Directors who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.



A member of the Board of Directors shall no longer be a member of the Board of Directors in the following cases:

- a. Failing to be eligible as a member of the Board of Directors as prescribed by the Law on Enterprises;
  - b. Have a letter of resignation and be approved;
  - c. Having a mental disorder and another member of the Board of Directors has professional evidence that the person is no longer capable of acting;
  - d. Failing to attend meetings of the Board of Directors within (06) consecutive months, except in case of force majeure;
  - e. According to the decision of the General Meeting of Shareholders;
  - f. Other cases as prescribed by law and this Charter.
3. The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of the law on securities and securities market
  4. Members of the Board of Directors may not be shareholders of the Company.

**Article 27. Powers and duties of the Board of Directors**

1. The Board of Directors is the company's management agency, which has the full right to decide and exercise the company's rights and obligations on behalf of the company, except for the rights and obligations under the jurisdiction of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, the Company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
  - a. Decide on the Company's strategy, medium-term development plan and annual business plan;
  - b. Determine operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;
  - c. Deciding on solutions for market development, marketing and technology;
  - d. Appointing and dismissing, signing contracts, terminating contracts for General Directors and other executives and deciding on their salaries;
  - e. Supervising and directing the General Director and other executives;
  - f. Resolving the Company's complaints against the operator of the business as well as deciding on the selection of the Company's representative to settle matters related to legal proceedings against such executive;
  - g. To decide on the organizational structure of the company, the establishment of subsidiaries, the establishment of branches, representative offices and the capital contribution and purchase of shares of other enterprises;
  - h. Proposing the reorganization or dissolution of the Company;
  - i. Decide on internal regulations on corporate governance after being approved by the General Meeting of Shareholders to effectively protect shareholders;



- j. Approving programs and contents of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve the decision;
- k. Proposing annual dividends; decide on the time limit and procedures for dividend payment;
- l. Proposing the types of shares that can be issued and the total number of shares issued by each type;
- m. Proposing the issuance of convertible bonds and bonds with warrants;
- n. Decide on the offering price of stocks and bonds in case of being authorized by the General Meeting of Shareholders;
- o. Submit the audited annual financial statements and corporate governance reports to the General Meeting of Shareholders;
- p. Report to the General Meeting of Shareholders on the appointment of the General Director by the Board of Directors;
- q. Develop and promulgate other governance regulations to manage all aspects of the Company's activities in accordance with relevant laws" to be consistent with the reality of management and administration at the enterprise;
- r. Other rights and obligations (if any).
- 3. The following matters must be approved by the Board of Directors:
  - a. Establishment of branches or representative offices of the Company;
  - b. Establishment of subsidiaries of the Company;
  - c. Within the scope specified in Clause 2, Article 149 of the Law on Enterprises and except for the cases specified in Clause 2, Article 135 and Clauses 1 and 3, Article 162 of the Law on Enterprises, which must be ratified by the General Meeting of Shareholders, the Board of Directors shall decide on the implementation, amendment and cancellation of the Company's contracts;
  - d. Appointment and dismissal of persons authorized by the Company as commercial representatives and lawyers of the Company;
  - e. The borrowing of debts and the performance of mortgages, guarantees, guarantees and indemnities of the Company;
  - f. Investments not included in the business plan and budget exceed 10% of the value of the annual business plan and budget;
  - g. The purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad;
  - h. The valuation of non-monetary assets contributed to the Company in connection with the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;
  - i. The redemption or recovery of not more than 10% of the total number of shares of each type that have been offered for sale in twelve (12) months;
  - j. Deciding on the purchase price or redemption of the Company's shares;



- k. Business or transaction matters that the Board decides require approval within its authority and responsibility.
4. The Board of Directors must report to the General Meeting of Shareholders the results of the Board of Directors' activities as prescribed in Article 280 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.
5. Unless otherwise provided by law and the Charter, the Board of Directors may authorize subordinate employees and other executives to handle the work on behalf of the Company.

#### **Article 28. Remuneration, Salary and Benefits of Board Members**

1. Members of the Board of Directors (excluding authorized representatives) are entitled to receive remuneration for their work as members of the Board of Directors. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration shall be divided among the members of the Board of Directors as agreed upon in the Board of Directors or divided equally in case of failure to reach an agreement
2. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting
3. A member of the Board of Directors holding an executive position or a member of the Board of Directors working in subcommittees of the Board of Directors or performing other tasks that according to the Board of Directors are outside the scope of ordinary duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum remuneration, salary, commission, percentage of profit or in other forms as decided by the Board of Directors.
4. Members of the Board of Directors are entitled to be paid all travel, meals, accommodation and other reasonable expenses that they have incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders. Board of Directors or subcommittees of the Board of Directors.
5. Members of the Board of Directors may purchase liability insurance by the Company after the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of the Board of Directors members related to violations of the law and the company's Charter.

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

1. The Board of Directors must select from among the members of the Board of Directors to elect the Chairman.
2. The Chairman of the Board of Directors may not concurrently be the General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
4. Formulate programs and plans for activities of the Board of Directors;



5. Prepare programs, contents and documents for the meeting; convening, presiding over and presiding over meetings of the Board of Directors;
6. Organize the adoption of resolutions and decisions of the Board of Directors;
7. Supervising the process of organizing the implementation of resolutions and decisions of the Board of Directors;
8. The Chairman of the Board of Directors shall convene and preside over the General Meeting of Shareholders and meetings of the Board of Directors, and shall have other rights and responsibilities specified in this Charter and the Law on Enterprises.
9. The Chairman of the Board of Directors may be dismissed at the decision of the Board of Directors. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within ten (10) days.

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

1. In case the Board of Directors elects the Chairman, the Chairman of the Board of Directors shall be elected at the first meeting of the term of the Board of Directors within seven (07) working days from the end of the election of the Board of Directors for that term. This meeting is convened by the member with the highest number of votes or the highest percentage of votes. In case there is more than one (01) member with the highest number of votes or the highest percentage of votes, the members shall vote on the principle of majority to elect one (01) of them to convene a meeting of the Board of Directors.
2. The Chairman of the Board of Directors must convene regular and irregular meetings of the Board of Directors, formulate the agenda, time and place of the meeting at least five (05) working days before the meeting date. The Chairman may convene a meeting when deeming it necessary, but must meet at least once (01) time per quarter.
3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors, which must not be postponed without plausible reasons, when one of the following subjects requests in writing clearly stating the purpose of the meeting and the issues to be discussed:
  - a. General Director or at least five (05) other managers;
  - b. At the request of the Control Board or an independent member of the Board of Directors;
  - c. At least two (02) members of the Board of Directors;
  - d. Other cases (if any).
4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. In case of failing to convene a meeting as requested, the Chairman of the Board of Directors shall be responsible for the damage caused to the Company; the persons proposing the organization of meetings specified in Clause 3, Article 30 may replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
5. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least [03 working days]



before the date of the meeting [if the company's Charter does not provide otherwise]. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the voting slips of the members.

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

6. The Chairman of the Board of Directors or the convener shall send notices of invitation to meetings and enclosed documents to members of the Control Board as for members of the Board of Directors. Members of the Control Board have the right to attend meetings of the Board of Directors; have the right to discuss but not vote.
7. At the request of an independent auditing firm to audit the Company's financial statements, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.
8. Meetings of the Board of Directors shall be conducted at the head office of the Company or at other locations in Vietnam or abroad at the discretion of the Chairman of the Board of Directors and agreed upon by the Board of Directors.
9. Meetings of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of members of the Board of Directors are present in person or through a representative (authorized person) if approved by a majority of the Board of Directors members.

In case the number of members attending the meeting is insufficient as prescribed, the meeting must be convened for the second time within seven (07) days from the date of the intended first meeting. The second convened meeting shall be held if more than half (1/2) of the members of the Board of Directors attend the meeting.

10. A meeting of the Board of Directors may be held in the form of an online conference between members of the Board of Directors when all or several members are in different locations provided that each member participating in the meeting can:
  - a. Listening to each other member of the Board of Directors speaking in the meeting;
  - b. Address to all other attendees simultaneously. Discussions between members may be conducted directly by telephone or by other means of communication or a combination of these methods. A member of the Board of Directors who participates in such a meeting is deemed to be "present" at that meeting. The place of the meeting held under this regulation is the place where the most members of the Board of Directors are present, or the place where the Chairman of the meeting is present.

Decisions adopted during the telephone meeting are duly held and conducted, effective immediately at the end of the meeting but must be affirmed by the signatures in the minutes of all members of the Board attending this meeting.

11. Members of the Board of Directors may send voting ballots to the meeting by mail, fax, or email. In case of sending votes to the meeting by mail, the votes must be



contained in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening. Voting ballots may only be opened in the presence of all attendees.

12. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:
  - a. Attending and voting directly at the meeting;
  - b. Authorize other persons to attend meetings and vote as prescribed in Clause 11 of this Article;
  - c. Attend and vote through online conferences, electronic voting or other electronic forms;
  - d. Send voting ballots to the meeting by mail, fax, email;
  - e. Except for the provisions of Point b, Clause 9, Article 30, each member of the Board of Directors or an authorized person approved under the provisions of Clause 8 of this Article shall be directly present as an individual at the meeting of the Board of Directors with one (01) vote;
  - f. A member of the Board of Directors may not vote on contracts, transactions or proposals in which such member or a person related to that member has an interest and such interests conflict or may conflict with the interests of the Company. Members of the Board of Directors shall not be included in the minimum percentage of members present to be able to hold meetings of the Board of Directors on decisions that such members do not have the right to vote on;
  - g. According to the provisions of Point d, Clause 11, Article 30, when an issue arises at a meeting related to the interests or voting rights of a member of the Board of Directors but such member does not voluntarily waive the voting right, the decision of the chairman shall be final. except for cases where the nature or scope of interests of the relevant members of the Board of Directors has not been fully disclosed;
  - h. Members of the Board of Directors who benefit from a contract specified at Points a and b, Clause 5, Article 39 of this Charter are considered to have significant interests in such contract.
  - i. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been concluded or is about to be concluded with the Company and knows himself or herself as a person with an interest in it is responsible for disclosing this interest at the first meeting of the Board discussing the conclusion of this contract or transaction. In case a member of the Board of Directors does not know that he or she and related persons have interests at the time the contract or transaction is signed with the Company, such member of the Board of Directors must publicize the relevant interests at the first meeting of the Board of Directors held after this member knows that he or she has interests or will have interests in the transaction or contract mentioned above.
  - j. The Board of Directors approves decisions and issues resolutions on the basis of the majority of members of the Board of Directors attending the meeting. In case the



number of votes for and against is equal, the vote of the Chairman of the Board of Directors shall be the decisive vote.

