



**THE SOCIALIST REPUBLIC OF VIETNAM**

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**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF  
ART DESIGN & COMMUNICATION JOINT STOCK COMPANY**

.....

(Issued pursuant to the Resolution of the General Meeting of Shareholders in 2026)

*Hanoi, April 2026*

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## **Chapter I**

### **GENERAL PROVISIONS**

#### **Article 1. Scope of Regulation**

1. The Internal Regulations on Corporate Governance of Art Design & Communication Joint Stock Company (hereinafter referred to as the “Company”) are formulated in accordance with the following:

a) The Law on Enterprises No. 59/2020/QH13 dated 17 June 2020, and any amendments and supplements thereto;

b) The Law on Securities No. 54/2019/QH14 dated 26 November 2019, and any amendments and supplements thereto;

c) Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

d) Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance providing guidance on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

e) The Charter on Organization and Operation of Art Design & Communication Joint Stock Company approved by the General Meeting of Shareholders in 2026 on April 22, 2026.

2. These Internal Regulations on Corporate Governance set forth provisions on the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the order and procedures for convening and conducting General Meeting of Shareholders; nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Supervisory Board, and the General Director; and other activities in accordance with the Company’s Charter and relevant laws and regulations.

3. Applicable subjects:

a) Members of the Board of Directors,

b) Members of the Supervisory Board;

c) The Executive Board, including the General Director, Deputy General Directors, and Chief Accountant;

d) Sub-committees under the Board of Directors (if any);

e) Related persons.

#### **Article 2. Interpretation of Terms**

1. In these Regulations, the following terms shall be construed as follows:

a) “Company” means Art Design & Communication Joint Stock Company;

b) “Charter” means the Charter of Art Design & Communication Joint Stock Company;

c) “Charter Capital” means the total par value of shares that have been sold or registered for subscription upon the establishment of the enterprise and as stipulated in the Company’s Charter;



d) "Enterprise Law" means the Law on Enterprises No. 59/2020/QH13 dated 17 June 2020, and any amendments and supplements thereto;

e) "Securities Law" means the Law on Securities No. 54/2019/QH14 dated 26 November 2019, and any amendments and supplements thereto;

f) "Date of Establishment" means the date on which the Company is first issued the Enterprise Registration Certificate (Business Registration Certificate and other legally equivalent documents);

g) "Enterprise Managers" means the General Director, Deputy General Directors, Chief Accountant, and other executives of the Company approved by the Board of Directors;

h) "Related Person" means an individual or organization as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;

i) "Major Shareholder" means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;

j) "Vietnam" means the Socialist Republic of Vietnam;

2. In these Regulations, references to any provision or document shall include any amendments or replacements thereto.

3. Headings (chapters and articles) are used for convenience of reference only and shall not affect the interpretation of these Regulations.

4. Terms or expressions defined in the Law on Enterprises (unless inconsistent with the subject matter or context) shall have the same meanings in these Regulations.

## **Chapter II**

### **GENERAL MEETING OF SHAREHOLDERS**

#### **Section 1**

##### **Roles, Rights and Obligations of the General Meeting of Shareholders**

##### **Article 3. Roles, Rights and Obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders (GMS) comprises all shareholders with voting rights and is the highest decision-making body of the Company. The GMS shall convene an annual meeting once a year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the time limit for holding the annual GMS where necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the GMS may convene extraordinary meetings. The location of the GMS meeting shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The GMS shall have the following rights and obligations:

a. To approve the Company's development orientation;

b. To decide on the types of shares and the total number of shares of each type



- authorized for offering; to determine the annual dividend rate for each class of shares;
- c. To elect, dismiss, and remove members of the Board of Directors and the Supervisory Board;
  - d. To decide on investments or the sale of assets with a value of 35% or more of the total asset value as recorded in the most recent financial statements of the Company;
  - e. To decide on amendments and supplements to the Company's Charter;
  - f. To approve the annual financial statements;
  - g. To decide on the repurchase of more than 10% of the total issued shares of each class;
  - h. To review and handle violations committed by members of the Board of Directors and the Supervisory Board causing damage to the Company and its shareholders;
  - i. To decide on the reorganization or dissolution of the Company;
  - j. To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
  - k. To approve the Internal Corporate Governance Regulations; the Operating Regulations of the Board of Directors and the Supervisory Board;
  - l. To approve the list of eligible auditing firms; to decide on the auditing firm authorized to audit the Company's operations; and to dismiss such approved auditors when deemed necessary;
  - m. Other rights and obligations as prescribed by law.

## **Section 2**

### **Order and Procedures for Convening the General Meeting of Shareholders and Adopting Resolutions by Voting at the Meeting of the General Meeting of Shareholders**

#### **Article 4. Authority to Convene the General Meeting of Shareholders**

1. Authority to convene the Annual General Meeting of Shareholders: in accordance with Clause 2, Article 14 of the Company's Charter.
2. Authority to convene an Extraordinary General Meeting of Shareholders: in accordance with Clauses 3 and 4, Article 14 of the Company's Charter.

#### **Article 5. Preparation of the List of Shareholders Entitled to Attend the Meeting**

The convener of the General Meeting of Shareholders shall prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no earlier than ten (10) days prior to the date of sending the notice of invitation to the General Meeting of Shareholders;

#### **Article 6. Notice of Convocation of the General Meeting of Shareholders**

This shall be implemented in accordance with Clause 3, Article 18 of the Company's



Charter.

#### **Article 7. Agenda and Contents of the General Meeting of Shareholders**

1. The convener of the General Meeting of Shareholders shall be responsible for preparing the agenda and contents of the meeting.

2. A shareholder or group of shareholders as specified in Clause 3, Article 12 of the Company's Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and sent to the Company at least three (03) working days prior to the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, the number and type of shares held, and the proposed contents to be included in the meeting agenda.

3. The convener of the General Meeting of Shareholders shall have the right to reject proposals referred to in Clause 2, Article 7 of these Regulations no later than two (02) working days prior to the opening date of the meeting. Such rejection must be made in writing with clear reasons in the following cases:

a. The proposal is not submitted within the prescribed time limit or does not contain sufficient or correct contents;

b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as stipulated in Clause 3, Article 12 of the Company's Charter;

c. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;

d. Other cases as prescribed by law and the Company's Charter.

4. The convener of the General Meeting of Shareholders must accept and include proposals specified in Clause 2, Article 7 into the proposed agenda and contents of the meeting, except for the cases specified in Clause 3, Article 7. Such proposals shall be officially included in the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

#### **Article 8. Authorization for Representation at the General Meeting of Shareholders**

In accordance with Article 16 of the Company's Charter..

#### **Article 9. Methods of Registration for Attendance at the General Meeting of Shareholders**

1. Methods of registration for attendance at the General Meeting of Shareholders prior to the opening date of the meeting:

a. The method of registration for attendance at the General Meeting of Shareholders shall be clearly specified in the Notice of Meeting, including contacting the Company or submitting the Registration Form for Attendance (attached to the Notice of Meeting sent to



shareholders) to the Company.

b. Shareholders may choose the method of registration for attending the General Meeting of Shareholders as stated in the notice, including:

- Attending and voting/electing directly at the meeting;
- Authorizing another representative to attend and vote/elect at the meeting in compliance with Clause 2 of this Article. Such authorization shall comply with Article 16 of the Company's Charter;
- Attending and voting/electing via online conference, electronic voting, or other electronic means;
- Sending voting ballots/election ballots to the meeting via mail, fax, or email. Shareholders must send ballots by registered mail, fax, or email to the Board of Directors no later than one (01) day prior to the opening of the meeting.

2. Registration for attendance at the General Meeting of Shareholders and verification of eligibility on the day of the meeting shall comply with Clauses 1 and 6, Article 20 of the Company's Charter. In addition, shareholders must comply with the following provisions:

a. Shareholders or their authorized representatives attending the General Meeting of Shareholders must register with the Shareholder Eligibility Verification Committee. The documents required include:

- Identity Card/Citizen Identification Card/Passport or other valid personal identification of the shareholder;
- Power of Attorney (in case of authorization) and Identity Card/Citizen Identification Card/Passport or other valid personal identification of the authorized representative.

b. Shareholders or their authorized representatives shall present the above documents to the Shareholder Eligibility Verification Committee and receive meeting documents, Voting Cards, Voting Ballots, Election Ballots (if any), and other materials, including:

- The Voting Card stating the shareholder's information, shareholder code, number of shares owned and/or represented, and other necessary contents; bearing the Company's stamp or the signature of the Head of the Shareholder Eligibility Verification Committee;
- The Election Ballot stating the shareholder's information, shareholder code, number of shares owned and/or represented, total number of votes, list of candidates, and other necessary contents; bearing the Company's stamp.



## **Article 10. Conditions for Conducting and Organizing the General Meeting of Shareholders**

This shall be implemented in accordance with Article 19 of the Company's Charter.

## **Article 11. Voting Methods**

### **1. General principles**

- The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by raising voting cards, casting ballots directly, electronic voting, or other electronic means.

- Attendees shall vote to approve, disapprove, or abstain from a matter submitted to the General Meeting of Shareholders by raising their Voting Cards or by selecting options on the Voting Ballot.