- k. Resolutions in the form of collecting written opinions shall be adopted on the basis of the approval of the majority of members of the Board of Directors who have the right to vote. This Resolution has the same effect and validity as the resolution adopted at the meeting.
- l. The Chairman of the Board of Directors shall send the resolutions and minutes of the Board of Directors meeting to the members and such resolutions and minutes shall be authentic evidence of the work carried out during the meeting unless there is an objection to the contents of the minutes within ten (10) days from the date of sending. Resolutions and minutes of meetings of the Board of Directors shall be made in Vietnamese. The minutes must be signed by the chairman and the person who records the minutes.

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

1. The Board of Directors may establish sub-committees to be in charge of development policies, human resources, salary and bonuses, and internal audit. The number of members of the subcommittee is decided by the Board of Directors, but there should be at least three (03) people including members of the Board of Directors and external members. Independent members of the Board of Directors should make up a majority in the subcommittee, and one of these members is appointed as the Head of the subcommittee at the discretion of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee is only effective when the majority of members attend and vote to approve it at the meeting of the subcommittee.
2. The implementation of decisions of the Board of Directors or subcommittees under the Board of Directors must comply with current legal provisions and the provisions of the company's charter and internal regulations on corporate governance.

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

1. The Board of Directors shall appoint at least one (01) person as the person in charge of corporate governance to support the effective conduct of corporate governance activities. The term of office of the person in charge of corporate governance shall be decided by the Board of Directors, a maximum of five (05) years. The person in charge of corporate governance may concurrently hold the title of Company Secretary.
2. The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.
3. The person in charge of corporate governance has the following rights and obligations:
  - a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related affairs between the Company and shareholders;
  - b. Prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;



- c. Advising on the procedure of meetings;
  - d. Attend meetings;
  - e. Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;
  - f. Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Control Board;
  - g. Supervise and report to the Board of Directors on the Company's information disclosure activities;
  - h. Acting as a point of contact with relevant stakeholders;
  - i. Confidentiality of information in accordance with the provisions of law and the company's Charter;
  - j. Other rights and obligations as prescribed by law and the [Company's Charter].
4. The Board of Directors may dismiss the person in charge of corporate governance when necessary but not contrary to the current labor laws. The Board of Directors may appoint an Assistant Person in charge of corporate governance from time to time.

## **CHAPTER VIII**

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

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

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business of the Company. The company has one (01) General Director, Deputy General Directors, Chief Accountant and other titles appointed by the Board of Directors. The appointment, dismissal and dismissal of the above-mentioned positions must be approved by a resolution of the Board of Directors.

#### **Article 34. Business Executives**

1. The Company's executives include the General Director, Deputy General Director.
2. At the request of the General Director and the approval of the Board of Directors, the Company may recruit other executives with the number and standards in accordance with the Company's management structure and regulations prescribed by the Board of Directors. Business executives must have a diligent responsibility to support the Company in achieving the goals set in its operations and organization.
3. Remuneration, salaries, benefits and other provisions of the labor contract for the General Director shall be decided by the Board of Directors and contracts with other executives shall be decided by the Board of Directors after consultation with the General Director.
4. The executive's salary shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.



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

1. The Board of Directors shall appoint one (01) member of the Board of Directors or another person as the General Director and sign a contract which stipulates remuneration, salary and other benefits. The remuneration, salary and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, expressed as a separate item in the Annual Financial Statement and stated in the Company's Annual Report.
2. The General Director is the person who runs the day-to-day business of the Company. The term of office of the General Director is three (03) years and may be reappointed. The appointment may expire based on the provisions of the labor contract. The General Director is not a person who is prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the company's Charter. The term of office of the Deputy General Director and Chief Accountant of the Company is three (03) years and must meet the standards and conditions prescribed by law and the company's Charter.
3. The General Director has the following rights and obligations:
  - a. Implementing the resolutions of the Board of Directors and the General Meeting of Shareholders, the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders;
  - b. To decide on all matters relating to the day-to-day business of the Company that are not under the jurisdiction of the Board of Directors, including entering into financial and commercial contracts on behalf of the Company, organizing and operating the Company's day-to-day business activities in accordance with best management practices;
  - c. To propose the number and executives of the enterprise that the Company needs to recruit for the Board of Directors to appoint or dismiss according to internal regulations and to propose remuneration, salary and other benefits for the executives of the enterprise for the Board of Directors to decide;
  - d. Consult with the Board of Directors to decide on the number of employees, salaries, benefits, appointments, dismissals, and other terms related to their employment contracts;
  - e. On October 31 of each year, the General Director shall submit to the Board of Directors for approval a detailed business plan for the next fiscal year on the basis of meeting the requirements of the appropriate budget as well as the five (05) year financial plan;
  - f. Propose measures to improve the operation and management of the Company;
  - g. Prepare long-term, annual and quarterly estimates of the Company (hereinafter referred to as estimates) in service of the Company's long-term, annual and quarterly management activities according to the business plan. The annual estimate (including the balance sheet, the report on business results and the report on expected cash flows) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Company's regulations;



- h. Propose to the Board of Directors the organizational structure plan and internal management regulations of the Company.
  - i. Deciding on salaries and other benefits for employees in the Company, including managers under the appointing authority of the General Director;
  - j. Proposing a plan to pay dividends or handle losses in business;
  - k. Other rights and obligations as prescribed by law, this Charter, the Company's internal regulations, resolutions of the Board of Directors, and labor contracts signed with the Company.
- 4. The General Director shall be responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned tasks and powers and must report to these agencies when requested.
  - 5. The Board of Directors may dismiss the General Director when a majority of the members of the Board of Directors attending the meeting have the right to vote in favor of and appoint a new General Director to replace him.

## **CHAPTER IX**

### **SUPERVISORY BOARD**

#### **Article 36. Candidacy and nomination of Controllers**

- 1. The identification of candidates and the disclosure of candidate information shall be similar to those specified in Clauses 1 and 2, Article 25 of this Charter.
- 2. In case the number of candidates of the Supervisory Board approved for nomination and candidacy is not sufficient, the incumbent Supervisory Board may nominate additional candidates or organize nomination according to the mechanism specified in the company's charter and internal regulations on corporate governance. The mechanism for the incumbent Supervisory Board nominating candidates for the Supervisory Board must be clearly announced and must be approved by the General Meeting of Shareholders before proceeding with the nomination.

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

- 1. The number of Controllers of the Company is three (03) persons. The term of office of the Comptroller shall not exceed five (05) years and may be re-elected for an unlimited number of terms.
- 2. Controllers must meet the criteria and conditions specified in Clause 1, Article 169 of the Law on Enterprises, the company's charter, and the Internal Regulations on corporate governance and do not fall into the following cases:
  - m. Work in the accounting and finance departments of the company.
  - n. Being a member or employee of an independent auditing firm auditing the company's financial statements for the preceding three (03) years.
- 3. The Controllers elect one (01) of them to be the Head of the Committee on the principle of majority. The Head of the Supervisory Board must be a professional auditor or accountant and must work full-time at the Company. The Head of the Control Board has the following rights and responsibilities:
  - a. Convening a meeting of the Supervisory Board;



- b. Request the Board of Directors, the General Director and other executives to provide relevant information to report to the Control Board;
- c. Prepare and sign the report of the Supervisory Board after consulting the Board of Directors for submission to the General Meeting of Shareholders.
- 4. Controllers shall be dismissed in the following cases:
  - a. No longer meet the qualifications and conditions to be a Controller as prescribed in the Law on Enterprises;
  - b. Failing to exercise his/her rights and obligations for six (06) consecutive months, except for force majeure cases;
  - c. Have a letter of resignation and be approved;
  - d. Other cases as prescribed by law and this Charter.
- 5. Controllers shall be dismissed in the following cases:
  - a. Failing to complete assigned tasks and jobs;
  - b. Seriously violating or repeatedly violating the obligations of the Comptroller as prescribed by the Law on Enterprises and the company's Charter;
  - c. According to the decision of the General Meeting of Shareholders;
  - d. Other cases as prescribed by law and this Charter.

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

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

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

- 1. The Control Board has the rights and obligations specified in Article 170 of the Law on Enterprises and the following rights and obligations:
  - a. Propose and propose the General Meeting of Shareholders to approve an independent audit organization to audit the company's financial statements; decide on the audit organization approved to inspect the Company's operations, and exempt the approved auditor when deeming it necessary.
  - a. To be responsible to shareholders for their supervisory activities;
  - b. Supervising the company's financial situation, the legality of activities of members of the Board of Directors, General Directors, other executives, the coordination of



activities between the Supervisory Board and the Board of Directors, the General Director and shareholders;

- c. In case of detecting acts of violation of law or violation of the company's charter by members of the Board of Directors, the General Director and other executives of the enterprise, they must notify in writing to the Board of Directors within forty-eight (48) hours, request the violators to stop their violations and take remedial solutions;
  - d. Formulate the Operation Regulation of the Supervisory Board and submit it to the General Meeting of Shareholders for approval;
  - e. Report at the General Meeting of Shareholders in accordance with the Law on Enterprises;
  - f. Other rights and obligations as prescribed by law and internal regulations on corporate governance.
2. Members of the Board of Directors, General Directors and other executives of enterprises must provide complete, accurate and timely information and documents on the management, administration and operation of the Company at the request of the Supervisory Board. The person in charge of corporate governance must ensure that all copies of resolutions, minutes of the General Meeting of Shareholders and of the Board of Directors, financial information, other information and documents provided to shareholders and members of the Board of Directors must be provided to the Controllers at the same time and in the following manner as follows: for shareholders and members of the Board of Directors.
  3. Have the right to access the Company's records and documents kept at the head office, branches and other locations; have the right to go to the place of work of managers and employees of the Company during working hours;
  4. The Control Board may issue regulations on the meetings of the Control Board and the manner in which the Control Board operates. The Control Board must meet at least two (02) times a year and the meeting shall be held when two-thirds (2/3) or more of the Controllers attend the meeting.
  5. The remuneration, salary and other benefits of the Comptroller shall be decided by the General Meeting of Shareholders. Controllers shall be paid for accommodation, travel and other expenses reasonably incurred when they participate in meetings of the Supervisory Board or perform other activities of the Supervisory Board.