### **2. Forms of voting**

- Voting by Voting Card: **Issuance of cards:** Each shareholder or authorized representative, upon registration to attend the meeting, will be issued a Voting Card indicating the shareholder code and the corresponding number of voting rights. Procedure for raising cards: Under the direction of the Chairperson, voting is typically conducted in three rounds: In favor: those who agree raise their cards. Against: those who disagree raise their cards. Other opinions (or No opinion): the remaining participants raise their cards. In the event that a participant does not raise a Voting Card in any of the three rounds (In favor, Against, or No opinion) for a given matter, such vote shall be considered invalid. Recording of results: The Vote Counting Committee shall observe and record the voting results based on the number of shares held by participants raising their cards in each round.

- Voting by Ballot: When voting by filling in the Voting Ballot, for each matter, shareholders shall select one of the three options: "Approve", "Disapprove", or "Abstain" pre-printed on the ballot by marking "X" or "✓" in the chosen box. After completing all voting contents, shareholders shall submit the Voting Ballot into the sealed ballot box at the meeting as instructed by the Vote Counting Committee. The Voting Ballot must bear the signature and full name of the attendee.

## **Article 12. Election Voting Methods**

### **1. General principles**

- To comply fully with the provisions of law and the Company's Charter;
- Members of the Vote Counting Committee must not be included in the list of nominees or self-nominate for the Board of Directors or the Supervisory Board.

### **2. Forms of election voting**

Cumulative voting method:

- Each attending shareholder shall have a total number of votes corresponding to the total number of shares owned or represented multiplied by the number of members to be



elected;

- Shareholders have the right to allocate all of their votes to one or several candidates;
- In case additional candidates arise on the day of the meeting, shareholders may contact the Vote Counting Committee to request a new ballot and must return the old ballot (before placing it into the ballot box);
- In case of incorrect selection, shareholders may contact the Vote Counting Committee to request a new ballot and must return the old ballot;
- Principles for determining elected candidates::
  - + Elected candidates shall be determined based on the number of votes received, from highest to lowest, starting from the candidate with the highest number of votes until the required number of members is reached.
  - + In case two (02) or more candidates receive an equal number of votes for the last position, a re-election shall be conducted among those candidates with equal votes.
  - + If the results of the first election do not yield a sufficient number of elected members, additional rounds of voting shall be conducted until the required number of members is elected.

### **Article 13. Vote Counting Methods**

#### **1. General principles**

For Voting Cards, voting shall be conducted by first collecting the cards approving the resolution, then collecting the disapproval cards, and finally the abstention cards. The Vote Counting Committee shall count each type of card and record the results in the Vote Counting Minutes in accordance with regulations. The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting, unless otherwise stipulated in the Charter.

For Voting Ballots and Election Ballots, shareholders or their authorized representatives shall cast their votes into the ballot box prepared in advance by the Organizing Committee. The Vote Counting Committee shall then tally the votes, including approval votes, disapproval votes, abstentions, or election votes.

For sensitive matters and upon request by shareholders, the Company shall appoint an independent organization to conduct the collection and counting of votes.

#### **2. Supervision and recording of voting and election results**

a. At the beginning of the meeting, the Chairperson shall submit to the General Meeting of Shareholders for approval the list of members of the Vote Counting Committee. Members of the Vote Counting Committee may be shareholders of the Company.



b. The Vote Counting Committee shall be responsible for recording the results of voting on matters submitted to the General Meeting of Shareholders and the results of election vote counting. The Committee shall be responsible for supervising and recording voting and election results at the meeting.

3. Announcement of voting and election results

a. Announcement of results

After recording the voting results and election vote counting results, the Vote Counting Committee shall prepare the Vote Counting Minutes and promptly submit the results to the Chairperson of the Meeting. The Chairperson shall be responsible for announcing such results to the General Meeting of Shareholders.

b. Vote Counting Minutes

The Vote Counting Minutes shall be prepared by the Vote Counting Committee and must include the following information:

- Time and venue of the General Meeting of Shareholders;
- Members of the Vote Counting Committee;
- All voting/election contents in accordance with legal requirements;
- Time of completion of vote counting;
- Signatures of all members of the Vote Counting Committee.

**Article 14. Conditions for Adoption of Resolutions**

This shall be implemented in accordance with Article 21 of the Company's Charter.

**Article 15. Notification of Vote Counting Results**

The Vote Counting Committee shall verify, consolidate, and report to the Chairperson the vote counting results for each matter. The vote counting must be recorded in minutes bearing the signatures of all members of the Vote Counting Committee. The results shall be announced by the Chairperson immediately before the closing of the meeting.

**Article 16. Methods of Objection to Resolutions of the General Meeting of Shareholders**

This shall be implemented in accordance with Article 132 of the Law on Enterprises.

**Article 17. Preparation of Minutes of the General Meeting of Shareholders**

This shall be implemented in accordance with Clauses 1 and 2, Article 23 of the Company's Charter.

**Article 18. Disclosure of Resolutions of the General Meeting of Shareholders**

1. Within twenty-four (24) hours from the adoption of decisions of the General Meeting of Shareholders (including resolutions, meeting minutes, or vote counting minutes (in case of collecting shareholders' opinions in writing)), the Company must disclose information through the following channels:

- a. The Company's website;
- b. The information disclosure system of the State Securities Commission;



- c. The website of the Hanoi Stock Exchange.
2. The disclosure of information on the information disclosure systems of the State Securities Commission and the Hanoi Stock Exchange shall be carried out in accordance with the guidance of the State Securities Commission and the Hanoi Stock Exchange.
3. The Company must disclose information regarding the General Meeting of Shareholders in accordance with the regulations of the law on securities and the securities market.

### **Section 3**

#### **Order and Procedures for Adopting Resolutions of the General Meeting of Shareholders by Written Opinion Collection**

##### **Article 19. Cases Where Written Opinion Collection is Permitted and Not Permitted**

Except for the Annual General Meeting of Shareholders, which must be held in person, the Board of Directors has the right to collect shareholders' opinions in writing to adopt resolutions of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the Company, including matters specified in Clause 2, Article 147 of the Law on Enterprises.

##### **Article 20. Order and Procedures for Adopting Resolutions of the General Meeting of Shareholders by Written Opinion Collection**

This shall be implemented in accordance with Article 22 of the Company's Charter.

##### **Article 21. Order and Procedures for Adopting Resolutions of the General Meeting of Shareholders via Online Meetings or Hybrid Meetings**

In cases of force majeure requiring the General Meeting of Shareholders to be held via online meetings or a combination of in-person and online formats, the Company shall organize such meetings in accordance with applicable legal regulations and guidelines.

### **Chapter III**

#### **BOARD OF DIRECTORS**

##### **Section 1**

##### **Roles, Rights and Obligations of the Board of Directors and Responsibilities of its Members**

##### **Article 22. Roles, Rights and Obligations of the Board of Directors and Responsibilities of its Members**

1. The Board of Directors is the management body of the Company and has full authority on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those falling under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors shall be in accordance with



Clause 2, Article 27 of the Company's Charter.

**Article 23. Responsibilities of Members of the Board of Directors**

Members of the Board of Directors shall comply with the provisions set out in Articles 43 and 44 of the Company's Charter.

**Article 24. Right to Access Information of Members of the Board of Directors**

This shall be implemented in accordance with Article 159 of the Law on Enterprises.

**Section 2**

**Nomination, Candidacy, Election, Dismissal and Removal of  
Members of the Board of Directors**

**Article 25. Term and Number of Members of the Board of Directors**

The Board of Directors shall consist of five (05) members, including one (01) Chairperson and other members. The term of office of a member of the Board of Directors shall not exceed five (05) years; members may be re-elected for an unlimited number of terms. The term of members of the Board of Directors elected by the General Meeting of Shareholders shall be five (05) years from the date of election.

**Article 26. Structure, Criteria and Conditions of Members of the Board of Directors**

1. Structure of the Board of Directors: In accordance with Clause 2, Article 26 of the Company's Charter.
2. Criteria and conditions of members of the Board of Directors: In accordance with Clause 1, Article 155 of the Law on Enterprises.

**Article 27. Nomination and Candidacy for Members of the Board of Directors**

This shall be implemented in accordance with Article 25 of the Company's Charter.

**Article 28. Method for Election of Members of the Board of Directors**

The election of members of the Board of Directors shall be conducted by the cumulative voting method, whereby each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors. Shareholders may allocate all or part of their votes to one or several candidates. Elected members of the Board of Directors shall be determined based on the number of votes received, from highest to lowest, starting from the candidate with the highest number of votes until the required number of members as stipulated in the Company's Charter is reached. In the event that two (02) or more candidates receive an equal number of votes for the final position on the Board of Directors, a re-election shall be conducted among those candidates with equal votes or selection shall be made in accordance with the election regulations. Detailed provisions are set out in Clause 3, Article 148 of the



Law on Enterprises.

**Article 29. Cases of Dismissal, Removal and Addition of Members of the Board of Directors**

1. Cases of dismissal and removal of members of the Board of Directors: In accordance with Article 160 of the Law on Enterprises.

2. Cases requiring additional election of members of the Board of Directors

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

a. The number of remaining members of the Board of Directors falls below the minimum number required by the Law on Enterprises. In this case, the Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the event occurs;

b. The number of members of the Board of Directors is reduced by more than one-third compared to the number stipulated in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the reduction exceeds one-third;

c. The number of independent members of the Board of Directors decreases and no longer meets the ratio as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises. In this case, the Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the event occurs.

d. Except for the cases specified in Points a, b, and c of this Clause, the General Meeting of Shareholders shall elect new members to replace those who have been dismissed or removed at the nearest meeting.