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

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

### **CHAPTER X**



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

### **Article 41. Responsibility for Caution**

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

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

1. Members of the Board of Directors, Controllers, General Directors and other executives must disclose relevant interests in accordance with the Law on Enterprises and other legal provisions
2. Members of the Board of Directors, members of the Supervisory Board, General Directors and other executives are not permitted to use business opportunities that may benefit the Company for personal purposes; at the same time, they must not use the information obtained through their positions for personal self-interest or to serve the interests of other organizations or individuals.
3. Unless otherwise decided by the General Meeting of Shareholders, the Company is not allowed to grant loans or guarantees to members of the Board of Directors, Controllers, General Directors, other executives and individuals and organizations related to the above-mentioned members or legal entities with which these persons have financial interests, except in the case of the Company and Organizations related to this member are companies in the same group or companies operating in groups of companies, including parent companies - subsidiaries, economic groups and specialized laws as otherwise prescribed.
4. Members of the Board of Directors, members of the Control Board, General Director and other managers are obliged to notify in writing to the Board of Directors and the Control Board of transactions between the Company, its subsidiaries and other companies in which the public company controls more than 50% or more of the charter capital with such entities or related persons of such subjects according to the provisions of law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.
5. Contracts or transactions between the Company and one or more members of the Board of Directors, Controllers, General Directors, other executives and individuals and organizations related to them or the company, partner, association, or organization of which the Board of Directors, Controllers, General Directors, other executives or persons related to them who are members of, or have related financial interests, shall not be invalidated in the following cases:
  - a. For contracts with a value of less than twenty percent (20%) of the total value of assets recorded in the latest financial statements, the important contents of the contract or transaction as well as the relationships and interests of members of the Board of



Directors, Controllers, etc. The General Director and other executives have been reported to the Board of Directors. At the same time, the Board of Directors has allowed the performance of such contract or transaction in good faith by a majority of votes of members of the Board of Directors who have no related interests;

- b. For contracts with a value greater than or equal to twenty percent (20%) of the total value of assets recorded in the latest financial statements, the important contents of this contract or transaction as well as the relationship and interests of members of the Board of Directors, Controllers, General Directors, other executives who have been disclosed to shareholders who have no related interests have the right to vote on the matter, and those shareholders have approved the contract or transaction;
- c. Such contract or transaction is deemed by an independent advisory organization to be fair and reasonable in all respects relating to the shareholders of the Company at the time such transaction or contract is approved by the Board of Directors or the General Meeting of Shareholders.

Members of the Board of Directors, Controllers, General Directors, other executives and organizations and individuals related to the above-mentioned members are not allowed to use information that has not been disclosed by the Company or disclosed to others to carry out related transactions.

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

1. Members of the Board of Directors, Controllers, General Directors and other managers who violate their obligations and responsibilities honestly and prudently, fail to fulfill their obligations with diligence and professional capacity shall be responsible for the damages caused by their violations.
2. The Company shall indemnify persons who have been, are or may become a stakeholder in complaints, lawsuits, and prosecutions (including civil, administrative and non-lawsuits filed by the Company) if such persons have been or are members of the Board of Directors, Controllers, General Directors, other executives, employees or representatives authorized by the Company or such person has or is acting at the request of the Company as a member of the Board of Directors, operator of the business, employee or authorized representative of the Company provided that he or she has acted in good faith, be prudent, diligent for the benefit of or not conflict with the interests of the Company, on the basis of compliance with the law and without evidence that the person has breached his or her responsibilities.
3. When performing functions, tasks or performing tasks as authorized by the Company, members of the Board of Directors, members of the Supervisory Board, managers, employees or authorized representatives of the Company shall be compensated by the Company when they become a stakeholder in complaints, lawsuits and prosecutions (except for lawsuits in which the Company is the plaintiff) in the following cases:
  - a. Have acted honestly, carefully, diligently for the benefit of the Company and do not contradict the interests of the Company;
  - b. Complying with the law and having no evidence of failure to fulfill its responsibilities.



4. Compensation costs include costs incurred (including attorneys' fees), judgment costs, fines, payables incurred in fact or deemed reasonable when settling these cases within the framework of law. The company may purchase insurance for such persons to avoid the above-mentioned liabilities.

## **CHAPTER XI**

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

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

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

## **CHAPTER XII**

### **EMPLOYEES AND TRADE UNIONS**



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

1. The General Director shall make a plan for the Board of Directors to approve matters related to the recruitment, termination of employees, salaries, social insurance, benefits, rewards and discipline of employees and business executives.
2. The General Director shall make a plan for the Board of Directors to approve matters relating to the Company's relations with trade union organizations in accordance with the standards, best management practices and policies, practices and policies specified in this Charter. the Company's regulations and applicable laws.

### **CHAPTER XIII**

#### **PROFIT DISTRIBUTION**

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

1. The General Meeting of Shareholders shall decide on the distribution of the Company's after-tax profits and pay dividends to shareholders on the basis of the plan proposed by the Board of Directors of the Company, according to the following principles:
  - a. The appropriation for setting up the Reward Fund and Welfare Fund shall not exceed 10% of the Company's after-tax profit arising in the year;
  - b. The appropriation and use of the Reward Fund of the Management and Executive Board and other funds in accordance with the provisions of law is in accordance with the production and business efficiency and investment and development needs of the Company
2. The General Meeting of Shareholders authorizes the Board of Directors of the Company to decide on the dividend advance level and make dividend advance payments to shareholders in accordance with the Company's production results in the year.
3. The Company does not pay interest on dividend payments or payments related to a type of stock.
4. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of all or part of the dividend in shares and the Board of Directors is the agency that implements this decision.
5. In case dividends or other amounts related to a stock are paid in cash, the Company must pay in Vietnamese dong. The payment can be made directly or through banks on the basis of bank details provided by shareholders. In case the Company has transferred the money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount of money transferred by the Company to the beneficiary shareholder. The payment of dividends for stocks listed on the Stock Exchange can be conducted through the securities company or the Vietnam Securities Depository.
6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors passed a resolution to determine a specific date to finalize the list of shareholders. Based on that date, those who register as shareholders or owners of other securities are entitled to receive dividends, interest, profit distributions, receive shares, receive notices or other documents.



7. Other matters related to the distribution of profits shall be carried out in accordance with the provisions of law.

## **CHAPTER XIV**

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

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

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

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

The Company's financial year starts from the first day of January every year and ends on the 31st day of December of the same year. The first fiscal year starts from the date of issuance of the Enterprise Registration Certificate and ends on the 31st day of December immediately following the date of issuance of such Enterprise Registration Certificate.

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

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

## **CHAPTER XV**

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

#### **Article 50. Five, six-month, and quarterly financial statements**

1. The company must prepare an annual financial statement in accordance with the provisions of law as well as the regulations of the State Securities Commission and the report must be audited and within 90 days from the end of each fiscal year, it must submit an annual financial statement in accordance with the provisions of law



2. The annual financial statement must include a report on the results of business activities reflecting honestly and objectively the situation of the Company's profits and losses in the fiscal year, the balance sheet reflecting honestly and objectively the Company's operation up to the time of making the report, cash flow statements and explanations to financial statements.
3. The company must prepare and publish the reviewed six-month financial statements and quarterly financial statements in accordance with the regulations of the State Securities Commission and the Stock Exchange and submit them to the relevant tax authorities and the Business Registration Authority in accordance with the provisions of the Enterprise Law
4. The audited annual financial statements (including the auditor's opinion), the reviewed six-month report and the company's quarterly financial statements must be published on the Company's website.
5. Interested organizations and individuals are entitled to inspect or make copies of audited annual financial statements, reviewed six-month reports and quarterly financial statements during the Company's working hours, at the Company's head office, and must pay a reasonable fee for copying.

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

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

### **CHAPTER XVI CORPORATE AUDIT**

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

1. The General Meeting of Shareholders shall appoint an independent auditing firm or adopt a list of independent auditing firms and authorize the Board of Directors to select one of these entities to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Board of Directors administration.
2. The independent audit firm shall inspect, certify, prepare an audit report and submit such report to the Board of Directors within two (02) months from the end of the fiscal year.
3. A copy of the audit report is attached to the Company's annual financial statements.
4. Independent auditors performing the audit of the Company are allowed to attend the General Meeting of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive and to express opinions at the General Meeting on matters related to the audit of financial statements of the company.

### **CHAPTER XVII SEALS**

#### **Article 53. Seal**

1. A seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.



2. The Board of Directors shall decide on the type, quantity, form and content of the seal of the Company, branch or representative office.
3. The Board of Directors and the General Director shall use and manage seals in accordance with current law.

## **CHAPTER XVIII**

### **DISSOLUTION AND LIQUIDATION**

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

1. The company may be dissolved in the following cases:
  - a. The end of the Company's term of operation, even after it has been extended;
  - b. Dissolve ahead of time according to the decision of the General Meeting of Shareholders;
  - c. The Enterprise Registration Certificate is revoked;
  - d. Dissolve ahead of time according to the decision of the General Meeting of Shareholders;
  - e. Other cases as prescribed by law.
2. The dissolution of the Company ahead of time (including the extended time limit) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

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

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months before the end of the operation term so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.
2. The operation term shall be extended when 65% or more of the total votes of shareholders with voting rights are present in person or through authorized representatives present at the General Meeting of Shareholders for approval.

#### **Article 56. Liquidation**

1. At least six (06) months before the end of the Company's operation term or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members appointed by the General Meeting of Shareholders and one (01) member appointed by the Board of Directors from an independent auditing firm. The liquidation board prepares its operating regulations. Members of the Liquidation Board can be selected from among the Company's employees or independent experts. All liquidation-related expenses are preferentially paid by the Company before the Company's other liabilities.
2. The liquidation board shall have to report to the business registration authority on the date of establishment and the date of commencement of operation. Since that time, the Liquidation Board has represented the Company in all matters related to the liquidation of the Company before the Courts and administrative authorities.
3. The proceeds from the liquidation shall be paid in the following order:



- a. Liquidation expenses;
- b. Salary arrears, severance allowances, social insurance and other benefits of employees under the signed collective labor agreement and labor contract;
- c. Tax debts;
- d. Other liabilities of the Company;
- e. The remainder after all debts from (a) to (d) above have been paid shall be divided among the shareholders. Preferred shares are prioritized for prepayment.

## **CHAPTER XIX**

### **INTERNAL DISPUTE RESOLUTION**

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

1. In case of disputes or complaints related to the Company's activities or the rights and obligations of shareholders as prescribed in the company's Charter, the Law on Enterprises, other laws or administrative regulations stipulated between:
  - a. Shareholders with the Company;
  - b. Shareholders with the Board of Directors, the Supervisory Board, the General Director or senior managers,The parties involved try to resolve that dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall assume the prime responsibility for settling the dispute and request each party to present practical elements related to the dispute within 30 working days from the date the dispute arises.  
In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may appoint an independent expert to mediate the dispute resolution process.
2. In case a conciliation decision is not reached within six (06) weeks from the start of the conciliation process or if the decision of the mediator is not accepted by the parties, any party may refer the dispute to Economic Arbitration or the Economic Court.
3. The parties bear their own costs related to the negotiation and mediation procedures. The payment of the Court's expenses shall be made in accordance with the Court's judgment.