**Article 30. Notification of Election, Dismissal and Removal of Members of the Board of Directors**

After decisions on the election, dismissal, or removal of members of the Board of Directors are made, the Company shall be responsible for disclosing such information internally and to relevant authorities, as well as on the Company's website, in accordance with applicable laws and regulations.

**Article 31. Method for Introducing Candidates for the Board of Directors**

1. The Board of Directors or other entities as prescribed in Clause 3, Article 30 of the Company's Charter shall convene a Board of Directors meeting regarding the election of members of the Board of Directors to disseminate information on the election, including the number of members, candidate criteria, and nomination and candidacy procedures in accordance with Article 27 of these Regulations. The election shall be conducted at the nearest General Meeting of Shareholders.

2. The Company shall issue a public announcement regarding the election of members of the Board of Directors and the procedures for convening and conducting the



election, clearly stating the reasons for the election, the number of members, criteria and conditions, election methods, and procedures for nomination and candidacy.

3. The Board of Directors shall compile the list of candidates through nomination and candidacy and verify the information of each candidate to ensure that they meet the criteria and conditions for becoming a member of the Board of Directors as prescribed in Clause 2, Article 26 of these Regulations.

4. In the event that the number of candidates nominated or self-nominated is still insufficient, the Board of Directors shall prepare an additional list of candidates based on the following criteria:

- Number of candidates: being the number of vacancies remaining after compiling the list of valid candidates under Clause 3 of this Article;
- Candidates introduced by the Board of Directors must be approved by a majority vote of the incumbent members of the Board of Directors;
- Candidates introduced by the Board of Directors must meet at least the minimum criteria and conditions as prescribed in Article 155 of the Law on Enterprises.

#### **Article 32. Election, Dismissal and Removal of the Chairperson of the Board of Directors**

1. The Chairperson of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.

2. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member who receives the highest number or highest percentage of votes. In the event that more than one member receives the highest and equal number or percentage of votes, such members shall elect one among them by majority vote to convene the Board of Directors meeting.

3. In the event that the Chairperson of the Board of Directors resigns or is dismissed/removed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or the decision of dismissal/removal.

4. In the event that the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairperson. In the absence of such authorization, or in cases where the Chairperson dies, is missing, is held in custody, is serving a prison sentence, is subject to compulsory administrative measures at a rehabilitation or educational institution, absconds from residence, has limited or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a court from holding positions or practicing certain professions or jobs, the remaining members shall elect one among them as Chairperson of the Board of Directors based on the majority approval of the remaining members until a new decision of the Board of Directors is made.



### **Section 3**

#### **Remuneration and Other Benefits of Members of the Board of Directors**

##### **Article 33. Remuneration and Other Benefits of Members of the Board of Directors**

This shall be implemented in accordance with Article 28 of the Company's Charter.

### **Section 4**

#### **Order and Procedures for Organizing Meetings of the Board of Directors**

##### **Article 34. Minimum Number of Meetings per Quarter**

The Board of Directors shall convene at least once every quarter.

##### **Article 35. Cases Requiring Extraordinary Meetings of the Board of Directors**

1. The Chairperson of the Board of Directors must convene a Board of Directors meeting without delay, unless there is a legitimate reason, upon written request from any of the following parties clearly stating the purpose of the meeting and the matters to be discussed and decided within the authority of the Board of Directors:

- a. The Supervisory Board or an independent member of the Board of Directors;
- b. The General Director or at least five (05) other managers;
- c. At least two (02) members of the Board of Directors;
- d. Other cases (if any).

2. The above-mentioned meetings of the Board of Directors must be held within seven (07) working days from the date the request is made. If the Chairperson of the Board of Directors refuses to convene the meeting as requested, the Chairperson shall be responsible for any damage caused to the Company; the requesting parties specified in Clause 1 of this Article may themselves convene the Board of Directors meeting.

##### **Article 36. Notice of Board of Directors Meetings**

1. Notice of a Board of Directors meeting must be sent to members of the Board of Directors at least three (03) working days prior to the meeting date. The notice must clearly specify the time and venue of the meeting, the agenda, and matters to be discussed and decided. The notice must be accompanied by documents to be used at the meeting and voting ballots of members.

2. The notice of a Board of Directors meeting may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed in the Company's Charter, provided that it is delivered to the registered contact address of each member of the Board of Directors.

3. The Chairperson of the Board of Directors or the convener shall send the notice of meeting and accompanying documents to members of the Supervisory Board in the same



manner as to members of the Board of Directors.

**Article 37. Right of Supervisory Board Members to Attend Board of Directors Meetings**

Members of the Supervisory Board have the right to attend meetings of the Board of Directors and to participate in discussions, but shall not have voting rights.

**Article 38. Conditions for Conducting Board of Directors Meetings**

1. A first meeting of the Board of Directors shall only proceed and make decisions when at least three-quarters (3/4) of the members are present in person or represented by authorized representatives, if approved by a majority of the Board of Directors members.

2. If the required quorum is not met, the meeting must be reconvened within seven (07) days from the initially scheduled date. The reconvened meeting shall proceed if more than one-half (1/2) of the members of the Board of Directors are present.

**Article 39. Voting Methods at Meetings of the Board of Directors**

A member of the Board of Directors shall be deemed to attend and vote at a meeting in the following cases:

1. Attending and voting in person at the meeting;;
2. Authorizing another person to attend and vote in accordance with Clause 9, Article 30 of the Company's Charter;
3. Attending and voting via online conference, electronic voting, or other electronic means;
4. Sending voting ballots to the meeting via mail, fax, or email;
5. Sending voting ballots by other means.

**Article 40. Adoption of Resolutions of the Board of Directors**

The Board of Directors shall adopt decisions and resolutions based on the approval of a majority of members present (over 50%). In case of an equal number of approval and disapproval votes, the vote of the Chairperson of the Board of Directors shall be the deciding vote.

Decisions adopted at a duly convened meeting held without physical presence shall take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures of all attending members of the Board of Directors in the meeting minutes.

**Article 41. Authorization for Attendance at Board of Directors Meetings**

A member may authorize another person to attend and vote at a meeting if such authorization is approved by a majority of the members of the Board of Directors.

**Article 42. Preparation of Minutes of Board of Directors Meetings**

This shall be implemented in accordance with Clause 1, Article 158 of the Law on



Enterprises.

**Article 43. Cases Where the Chairperson and/or Secretary Refuses to Sign the Minutes of Board of Directors Meetings**

This shall be implemented in accordance with Clause 2, Article 158 of the Law on Enterprises.

**Article 44. Notification of Resolutions and Decisions of the Board of Directors**

Notifications of resolutions and decisions of the Board of Directors shall be disclosed in accordance with the laws on information disclosure in the securities market and other relevant laws.

**Section 5**

**Sub-committees under the Board of Directors**

**Article 45. Sub-committees under the Board of Directors**

This shall be implemented in accordance with Article 31 of the Company's Charter.

**Article 46. Company Secretary (Person in Charge of Corporate Governance)**

This shall be implemented in accordance with Article 32 of the Company's Charter.

**Chapter IV**

**SUPERVISORY BOARD**

**Section 1**

**Roles, Rights and Obligations of the Supervisory Board and Responsibilities of its Members**

**Article 47. Roles, Rights and Obligations of the Supervisory Board and Responsibilities of its Members**

1. Role of the Supervisory Board: The Supervisory Board shall supervise the Board of Directors and the General Director in the management and operation of the Company.
2. Rights and obligations of the Supervisory Board: As stipulated in Article 40 of the Company's Charter.
3. Right to access information of the Supervisory Board: This shall be implemented



in accordance with Article 171 of the Law on Enterprises.

## **Section 2**

### **Term, Number, Composition and Structure of Members of the Supervisory Board**

#### **Article 48. Term, Number, Composition and Structure of Members of the Supervisory Board**

The Supervisory Board of the Company shall consist of three (03) members. The term of office of members of the Supervisory Board shall not exceed five (05) years and members may be re-elected for an unlimited number of terms.

#### **Article 49. Criteria and Conditions of Members of the Supervisory Board**

This shall be implemented in accordance with Clause 2, Article 38 of the Company's Charter.

#### **Article 50. Nomination and Candidacy for Members of the Supervisory Board**

This shall be implemented in accordance with Clauses 1 and 2, Article 25 of the Company's Charter.

#### **Article 51. Method for Election of Members of the Supervisory Board**

The election of members of the Supervisory Board shall be conducted by the cumulative voting method, whereby each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Supervisory Board. Shareholders may allocate all or part of their votes to one or several candidates. Elected members of the Supervisory Board shall be determined based on the number of votes received, from highest to lowest, starting from the candidate with the highest number of votes until the required number of members as stipulated in the Company's Charter is reached. In the event that two (02) or more candidates receive an equal number of votes for the final position on the Supervisory Board, a re-election shall be conducted among those candidates with equal votes or selection shall be made in accordance with the election regulations or the Company's Charter. Detailed provisions are set out in Clause 3, Article 148 of the Law on Enterprises.