## **CHAPTER XX**

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

#### **Article 58. Supplements and amendments to the Charter**

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

## **CHAPTER XXI**



## EFFECTIVE DATE

### Article 59. Effective Date

1. This Charter consists of 21 chapters, 59 articles unanimously approved by the General Meeting of Shareholders of Phuong Anh International Joint Stock Company on April 10, 2026 and jointly approves the full validity of this Charter.  
This Charter takes effect from the date the legal representative signs this document.
2. The Charter shall be made in one (01) copy and kept at the company's head office.
3. This Charter is unique and official of the Company.
4. Copies or extracts of the Company's Charter are valid when signed by the Company's legal representative or the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

### LEGAL REPRESENTATIVE OF THE COMPANY CHAIRMAN OF THE BOARD OF DIRECTORS



**NGUYEN HUNG CUONG**



## REPORT OF THE AUDIT COMMITTEE

**To: The General Shareholders' Meeting of Phuong Anh International Joint Stock Company**

- Based on the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, amending and supplementing several articles of Law No. 76/2025/QH15 dated June 17, 2025;
- Based on the Charter of Organization and Operation of Phuong Anh International Joint Stock Company;
- Based on the 2025 audit report provided by UHY Audit and Consulting Company Limited.

The Supervisory Board of Phuong Anh International Joint Stock Company (PAS) hereby reports on the implementation of inspection and supervision activities of the PAS Supervisory Board in 2025 and the Supervisory Board's activity plan for 2026 as follows:

### PART A: RESULTS OF INSPECTION AND SUPERVISION IN 2025

#### I. Activities of the Supervisory Board in 2025

##### 1. Organizational work

In 2025, the Company's Supervisory Board consists of 03 members as follows:

No.	Full name	Position
1	Nguyen Thi Thu Hang	Head of the Supervisory Board
2	Dang Thi Sen	Member
3	Ha Thi An	Member

##### 2. Supervisory Board's Activities in 2025

- In 2025, following the Shareholders' General Meeting, the Supervisory Board held meetings to assign tasks to each member to perform the board's functions and duties, and held meetings to develop and supplement the operational plan.
- Monitoring compliance with the Company's Charter and current legal regulations in the management and operation of the Company's production and business activities.
- Monitoring the implementation of the Shareholders' General Meeting Resolutions and the Board of Directors' Resolutions for 2025.
- Inspecting and supervising the Company's operations by participating in meetings of the Board of Directors and the Management Board, and reviewing periodic documents and reports from specialized departments to understand the business situation, provide input, and make recommendations to the Board of Directors and the Executive Board within



their responsibilities and authority.

## **II. Results of monitoring the implementation of the 2025 production and business plan**

### **1. Production and business plan performance indicators**

*Unit of measurement: VND*

Target	Plan	
	Parent company	Merger
Revenue	1,700,000	1,710,000
Profit before tax	7,980	9,780
Net profit after tax	5,586	6,816

### **2. Financial and Accounting Work**

- The company fully fulfills its obligations to the state budget, such as paying corporate income tax and personal income tax, without any tax arrears.
- Fully complies with all regulations and rules of the State in accounting work. Completes financial reports and implements information disclosure on time as prescribed.
- The Supervisory Board has conducted an audit of the financial statements before and after the audit.
- Examines evidence verifying information in the financial statements; assesses compliance with current accounting standards and regulations, applied accounting principles and methods, as well as the overall presentation of the financial statements.
- Appraises each item in the financial statements; examines accounting books, documents, inventory records of materials, assets, capital; accounts payable records and other related documents. - Review the audit report and management letter issued by the independent auditing organization.

#### **After the assessment, the Supervisory Board commented:**

Overall, in 2025, the company complied with the provisions of the Accounting Law, the Accounting System, and current Vietnamese Accounting Standards; and was consistent with the characteristics of its production and business activities and management requirements. The preparation, circulation, use, and preservation of accounting documents generally ensured legality, reasonableness, and validity; the preparation, recording, use, and preservation of accounting books were complete, timely, and in accordance with the provisions of the current accounting system

## **III. Results of the 2025 Financial Statement Audit**

- The financial statements fairly and reasonably reflect, in all material respects, the financial position of the Company as of December 31, 2025, as well as the business results and cash flow for the fiscal year ending on the same date, in accordance with Vietnamese Accounting Standards, the Vietnamese Enterprise Accounting System, and relevant legal regulations on the preparation and presentation of financial statements.
- The recording, opening of accounting books, and classification of economic items comply with accounting standards issued by the Ministry of Finance.
- The Company has submitted reports and disclosed information periodically in accordance with the law on the stock market.



- The Company's 2025 financial statements have been audited in accordance with the provisions of the charter and the 2025 Shareholders' General Meeting Resolution, by UHY Audit and Consulting Co., Ltd.

#### **IV. Monitoring Results of Board of Directors and Management Board Members**

##### **1. Monitoring Results of Board of Directors Members**

- The company's Board of Directors maintains regular and extraordinary meetings, either in person or through written consultations, to issue resolutions and decisions resolving issues within its authority according to the Board of Directors' operating regulations and the company's charter.
- The Supervisory Board unanimously approved the report on production and business performance and the profit distribution and fund allocation plan of the Board of Directors submitted to the General Meeting.
- The Supervisory Board highly appreciates the Board of Directors' timely guidance in promoting the company's production and business activities.

##### **2. Monitoring Results of Management Board**

The Management Board has closely followed the policies and directives of the Board of Directors to organize production and business activities. It continues to restructure the organizational structure and personnel, and establish staffing levels. It has reviewed and reassigned functions and tasks between specialized departments and established company branches in accordance with the production and business situation.

#### **V. Report on Monitoring the Coordination of Activities between the Supervisory Board and the Board of Directors/Management Board:**

- The Supervisory Board closely monitors the activities of the Board of Directors and the Management Board in complying with State regulations, the Company Charter, and internal regulations to ensure the rights of the Company's shareholders.
- To date, the Supervisory Board has not recorded any cases of violations of regulations regarding the responsibilities and obligations of the Company's managers. The Board of Directors and the General Director have effectively performed their roles in managing and operating the Company according to the plan set forth by the General Meeting of Shareholders.
- The Supervisory Board closely coordinates with the Board of Directors and the Management Board in performing its functions and duties to ensure the effective implementation of shareholder decisions in accordance with the spirit and to protect the rights and interests of shareholders.
- The Board of Directors and the General Director have also supported and facilitated the Supervisory Board in performing its functions. The Supervisory Board receives all operational information from the Board of Directors, and all documents and opinions submitted by the Supervisory Board to the Board of Directors and the General Director are responded to fully and promptly.

#### **VI. Remuneration of the Supervisory Board**

Regarding the remuneration of the Supervisory Board, it is paid as follows:

No.	Content	Remuneration 01 month/person	Operating expenses and other benefits	Annual remuneration for 2025
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		(VND)	in 2025	(VND)
1	Mrs Nguyen Thi Thu Hang	2.000.000	-	24.000.000
2	Mrs Dang Thi Sen	1.000.000	183.841.480	191.841.480
3	Mrs Ha Thi An	1.000.000	180.118.000	188.118.000
4	Mr Pham Xuan Bac	1.000.000		4.000.000
5	Mr Le Hong Quan	1.000.000		4.000.000
	<b>Total:</b>			<b>411.959.480</b>

## VII. Recommendations

- We propose that the General Meeting of Shareholders approve the audited financial statements for 2025 of the Company.
- We propose that the Board of Directors and the Company's Executive Board continue implementing solutions to improve governance, especially the management of investment activities, to enhance the Company's business efficiency.
- We propose allocating human resources to departments appropriately to streamline the organizational structure and contribute to reducing costs for the Company.
- We propose calculating cash flow in a specific, detailed, and scientific manner, balancing capital sources and interest rates appropriately to maximize the Company's business efficiency.

### PART B: 2026 OPERATIONAL PLAN OF THE SUPERVISORY BOARD

Based on the functions and duties stipulated in the company's charter and the 2026 business plan, the Supervisory Board develops the following plan:

- Review the structure, functions, and duties of the internal control and audit departments to streamline the organizational structure to align with the company's restructuring.
- Inspect compliance with state policies, laws, regulations, and guiding documents.
- Inspect and monitor the implementation of the company's internal management regulations, procedures, and processes.
- Inspect the organizational structure and workforce of the unit, the restructuring process, personnel appointments, recruitment, and salary and income payments.
- Inspect and monitor the implementation of the Company's production and business plan.
- Inspect and monitor the implementation of the capital balance plan and cash flow plan to support the unit's production and business activities.
- Inspect and urge the preparation of accounting reports and the appraisal of the Company's General Meeting of Shareholders' reports.
- Monitor the implementation and review of the Company's information disclosure content to ensure timeliness and transparency to protect the rights of shareholders.



The above is the operational situation in 2025 and the operational plan for 2026 of the Company's Supervisory Board. The Company's Supervisory Board submits this to the Company's General Meeting of Shareholders for approval.

Thank you./.

**ON BEHALF OF THE SUPERVISORY BOARD**

**CHAIRMAN**



A handwritten signature in blue ink, appearing to read "Hauy".

**Nguyen Thi Thu Hang**





HungYen, March 13, 2026

**REPORT**  
**ACTIVITIES OF THE BOARD OF DIRECTORS IN 2025**  
**AND DIRECTIONS AND TASKS FOR 2026**

**To: The General Shareholders' Meeting of Phuong Anh International Joint Stock Company**

- Based on the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, amending and supplementing several articles of Law No. 76/2025/QH15 dated June 17, 2025;
- Based on the Charter of Organization and Operation of Phuong Anh International Joint Stock Company;
- Based on the 2025 audit report provided by UHY Audit and Consulting Company Limited.

The Board of Directors of Phuong Anh International Joint Stock Company (PAS) hereby reports to the Annual General Meeting of Shareholders in 2026 on the performance of work in 2025 and the direction and tasks of the Board of Directors in 2026 as follows:

**A. ACTIVITIES OF THE BOARD OF DIRECTORS IN 2024**

**1. Board of Directors Personnel:**

In 2025, the number of Board of Directors members will be 5. The composition and titles of the Board of Directors members are as follows:

No.	Full name	Job title	Note
1	Nguyen Hung Cuong	Chairman of the Board	Executive Member
2	Tran Duy Cuong	Board Member General Director	Executive Member
3	Vu Lan Phuong	Board Member	Non-executive members
4	Pham Thi Hang	Board Member	Independent member
5	Luu Thi Thu Thuy	Board Member	Non-executive members

**2. Board of Directors Meetings**

In 2025, the Board of Directors and its members will remain loyal to the interests of the Shareholders and the Company. They will perform their duties and responsibilities with integrity, honesty, and prudence, strictly adhering to the law and the Company's Charter, to ensure the Company operates efficiently, stably, and continues to grow.

The Board of Directors of Phuong Anh International Joint Stock Company has held regular and extraordinary meetings. The Board of Directors has met and issued timely



resolutions and decisions appropriate to the Company's actual operations, adhering to the direction of the resolutions approved by the Company's General Meeting of Shareholders.