#### **Article 52. Cases of Dismissal and Removal of Members of the Supervisory Board**

This shall be implemented in accordance with Clauses 3 and 4, Article 38 of the Company's Charter.

#### **Article 53. Notification of Election, Dismissal and Removal of Members of the Supervisory Board**

After decisions on the election, dismissal, or removal of members of the Supervisory Board are made, the Company shall be responsible for disclosing such information internally and to relevant authorities, as well as on the Company's website, in accordance with



applicable laws and regulations.

**Article 54. Salaries and Other Benefits of Members of the Supervisory Board**

This shall be implemented in accordance with Article 42 of the Company's Charter.

**Chapter V**

**GENERAL DIRECTOR**

**Section 1**

**Roles, Responsibilities, Rights and Obligations of the General Director**

**Article 55. Roles, Responsibilities, Rights and Obligations of the General Director**

1. Role of the General Director: The General Director shall manage the Company's day-to-day business operations, be subject to supervision by the Board of Directors, and be responsible to the Board of Directors and to the law for the performance of the assigned rights and obligations.

2. Rights and responsibilities of the General Director: This shall be implemented in accordance with Clauses 3 and 4, Article 35 of the Company's Charter.

**Section 2**

**Appointment, Dismissal, Contracting and Termination of the General Director**

**Article 56. Term, Criteria and Conditions of the General Director**

1. The term of office of the General Director shall not exceed five (05) years and may be reappointed. The appointment may be terminated in accordance with the provisions of the employment contract.

2. The criteria and conditions of the General Director shall comply with Article 162 of the Law on Enterprises.

**Article 57. Appointment and Signing of the Employment Contract with the General Director**

The Board of Directors shall appoint a member of the Board or another person as the General Director and shall sign an employment contract specifying salary, remuneration, benefits, and other relevant terms and conditions.

**Article 58. Dismissal and Termination of the Employment Contract with the General Director**

1. The Board of Directors may dismiss the General Director when a majority of attending members with voting rights approve, and shall appoint a new General Director to replace him/her.

2. If the General Director wishes to resign, a written resignation must be submitted to the Board of Directors at least forty-five (45) days in advance. Within forty-five (45) days



from receipt of the resignation, the Board of Directors shall review and make a decision.

3. The incumbent General Director shall lose eligibility in cases such as death, loss of civil capacity, loss of citizen rights, unauthorized absence from duty, or violation of the Company's Charter and applicable laws. In such cases, the Board of Directors shall carry out procedures to appoint a new General Director within a maximum of thirty (30) days.

**Article 59. Notification of Appointment, Dismissal, Contracting and Termination of the General Director**

After decisions on the appointment, dismissal, signing, or termination of the contract with the General Director are made, the Company shall disclose such information internally and to relevant authorities, as well as on the Company's website, in accordance with applicable laws and regulations.

**Article 60. Salary and Other Benefits of the General Director**

The General Director shall receive salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Directors.

**CHAPTER VI**

**OTHER ACTIVITIES**

**Section 1**

**Coordination among the Board of Directors, the Supervisory Board, and the General Director**

**Article 61. Procedures and order for convening meetings, issuing meeting notices, recording minutes, and notifying meeting results among the Board of Directors, the Supervisory Board, and the General Director**

The procedures and order for convening meetings, issuing meeting notices, recording minutes, and notifying meeting results among the Board of Directors, the Supervisory Board, and the General Director; as well as the procedures and order for organizing meetings of the Board of Directors shall be implemented in accordance with Article 30 of the Company's Charter and Article 157 of the Law on Enterprises.

**Article 62. Notification of resolutions and decisions of the Board of Directors to the Supervisory Board**

Resolutions and minutes of meetings of the Board of Directors, after being issued, must be sent to the members of the Supervisory Board at the same time and in the same manner as those sent to members of the Board of Directors.

**Article 63. Notification of resolutions and decisions of the Board of Directors to the General Director**

Resolutions of the Board of Directors (regarding matters related to the responsibilities, rights, and obligations of the General Director), after being issued, must be sent to the General



Director at the same time and in the same manner as those sent to members of the Board of Directors.