The content of the meetings in 2025 is reflected in the following specific resolutions and decisions:

No.	Date	Content	Approval rate
1.	15/01/2025	Mortgaging assets to secure a loan at the Vietnam Investment and Development Bank – Thanh Xuan Branch	100%
2.	20/01/2025	Through the provisions regarding the offsetting of debts between Mr. Nguyen Hung Cuong and Phuong Anh International Joint Stock Company	100%
3.	25/01/2025	The final registration date for shareholders to attend the 2025 Annual General Meeting has been set	100%
4.	18/05/2025	Through the appointment of a representative to manage the capital contribution in Kien Dai Duong Hotel Joint Stock Company	100%
5.	19/05/2025	Through a change in the company's Chief Accountant	100%
6.	29/05/2025	Through personnel changes in the Company's Internal Audit Department	100%
7.	29/05/2025	Through asset mortgage/credit granting options and issues related to obtaining credit from Saigon Thuong Tin Commercial Joint Stock Bank (Sacombank) – Thanh Tri Branch	100%
8.	10/06/2025	Through the Addendum to the Investment Trust Agreement between Mr. Nguyen Hung Cuong and Phuong Anh International Joint Stock Company	100%
9.	25/06/2025	Through the policy of acquiring shares from Ms. Doan Thi Thu Thuy in Newgreen Homes Joint Stock Company	100%
10.	06/08/2025	Through the transfer of shares, additional capital contribution, and authorization to manage the contributed capital in Kien Dai Duong Hotel Joint Stock Company	100%
11.	06/08/2025	Through the selection of an auditing firm for the 2025 financial statements	100%
12.	08/09/2025	Through and authorized signing with Saigon Thuong Tin Commercial Joint Stock Bank - Capital Branch	100%



13.	26/09/2025	Approved and authorized to sign agreements related to guaranteeing loans of Kien Dai Duong Hotel Joint Stock Company at Vietnam Commercial and Industrial Bank - Song Han Branch	100%
14.	10/10/2025	Through and authorized signing with SHB Bank Vinh Phuc	100%
15.	14/10/2025	Through the decision to hold an extraordinary general meeting of shareholders at Newgreen Homes Joint Stock Company	100%
16.	24/10/2025	Through the second phase of investment delegation	100%
17.	03/11/2025	Through the acquisition of shares in Newgreen Homes Joint Stock Company	100%
18.	24/12/2025	Through and authorized the Chairman of the Board of Directors to sign the agreement with Bac A Commercial Bank	100%

### **3. Board of Directors' Assessment of the Management Board's Performance in 2025:**

In 2025, the Board of Directors highly appreciates the proactive, flexible, creative, and determined efforts of the Management Board and all employees in organizing and implementing business activities, while also effectively managing internal affairs, helping the company achieve its targets and stay on track with its strategy. The Board of Directors also acknowledges the Management Board's significant efforts in organizing and implementing business activities and effectively managing internal affairs. The Board of Directors fully and promptly implemented the policies and directives issued by the Board of Directors, and reported detailed results with a high sense of responsibility.

### **4. Financial and Accounting Supervision:**

In accordance with the approved Resolution of the 2025 Annual General Meeting of Shareholders, the Board of Directors has focused on strengthening the direction, supervision, inspection, and auditing of compliance with the law, the implementation of objectives, strategies, plans, and assigned tasks, and evaluating the Company's operational efficiency. Supervision is carried out through weekly/monthly/quarterly briefing meetings and other specialized and ad hoc meetings. The Board of Directors consistently monitors and directs operations, promptly resolving any issues arising within its authority.

### **5. Overall Assessment:**

Based on the Charter and Corporate Governance Regulations, in 2025, the Board of Directors supervised the General Director and other management personnel in the implementation of resolutions of the General Meeting of Shareholders and the Board of Directors, as well as the daily operations of the company. The Board's supervision has been maintained regularly and rigorously.

The Board of Directors highly appreciates the efforts of the Management Board and all employees of the Company in 2025. In the context of a volatile and challenging business environment, the Company proactively implemented many flexible management solutions, effectively controlled costs, and improved operational efficiency. As a result, the Company achieved positive results in its production and business activities, with total revenue basically



meeting the set plan, and after-tax profit significantly exceeding the plan, demonstrating the effectiveness of management and the Company's adaptability to market fluctuations.

The Board of Directors acknowledges and commends the results achieved by the Management Board and the entire workforce in 2025, and believes that with a strengthened foundation and a spirit of unity, proactiveness, and creativity, the Company will continue to build on its achievements, improve operational efficiency, and strive for sustainable development in the future.

#### **B. REMUNERATION, OPERATING EXPENSES, AND OTHER BENEFITS FOR THE BOARD OF DIRECTORS AND BOARD MEMBERS IN 2025**

In order to share the burden with the Company during its challenging times and to demonstrate responsibility for its overall development, the Chairman of the Board of Directors has voluntarily declined remuneration for 2025. This decision reflects the Chairman's commitment, responsibility, and support for the Company's stable operation and sustainable development.

No.	Content	Remuneration 01 month/person (VND)	Operating expenses and other benefits in 2025	Annual remuneration for 2025 (VND)
1	Mr Nguyen Hung Cuong	5.000.000	0	0
2	Mrs Vu Lan Phuong	2.000.000	608.694.000	624.694.000
3	Mrs Nguyen Thi Ngoc Ha	2.000.000	82.574.602	90.574.602
4	Mr Tran Duy Cuong	2.000.000	220.120.000	244.120.000
5	Mrs Luu Thi Thu Thuy	2.000.000	163.785.076	187.785.076
6	Mrs Pham Thi Hang	2.000.000		16.000.000
7	Mrs Le Hoang Yen	2.000.000		8.000.000
	<b>Total</b>			<b>1.171.173.678</b>

#### **C. BOARD OF DIRECTORS' ACTIVITY PLAN FOR 2026**

##### **1. Activity Plan for 2026:**

*Unit of measurement: million VND*

Target	Plan	
	Parent company	Merger
Revenue	1,700,000	1,710,000
Profit before tax	7,980	9,780
Net profit after tax	5,586	6,816

In the event of complex market developments or serious impacts on the Company's production and business operations, the Board of Directors shall submit to the General Meeting of



Shareholders for authorization the Board of Directors to decide on the 2026 production and business plan based on the actual situation.

## 2. Key tasks in 2026

To implement the 2026 financial plan, the Board of Directors shall develop the following strategies and directions for the Company's production and business operations:

### 2.1. Products and business areas:

- Focus on boosting the business of galvanized steel, cold-rolled steel, and stainless steel
- Promote cutting and processing services through market expansion, after-sales policies for traditional customers, and special policies for potential and new customers.
- Improve the quality of products and cutting and processing services at the factory.
- Expand production and business operations, seek additional suitable locations and sites, and carry out the necessary procedures to implement new related product projects through mergers, acquisitions, or joint ventures with partners interested in collaborative development.
- Authorize the Board of Directors to handle the legal procedures for real estate projects in Da Nang, Quang Ninh, and Quoc Oai.

2.2. Closely monitor, track, and quickly grasp market developments, especially during the current period of significant price fluctuations, to provide effective and timely responses.

2.3. Effectively control costs.

2.4. Develop the capacity of the workforce through self-training and participation in professional development courses.

The above is a report on the results of business management and operations in 2025 and the business plan for 2026. The Board of Directors respectfully submits this report to the General Meeting of Shareholders for consideration, comments, and approval.

Thank you./.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



Nguyen Hung Cuong





**REPORT  
ON THE SUMMARY OF BUSINESS OPERATIONS IN 2025  
AND THE BUSINESS PLAN AND TASKS FOR 2026**

**To: The General Shareholders' Meeting of Phuong Anh International Joint Stock Company**

- Based on the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, amending and supplementing several articles of Law No. 76/2025/QH15 dated June 17, 2025;
- Based on the Charter of Organization and Operation of Phuong Anh International Joint Stock Company;
- Based on the 2025 audit report provided by UHY Audit and Consulting Company Limited.

The Board of Directors of Phuong Anh International Joint Stock Company hereby reports to the General Meeting of Shareholders the business results for 2025 and the production and business plan for 2026 as follows:

**I. Summary of Production and Business Activities in 2025**

The steel industry in 2025 experienced a turbulent year of readjustment after a prolonged period of weakness. Strong growth driven by the domestic market propelled the steel industry into a new development cycle.

Increased public investment, especially in key projects such as highways, airports, seaports, and the North-South high-speed railway, has created momentum for economic growth and supported industries, presenting significant opportunities for steel businesses.

In summary, looking back at 2025, with the efforts of the Board of Directors and the Executive Board, the Company recorded the following business results as shown in the consolidated financial statements:

- Regarding revenue:

*Unit of measurement: VND*

No.	Target	Plan 2025	To be implemented by 2025	Performance/Plan Rate (%)
1	Total revenue	1,700,000,000,000	1,658,974,977,086	97,6%
2	Net profit after tax	9,600,000,000	13,555,927,100	141,2%

Amidst a volatile market and numerous business challenges, the Company has made concerted efforts to implement various management solutions, optimize costs, and improve operational efficiency. As a result, business performance for the year remained positive. Specifically, the



Company's total revenue reached VND 1,659 billion, achieving 97.6% of the plan and essentially fulfilling the set target; notably, after-tax profit reached VND 13.56 billion, achieving 141.2% of the plan, far exceeding the assigned target and demonstrating the Company's proactive and flexible management and effective adaptation to market challenges.

- Regarding financial indicators:

*Unit of measurement: VND*

No.	Target	As of December 31, 2025	As of January 1, 2025
<b>1</b>	<b>ASSET</b>		
1.1	Short-term assets	522,099,048,851	766,745,735,052
1.2	Long-term assets	584,901,115,004	118,092,844,828
	<b>Total assets</b>	<b>1,107,000,163,855</b>	<b>884,838,579,880</b>
<b>2</b>	<b>FUNDING</b>		
2.1	Liabilities	660,333,530,918	451,967,729,246
2.2	Equity	446,666,632,937	432,870,850,634
	<b>Capital Contribution</b>	<b>1,107,000,163,855</b>	<b>884,838,579,880</b>

## II. Business Production Plan for 2026

The outlook for the steel industry in 2026 is projected to be more positive, with a slight recovery in global demand (approximately 1-1.8%) thanks to emerging markets such as Vietnam and India and pent-up construction demand, but still facing challenges from high costs, trade tensions, and international competition. Meanwhile, Vietnamese businesses may benefit from a vibrant domestic market and trade protection measures, leading to a slight increase in steel prices and improved industry profitability.

Accordingly, the Company has developed the 2026 plan and respectfully submits it to the General Meeting of Shareholders with the following specific content:

### 1. Key economic indicators:

*Unit of measurement: VND*

Target	Plan	
	Parent company	Merger
Revenue	1,700,000	1,710,000
Profit before tax	7,980	9,780
Net profit after tax	5,586	6,816

### 2. Key Tasks

#### 2.1. Commercial Activities

Commercial activities: This is the main activity, generating the primary revenue and profit for the Company. The Company's leadership strives to achieve the following objectives:

- Strengthen efforts to understand and closely monitor the evolving export market demand to develop timely and proactive plans. Focus on developing business plans for the steel segment (especially the stainless steel segment) to maximize market exploitation according to regional/industrial park planning, expand into new customer segments, and



prioritize building connections with existing customers.

- Direct and supervise effective inventory management, closely monitor raw material price fluctuations, and implement appropriate adjustment policies.
- Update on global and domestic economic developments, especially exchange rate and interest rate trends, to effectively manage cash flow.
- Update on global and domestic economic developments, especially exchange rate and interest rate trends, to implement effective management policies and restructure the organizational structure accordingly.

## **2.2. Other company activities**

- Seek investment opportunities in the real estate market, which is expected to show many positive signs in 2026; cooperate in development to boost production and business, and expand the market for products through forms of capital contribution and share acquisition in other businesses; Joint ventures and partnerships with individuals and organizations seeking investment and development cooperation:
- Accelerate legal procedures to obtain approval for the investment project in Son Tra, Da Nang.
- Complete legal procedures for the renovation of the hotel project in Quang Ninh.
- Operate and manage the apartment-hotel project in Da Nang.
- Invest in, renovate, and operate the resort villa project in Quoc Oai.

## **III. Solutions for implementing the 2026 business plan**

In order to achieve the tasks set for 2026, the leadership will focus on the following solutions:

### **1. Organization and management:**

- Enhance the direct leadership and operational management role within the organization, ensuring everything runs smoothly and achieving growth targets.
- Continue to build and implement short-term, medium-term, and long-term strategies to create a solid ecosystem for the organization, generating revenue, brand value, reliability, and prestige for the business, such as: business strategy, product strategy, marketing strategy, distribution strategy, financial management, and human resource management, tailored to each period.
- Be decisive in managing and implementing business plans approved by the General Meeting of Shareholders and the Board of Directors.
- Monitor, measure, and evaluate the business activities of the enterprise to propose improvements to the Board of Directors.

### **2. Financial and Accounting Work:**

- Control and approve financial policies, while evaluating and making appropriate adjustments to business expenses.
- Approve or directly make decisions and strategies consistent with the company's policies and legal regulations.
- Evaluate and approve projects and proposals from departments/divisions, closely linked to appropriate financial assessments to avoid risks for the business.

### **3. Human Resource Training and Development:**



- Plan and manage strategies to guide the organization in implementing the company's vision and mission.
- Establish a lean management system, organize the structure, operate the human resources system synchronously, and define the tasks and objectives of each department/division to achieve the set plans.
- Review proposals and plans for personnel recruitment; policies on appointment and dismissal; regulations on salaries, bonuses, and allowances; employee performance evaluations; and implement appropriate reward policies.

The above is the report on business performance in 2025 and the business plan for 2026.

Respectfully submitted to the General Meeting of Shareholders for approval.

**ON BEHALF OF THE BOARD OF  
MANAGEMENT**

**GENERAL DIRECTOR**



**TRAN DUY CUONG**





*HungYen, March 13, 2026*

No: 08/2026/BC-ĐHĐCĐ-PAS

**REPORT BY A MEMBER OF THE INDEPENDENT BOARD OF DIRECTORS**

**To: Board of Directors of Phuong Anh International Joint Stock Company  
General Meeting of Shareholders of Phuong Anh International Joint Stock Company**

**1. Regarding Organizational Structure**

In 2025, the Board of Directors will consist of 5 members, including 1 independent member. All members of the Board will fully and actively participate in planning, compliance control, strategic critique, and ensuring adherence to standard corporate governance practices.

**2. Regarding the Organization of Board Meetings**

In 2025, the Board of Directors held 18 meetings. These meetings were convened and conducted with specific schedules, with complete documentation, and in compliance with the company's charter and legal regulations.

The Board meetings were convened and conducted with specific schedules, with thorough documentation preparation, and in accordance with established principles. The content of the meetings was discussed, critiqued, and evaluated thoroughly and carefully by the Board members to provide the best directions and solutions for the Company.

Issues related to business strategy, market expansion, and management system development are regularly reviewed, evaluated, discussed, and closely monitored by the Board of Directors and the Management Board during regular meetings.

**3. Regarding the results of governance and supervision:**

Overall, the Board of Directors has effectively supervised the Management Board, ensuring that the Company's operations are always closely monitored to stay on track with the strategic direction and that decisions are adjusted promptly when practical requirements arise.

Board members have attended regular and extraordinary meetings of the Management Board. The Management Board's decisions are analyzed, debated, and consulted by the Board of Directors to find optimal solutions for the Company's benefit. Through this, the Board of Directors always has a clear understanding of the Company's operations, identifies emerging situations, and receives the fastest updates on practical requirements.

Board members play an active role and are responsible for supporting the Management Board; Conducting numerous experience-sharing sessions with other management levels.

The Board of Directors pays special attention to risk management solutions, aiming to support the executive board in early identification of issues and helping the Company maintain sustainability and stability in operations, protecting the interests of investors.



#### 4. Conclusion

According to the Board of Directors' operational plan, the work performed by the Board of Directors in 2025 focused on the resolutions of the General Meeting of Shareholders and complied with the Company's Charter, the Corporate Governance Regulations, and standard governance practices. All members of the Board of Directors demonstrated a deep sense of responsibility and high professionalism. The Board of Directors participated with the General Director in implementing activities, effectively fulfilling its role in building sustainable values for the enterprise.

#### INDEPENDENT BOARD MEMBER



**Phạm Thị Hang**



**PROPOSAL**

**(Regarding: Payment of remuneration to members of the Board of Directors and Supervisory Board in 2025 and the plan for payment of remuneration to the Board of Directors and Supervisory Board in 2026)**

**To: The General Meeting of Shareholders of Phuong Anh International Joint Stock Company**

The Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders the following remuneration for members of the Board of Directors and the Supervisory Board of Phuong Anh International Joint Stock Company:

**I. Settlement of Remuneration for the Board of Directors and the Supervisory Board in 2025:**

Based on the business results of 2025, the Board of Directors of the Company proposes that the 2026 General Meeting of Shareholders approve the remuneration payment plan for members of the Board of Directors and the Supervisory Board for the fiscal year 2025 as follows (since the Chairman of the Board of Directors has voluntarily declined to receive remuneration in 2025):

Unit of measurement: VND

No.	Job title	Quantity	Number of months	Monthly remuneration	Total compensation amount in 2025
1	Chairman of the Board	1	12	5.000.000	0
2	Board Member	4	12	2.000.000	96.000.000
3	Head of the Supervisory Board	1	12	2.000.000	24.000.000
4	Member of the Supervisory Board	2	12	1.000.000	24.000.000
	<b>Tổng cộng</b>	<b>8</b>			<b>144.000.000</b>

**II. Remuneration Plan for the Board of Directors and Supervisory Board in 2026**

Based on the 2026 Business Production Plan, the Company's Board of Directors proposes the following remuneration plan for the Board of Directors and Supervisory Board in 2026:



Unit of measurement: VND

No.	Job title	Quantity	Number of months	Monthly remuneration	Total compensation amount in 2026
1	Chairman of the Board	1	12	5.000.000	60.000.000
2	Board Member	4	12	2.000.000	96.000.000
3	Head of the Supervisory Board	1	12	2.000.000	24.000.000
4	Member of the Supervisory Board	2	12	1.000.000	24.000.000
	<b>Tổng cộng</b>	<b>8</b>			<b>204.000.000</b>

We respectfully submit this to the Annual General Meeting of Shareholders in 2026 for consideration and approval.

ON BEHALF OF THE BOARD OF  
DIRECTORS

CHAIRMAN



Nguyễn Hưng Cường



**PROPOSAL**

**(Regarding the Profit and Dividend Distribution Plan for 2025 and the Profit and Dividend Distribution Plan for 2026)**

**To: The General Meeting of Shareholders of Phuong Anh International Joint Stock Company**

- Based on the Enterprise Law of 2020, amended and supplemented in 2025;
- Based on the Charter of Organization and Operation of Phuong Anh International Joint Stock Company;
- Based on the audited financial statements for 2025 of Phuong Anh International Joint Stock Company.

To ensure the long-term interests of shareholders, the Board of Directors respectfully submits to the Annual General Meeting of Shareholders 2026 the following plan for profit distribution and dividend payment for 2025, and the plan for profit distribution and dividend payment for 2026 of Phuong Anh International Joint Stock Company:

**1. Profit distribution plan for 2025:**

No.	Content	Proportion (%)	Amount (VND)
1	Profit before tax in 2025		7.979.549.324
2	Corporate income tax payable		4.592.901.387
3	Net profit after tax in 2025		3.386.647.937
4	Settlement of funds	15%	507.997.191
4.1	<i>Allocate 5% from the reward and welfare fund.</i>	5%	169.332.397
4.2	<i>Trích lập quỹ đầu tư phát triển (10%)</i>	10%	338.664.794
5	Net profit after tax and allocation of funds in 2025		2.878.650.746
6	Undistributed profits from previous years are carried over		89.422.944.393
	<b>Total remaining profit</b>		<b>92.301.595.139</b>

**2. Profit Distribution and Dividend Plan for 2026**

- **Global Overview:**



2026 is projected to be a year of significant change, yet also full of opportunities as the global economy continues to be impacted by new challenges and trends. Profound shifts in economics, politics, and technology will continue to shape growth prospects and regional stability. In particular, the shifting of supply chains, intense strategic competition among major powers, and breakthroughs in renewable energy and advanced technology will contribute to a complex but potentially promising economic landscape. In this context, the global economic outlook for 2026 is projected through the following specific trends and data.

- Firstly, the global economy will maintain stable growth.
- Secondly, the technology war between the US and China is likely to intensify, especially in strategic areas such as 5G, semiconductors, AI, and cloud computing.
- Thirdly, unpredictable geopolitical tensions pose many risks to the world economy. The forecast for the Russia-Ukraine conflict in 2026 shows no signs of easing.
- The escalating Middle Eastern conflict is causing widespread economic damage far beyond the oil and gas market. Many experts believe this event will have a significant impact on the global economy.

#### • Situation in Vietnam

Amidst the unpredictable changes in the global situation, there are both advantages and prospects, but also the possibility of a reversal and weakening that could negatively affect the Vietnamese economy in general and the business of Phuong Anh Company in particular. Therefore, the Board of Directors respectfully submits to the General Meeting of Shareholders the authorization to distribute profits for 2026 based on the following projected plans, and the Board of Directors will simultaneously submit a report to the General Meeting of Shareholders at the nearest meeting:

- Reinvestment to expand production and business
- Investment in real estate to generate long-term cash flow
- Allocation to the risk reserve fund
- Payment of dividends to shareholders or investors
- Capital increase using undistributed profits from previous periods

Respectfully submitted to the General Meeting for consideration and approval.

**ON BEHALF OF THE BOARD OF  
DIRECTORS**

**CHAIRMAN**



**Nguyễn Hưng Cường**



**PROPOSAL**

**(Subject: Updating and amending the company's Articles of Association)**

**To: The General Meeting of Shareholders of Phuong Anh International Joint Stock Company**

Based on the company's actual operations and changes in administrative boundaries and business lines by the government, the Board of Directors respectfully submits to the Annual General Meeting of Shareholders 2026 the following updates to the company's charter:

1. Update of the company's head office address due to administrative boundary merger

1.1 Information before merger:

Address: No. 60 Pham Ngu Lao Street, Tu My Hamlet, Phung Chi Kien Ward, My Hao Town, Hung Yen Province, Vietnam

1.2 Information after merger:

Address: No. 60 Pham Ngu Lao Street, Tu My Hamlet, Duong Hao Ward, Hung Yen Province, Vietnam

2. Amendment and addition of company business lines

Removal of the following business lines

No.	The business sector/profession name has been removed from the registered list	Industry code	Main business sector/activities
1.	Wholesale trade of other specialized goods not classified elsewhere Details: Wholesale trade of scrap metal and non-metal waste (excluding those prohibited by the State); Wholesale trade of solar energy systems, solar energy collectors, solar water heaters, solar transformers, and solar power equipment; Wholesale trade of materials, raw materials, plastic products, various types of plastic packaging, and plastic granules.	4669	
2.	Wholesale of metals and metal ores Details: Wholesale of iron and steel	4662	
3.	Short-term accommodation services	5510	
4.	Wholesale trade of automobiles and other motor vehicles	4511	
5.	Motorcycles for sale Details: Excludes auction activities	4541	
6.	Retail sale of other new goods in specialized stores	4773	





	Details: Retail sale of solar energy systems, solar energy collectors, solar water heaters, solar transformers, solar power equipment;		
7.	Retail sale of medicines, medical devices, cosmetics and hygiene products in specialized stores. Excluding goods on the List of goods that foreign investors and economic organizations with foreign investment capital are not permitted to sell according to regulations	4772	
8.	Other equipment repair Details: Repair or refurbish wooden pallets for goods	3319	

Add the following business lines:

No.	The name of the business sector/profession has been added.	Industry code	Main business activities (If the newly added business activity is the main business activity, mark X to select one of the previously declared activities)
1	Other specialized wholesale trade not classified elsewhere	4679	
2	Wholesale of metals and metal ores Details: Wholesale of iron and steel	4672	X
3	Hotels and similar accommodation services	5510	
4	Wholesale trade of automobiles and other motor vehicles.	4661	
5	Wholesale of motorcycles, motorbikes, spare parts and accessories for motorcycles and motorbikes.	4663	
6	Retail sale of other new goods (excluding automobiles, motorcycles, and their accessories)	4773	
7	Retail sale of medicines, medical devices, cosmetics and hygiene products.	4772	
8	Repair and maintenance of other equipment	3319	

The above is the complete updated content of the company's Articles of Association (Draft of the amended Articles of Association attached).

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



ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN



Nguyễn Hưng Cường





**PROPOSAL**

**(Subject: Reviewing the audited financial statements for 2025 and simultaneously selecting the auditing firm for the 2026 financial statements)**

**To: The General Meeting of Shareholders of Phuong Anh International Joint Stock Company**

- Based on the Law on Enterprises of 2020, amended and supplemented in 2025;
- Based on the Charter of Organization and Operation of Phuong Anh International Joint Stock Company;
- Based on the audited financial statements for 2025 of Phuong Anh International Joint Stock Company.

1. The Board of Directors respectfully submits to the Annual General Meeting of Shareholders 2026 for approval the audited financial statements for 2025 of Phuong Anh International Joint Stock Company as follows:

- The 2025 financial statements are audited by UHY Auditing and Consulting Co., Ltd.
- The Company's 2025 financial statements have been audited by UHY Auditing and Consulting Co., Ltd. in accordance with prescribed standards, reviewed by the Company's Supervisory Board, and published by the Company's Board of Directors on the Company's website, including:
  - + Report of the Board of Directors;
  - + Independent audit report;
  - + Balance sheet as of December 31, 2025;
  - + Income statement for 2025;
  - + Cash flow statement;
  - + Notes to the financial statements.

2. The Board of Directors respectfully submits to the General Meeting of Shareholders for voting the authorization for the Board of Directors of Phuong Anh International Joint Stock Company to select an auditing firm for the 2026 financial statements from the list of auditing firms qualified to conduct auditing services approved by the State Securities Commission.

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

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



**Nguyen Hung Cuong**



**PROPOSAL**

**(Subject: Amendments and additions to business lines to conform with Decision No. 36/2025/TTg on the Vietnamese Economic Classification System)**

**To: The General Meeting of Shareholders of Phuong Anh International Joint Stock Company**

- Based on the Law on Enterprises of 2020, amended and supplemented in 2025;
- Based on the Charter of Organization and Operation of Phuong Anh International Joint Stock Company;
- Based on actual production and business needs. Removal of the following business lines

Based on changes in Vietnamese law regarding the classification of economic sectors and the actual production needs of the enterprise, the Board of Directors respectfully submits to shareholders for approval at the 2026 Annual General Meeting the following changes to the business lines to comply with current legal regulations:

**1. Eliminate the following business lines:**

No.	The business sector/profession name has been removed from the registered list	Industry code	Main business sector/activities
1.	Wholesale trade of other specialized goods not classified elsewhere Details: Wholesale trade of scrap metal and non-metal waste (excluding those prohibited by the State); Wholesale trade of solar energy systems, solar energy collectors, solar water heaters, solar transformers, and solar power equipment; Wholesale trade of materials, raw materials, plastic products, various types of plastic packaging, and plastic granules.	4669	
2.	Wholesale of metals and metal ores Details: Wholesale of iron and steel	4662	
3.	Short-term accommodation services	5510	
4.	Wholesale trade of automobiles and other motor vehicles	4511	
5.	Motorcycles for sale Details: Excludes auction activities	4541	
6.	Retail sale of other new goods in specialized stores Details: Retail sale of solar energy systems, solar energy collectors, solar water heaters, solar transformers, solar power equipment;	4773	
7.	Retail sale of medicines, medical devices, cosmetics and hygiene products in specialized stores.	4772	





	Excluding goods on the List of goods that foreign investors and economic organizations with foreign investment capital are not permitted to sell according to regulations		
8.	Other equipment repair Details: Repair or refurbish wooden pallets for goods	3319	

**2. Add the following business lines:**

No.	The name of the business sector/profession has been added.	Industry code	Main business activities (If the newly added business activity is the main business activity, mark X to select one of the previously declared activities)
1	Other specialized wholesale trade not classified elsewhere	4679	
2	Wholesale of metals and metal ores Details: Wholesale of iron and steel	4672	X
3	Hotels and similar accommodation services	5510	
4	Wholesale trade of automobiles and other motor vehicles.	4661	
5	Wholesale of motorcycles, motorbikes, spare parts and accessories for motorcycles and motorbikes.	4663	
6	Retail sale of other new goods (excluding automobiles, motorcycles, and their accessories)	4773	
7	Retail sale of medicines, medical devices, cosmetics and hygiene products.	4772	
8	Repair and maintenance of other equipment	3319	

**3. Business lines after the change:**

No.	Name of industry/business	Industry code	Main business activities (If the newly added business activity is the main business activity, mark X to select
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			one of the previously declared activities)
1.	Other specialized wholesale trade not classified elsewhere	4679	
2.	Wholesale of metals and metal ores	4672	X
3.	Hotels and similar accommodation services	5510	
4.	Wholesale trade of automobiles and other motor vehicles.	4661	
5.	Wholesale of motorcycles, motorbikes, spare parts and accessories for motorcycles and motorbikes	4663	
6.	Retail sale of other new goods (excluding automobiles, motorcycles, and their accessories)	4773	
7.	Retail sale of medicines, medical devices, cosmetics and hygiene products	4772	
8.	Repair and maintenance of other equipment	3319	
9.	Real estate business, land use rights belonging to the owner, user or lessee Real estate business (Article 10 of the 2014 Law on Real Estate Business) Exclusion: Investment in the construction of cemetery and burial ground infrastructure for the transfer of land use rights associated with the infrastructure	6810	
10.	Mechanical processing; metal treatment and coating	2592	
11.	Cargo handling (excluding airport cargo handling)	5224	
12.	Restaurants and mobile food service establishments (excluding bars, nightclubs, and karaoke rooms)	5610	
13.	Wholesale of other machinery, equipment and spare parts Excluding wholesale of medical machinery and equipment and goods on the List of goods that foreign investors and economic organizations with foreign investment capital are not allowed to trade according to regulations.	4659	
14.	Road freight transport Details: Excludes transport by farm vehicles and three-wheeled vehicles	4933	





15.	Building a house to live in	4101	
16.	Building houses not to live in	4102	
17.	Plastic product manufacturing Details: Manufacturing of plastic packaging, plastic granules	2220	
18.	Railway construction	4211	
19.	Road construction	4212	
20.	Other remaining business support service activities not classified elsewhere Import and export of goods traded by the Company Excluding goods on the List of goods that foreign investors and economic organizations with foreign investment capital are not allowed to trade according to regulations	8299	
21.	Advertisement Details: Excludes tobacco advertisements	7310	
22.	Trade promotion and marketing organization	8230	
23.	Electrical system installation	4321	
24.	Completion of construction work	4330	
25.	Installation of water supply and drainage systems, heating and air conditioning systems	4322	
26.	Wholesale trade Excluding goods prohibited by the State and goods on the List of goods that foreign investors and economic organizations with foreign investment capital are not allowed to trade according to regulations	4690	
27.	Wholesale of other household goods Excluding goods on the List of goods that foreign investors and economic organizations with foreign investment capital are not permitted to trade according to regulations	4649	
28.	Manufacture of other metal products not elsewhere classified Details: Excludes the manufacture of military badges and medals made of metal	2599	
29.	Wholesale of fabrics, clothing, and footwear	4641	
30.	Manufacture of ovens, furnaces and kilns	2815	



31.	Agents, brokers, and auctioneers of goods Excluding auction activities, real estate brokerage, marriage brokerage involving outsiders, securities brokerage, and labor export	4610	
32.	Sawing, splitting, planing, and preserving wood	1610	
33.	Manufacture of plywood, veneer, particleboard and other thin boards	1621	
34.	Manufacture of wooden building materials	1622	
35.	Wooden packaging manufacturing	1623	
36.	Manufacture of other wood products; manufacture of products from bamboo, rattan, straw, and braided materials Details: Manufacture of wooden pallets for stacking goods	1629	
37.	Manufacture of primary plastics and synthetic rubber	2013	
38.	Warehousing and goods storage	5210	

#### 4. Authorization of the Board of Directors to carry out related legal work and procedures

The Board of Directors is authorized to have full authority to decide on changes to the details of the aforementioned business lines and to carry out related legal work and procedures during the implementation process, if any, ensuring compliance with legal regulations and production and business needs.

The Board of Directors is authorized to have full authority to carry out legal work and procedures related to the above-mentioned contents.

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

**ON BEHALF OF THE BOARD OF  
DIRECTORS**

**CHAIRMAN**



**Nguyễn Hưng Cường**





**PROPOSAL**

**(Subject: Election of Board of Directors and Supervisory Board members for the term 2026– 2031)**

**To: The General Meeting of Shareholders of Phuong Anh International Joint Stock Company**

- Based on the 2020 Enterprise Law, amended and supplemented in 2025, and its implementing guidelines;
- Based on the 2019 Securities Law and its implementing guidelines;
- Based on the Charter of Organization and Operation of Phuong Anh International Joint Stock Company;

In accordance with the provisions of the Enterprise Law and the company's Charter of Organization and Operation, to ensure effective governance, the Board of Directors of Phuong Anh International Joint Stock Company respectfully submits the following to the General Meeting of Shareholders for approval:

1. Approval of the number of members of the Board of Directors and Supervisory Board for the term 2026 – 2031

To meet the company's governance needs, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval:

- The number of members of the Board of Directors for the term 2026 – 2031 is: 5 people;
- The number of members of the Supervisory Board for the term 2026 – 2031 is: 3 people.

2. Election of Board of Directors and Supervisory Board Members for the 2026-2031 Term

We respectfully request the General Meeting of Shareholders to proceed with:

- Electing 05 members of the Board of Directors for the 2026-2031 term to replace the members of the Board of Directors for the 2021-2026 term as follows:

No.	Name of Board Member	Position
1	Nguyen Hung Cuong	Chairman of the Board
2	Tran Duy Cuong	Board Member
3	Luu Thi Thu Thuy	Board Member
4	Pham Thi Hang	Independent Board Member
5	Vu Lan Phuong	Board Member



Elect 3 members to the Supervisory Board for the term 2026 - 2031 to replace the members of the Supervisory Board for the term 2021 - 2026 as follows

STT	Tên thành viên BKS	Chức vụ
1	Nguyen Thi Thu Hang	Head of the Supervisory Board
2	Dang Thi Sen	Member of the Supervisory Board
3	Ha Thi An	Member of the Supervisory Board

Regulations on the criteria for candidates for the Board of Directors and Supervisory Board: Meeting the requirements of the Company's Charter and current legal regulations.

The process for nominating, electing, and appointing members of the Board of Directors and Supervisory Board: In accordance with the provisions of the Charter, the Company's Governance Regulations, the Regulations on the Organization of the General Meeting of Shareholders, and the Regulations on Nomination, Candidacy, and Election of Members of the Board of Directors and Supervisory Board for the 2026-2031 term, as approved at the 2026 Annual General Meeting of Shareholders.

The Board of Directors respectfully submits the above contents to the General Meeting of Shareholders for consideration and approval./.

**ON BEHALF OF THE BOARD OF  
DIRECTORS**

**CHAIRMAN**



**Nguyễn Hưng Cường**



**PROPOSAL**

**(Subject: Authorize the Board of Directors to perform certain specific tasks)**

**To: The General Meeting of Shareholders of Phuong Anh International Joint Stock Company**

- Based on the Law on Enterprises of 2020, amended and supplemented in 2025;
- Based on the Charter of Organization and Operation of Phuong Anh International Joint Stock Company;
- Based on the actual situation of Phuong Anh International Joint Stock Company.

In order to ensure flexibility in the management and operation of the Company; to provide timely guidance so that the Company can seize business opportunities, enhance competitiveness, ensure flexible business operations in accordance with current regulations and maximize shareholder benefits, the Board of Directors respectfully submits to the General Meeting of Shareholders for authorization the Board of Directors to proactively decide and exercise certain rights and obligations within the authority of the General Meeting of Shareholders as follows:

1. Authorize the Board of Directors to decide on the implementation of certain tasks in the company's business operations, organizational structure, management, and production and business activities:

- a) To adjust and change the organizational structure and management apparatus of the Company in accordance with the provisions of law and the scale of the company's operations in each period. Simultaneously, implement adjustments, amendments, and additions to the regulations on the organization and operation of the Board of Directors to ensure compliance with changes in legal regulations in each period and the company's actual operations.
- b) Adjust, amend, and supplement business lines in accordance with the law and the company's business activities; and carry out the legal procedures related to amending and supplementing business lines (including but not limited to amending and supplementing the Business Registration Certificate, amending and supplementing the Articles of Association, and related legal procedures).
- c) Decide to amend and supplement the Articles of Association of Phuong Anh International Joint Stock Company in accordance with the contents approved at the 2026 Annual General Meeting of Shareholders and the provisions of the law.
- d) To establish subsidiaries, buy/sell, transfer/receive transfers of capital contributions/shares, and dissolve subsidiaries of the Company in accordance with the Company's development direction and current legal regulations.
- e) To decide on investing in or selling the Company's assets or transactions with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent quarterly financial statement, if the Board of Directors deems such investment, sale of assets, or transaction necessary and will bring economic value to the Company.

2. To authorize the Board of Directors to decide on certain tasks in the field of real estate investment and business:



a) To carry out the transfer of part or all of and/or cooperation, joint ventures/partnerships with partners to invest in and implement the Company's projects (including approved projects, ongoing projects, and projects under research and preparation for investment).

b) Authorize the Board of Directors to continue implementing the legal procedures for real estate projects in Da Nang, Quang Ninh, and Quoc Oai.

For tasks authorized by the General Meeting of Shareholders, the Board of Directors has the right to decide on delegating, assigning, or re-authorizing the Chairman of the Board of Directors/General Director to perform these tasks according to actual work needs. The Board of Directors and the General Director's Board are responsible for reporting the results of the work performed within the scope of authorization to the General Meeting of Shareholders at the nearest meeting.

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

**ON BEHALF OF THE BOARD OF  
DIRECTORS**

**CHAIRMAN**



**Nguyễn Hưng Cuong**



**PHUONG ANH INTERNATIONAL  
JOINT STOCK COMPANY**

No: 08/2026/TTr-ĐHĐCĐ-PAS

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

*HungYen, March 13, 2026*

**PROPOSAL**

**(Handling uncollectible accounts receivable of businesses)**

**To: The General Meeting of Shareholders of Phuong Anh International Joint Stock Company**

- Based on the Company's audited financial statements for 2025;
- Based on relevant current legal regulations;
- Based on the actual situation regarding the recovery of bad debts up to the present time.

In order to ensure risk control and achieve efficiency in the company's production and business operations, the Board of Directors respectfully submits to the Annual General Meeting of Shareholders 2026 the following proposal for handling the company's uncollectible accounts receivable in 2026

*Đơn vị tính: đồng*

No.	Client	Total amount receivable	Total amount recovered	Total value of damage	Note
1	FLC STONE INVESTMENT AND MINING JOINT STOCK COMPANY	316,972,941		316,972,941	Debts arising from 2022 have had 100% provision for doubtful receivables set aside as of December 2022: VND 316,972,941
2	VAN XUAN CONSTRUCTION, TRADING AND IMPORT-EXPORT JOINT STOCK COMPANY	732,647,501		732,647,501	Debts arising from 2021 have been fully provisioned for as of December 2022: VND 732,647,501
3	ASIAN IMPEX LTD	26,618,330,643		26,618,330,643	Debts arising from 2020 that have been fully provisioned for as of December 2022: VND 26,618,330,643
4	GLOBAL POSCO CO.,LTD	23,501,808,820	15,591,401,828	7,910,406,992	Debts arising from 2019 were fully provisioned for in



				December 2022: VND 23,501,808,820. As of 2023, VND 14,375,467,693 had been recovered, and in 2024, VND 1,215,934,135 had been recovered. The remaining VND 7,910,406,922 is no longer recoverable
<b>Total</b>	<b>51,169,759,905</b>	<b>15,591,401,828</b>	<b>35,578,358,077</b>	

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

**ON BEHALF OF THE BOARD OF  
DIRECTORS**

**CHAIRMAN**



**Nguyễn Hưng Cường**



*HungYen, April 10, 2026*

No: ...../2026/NQ -ĐHĐCĐ-PAS



**DRAFT RESOLUTION**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026  
PHUONG ANH INTERNATIONAL JOINT STOCK COMPANY**

- Based on the Law on Enterprises of 2020, amended and supplemented in 2025;
- Based on the Law on Securities of 2019;
- Based on the Charter of Organization and Operation of Phuong Anh International Joint Stock Company;

**RESOLUTION:**

**Article 1.** Approval of the 2025 Business Results Report and the 2026 Business Plan

**Article 2.** Approval of the Board of Directors' Report for 2025

**Article 3.** Approval of the Supervisory Board's Report for 2025

**Article 4.** Approval of the Independent Board Member's Report for 2025

**Article 5.** Approval of the audited financial statements for 2025, and selection of the auditing firm for the 2026 financial statements

**Article 6.** Approval of the profit and dividend distribution plan for 2025, and the profit and dividend distribution plan for 2026

**Article 7.** Approval of the remuneration plan for Board of Directors and Supervisory Board members for 2025 and the remuneration plan for 2026

**Article 8.** Approval of the proposal for the election of the Company's Board of Directors for the term 2026-2031:

8.1. Election of Board of Directors members for the 2026-2031 term

No.	Member Name	Position

8.2. Election of Supervisory Board members for the 2026-2031 term:

No.	Name member	Position


**Article 9.** Approval of the Proposal to amend and supplement business lines to conform with Decision No. 36/2025/TTg on the Vietnamese Economic Sector Classification System.

**Article 10.** Approval of the Proposal to amend the Company Charter and update new business lines in accordance with current legal regulations.

**Article 11.** Approval of the Proposal to authorize the Board of Directors to perform certain specific tasks.

**Article 12.** Approval of the Proposal to handle uncollectible accounts receivable of the enterprise.

**Article 13.** Enforcement Clause:

This Resolution has been approved by the General Meeting of Shareholders and takes effect from April 10, 2026.

The Board of Directors of Phuong Anh International Joint Stock Company, the Management Board, the Supervisory Board, and relevant parties are responsible for carrying out the tasks assigned by the General Meeting of Shareholders in this Resolution to ensure the interests of the Company's shareholders and comply with the provisions of the law.

***Recipients:***

- State Securities Commission;
- Hanoi Stock Exchange;
- General Director (for implementation);
- Members of the Board of Directors;
- Members of the Supervisory Board;
- Archives, Board of Directors.

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