**Article 64. Cases where the General Director and the Supervisory Board may request the convening of a Board of Directors meeting and matters requiring consultation with the Board of Directors**

1. Cases for requesting the convening of a Board of Directors meeting
  - a. The Supervisory Board may request the convening of a Board of Directors meeting in the following cases:
    - Where it considers that the right of Supervisory Board Members to access information and documents related to the Company's operational status is not fully ensured in accordance with applicable laws and the Company's Charter;
    - Where it detects violations of law or breaches of the Company's Charter by members of the Board of Directors, the General Director, or other enterprise managers, after having issued a written notice to the Board of Directors in accordance with Clause 5, Article 40 of the Company's Charter, but the violating person has not ceased such violation or taken remedial measures;
  - b. The General Director may request the convening of a Board of Directors meeting in the following cases:
    - Where it considers that the rights of the General Director as prescribed in Article 35 of the Company's Charter are not being exercised;
    - Where violations of law or breaches of the Company's Charter are detected in relation to other enterprise managers appointed by the Board of Directors.
2. Matters requiring consultation with the Board of Directors
  - a. Proposing plans for the organizational structure and internal management regulations of the Company;
  - b. Proposing measures to improve the Company's production, business operations, and management; proposing plans for dividend distribution or handling business losses;
  - c. Developing and submitting to the Board of Directors for approval: economic and technical norms, salary and bonus unit prices, and internal management regulations; and supervising the implementation of assigned workload norms within the Company;
  - d. Other matters as prescribed in the Company's Charter.

**Article 65. Reports of the General Director to the Board of Directors on the performance of assigned duties and powers**

1. Reporting on the implementation status of resolutions of the Board of Directors and the General Meeting of Shareholders, as well as the Company's business plans and investment plans approved by the Board of Directors and the General Meeting of



Shareholders;

2. Providing quarterly and annual reports assessing the Company's financial situation and its production and business operations;
3. Reporting on improvements in organizational structure, policies, and management;
4. Reporting on the implementation of other matters authorized by the Board of Directors and the General Meeting of Shareholders;
5. Reporting on other matters as requested by the Board of Directors.

**Article 66. Review of the implementation of resolutions and other authorized matters of the Board of Directors by the General Director**

Based on the reports of the General Director on the performance of assigned duties and powers as stipulated in Article 65 of this Regulation, the Board of Directors shall conduct a review of the implementation results of its resolutions and other authorized matters by the General Director.

**Article 67. Matters that the General Director must report, provide information on, and methods of notification to the Board of Directors and the Supervisory Board**

1. Matters that the General Director must report, provide information on, and methods of notification to the Board of Directors.

a. When proposing measures to improve the Company's operations and management, the General Director shall submit such proposals to the Board of Directors as early as possible, but not less than ten (10) working days prior to the date on which such matters are required to be decided;

b. The General Director is obliged to notify the Board of Directors of transactions between the Company, its subsidiaries, and companies controlled by the Art Design & Communication Joint Stock Company, and such member or persons related to such member in accordance with the law.

c. Other matters requiring the opinion of the Board of Directors must be submitted at least seven (07) working days in advance, and the Board of Directors shall provide feedback within seven (07) working days.

2. Matters that the General Director must report, provide information on, and methods of notification to the Supervisory Board

a. The General Director is responsible for supporting and coordinating with the Supervisory Board to ensure that the Supervisory Board performs its duties and obligations in accordance with the law and the Company's Charter.

b. Reports of the General Director submitted to the Board of Directors or other documents issued by the Company shall be sent to members of the Supervisory Board at the



same time and in the same manner as those sent to members of the Board of Directors.

c. The Board of Directors, members of the Board of Directors, the General Director, and other enterprise managers must provide complete, accurate, and timely information and documents regarding the management, administration, and business operations of the Company at the request of members of the Supervisory Board or the Supervisory Board.

**Article 68. Coordination in control, management, and supervision among members of the Board of Directors, members of the Supervisory Board, and the General Director in accordance with their respective duties**

1. Coordination between the Supervisory Board and the Board of Directors: The Supervisory Board plays a role in supervision, coordination, consultation, and ensuring full, timely, and accurate information. Specifically:

a. Regularly notifying the Board of Directors of its operational results and consulting with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

b. At meetings of the Supervisory Board, the Supervisory Board has the right to request members of the Board of Directors (and simultaneously request the General Director, internal auditors (if any), and independent auditors) to attend and respond to issues of concern to Supervisory Board Members;

c. Periodic and ad hoc inspections of the Supervisory Board must have written conclusions (no later than fifteen (15) working days from the date of completion) sent to the Board of Directors to provide an additional basis for the Board of Directors in managing the Company. Depending on the extent and results of such inspections, the Supervisory Board must discuss and reach agreement with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, opinions may be reserved and recorded in the minutes, and the Head of the Supervisory Board shall report to the nearest General Meeting of Shareholders;

d. Where the Supervisory Board detects violations of law or breaches of the Company's Charter by members of the Board of Directors, it shall notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to cease the violation and take remedial measures;

e. Members of the Supervisory Board are obliged to notify the Board of Directors of transactions between the Company, its subsidiaries, and companies controlled by the Art Design & Communication Joint Stock Company, and such member or persons related to such member in accordance with the law;

f. For recommendations related to the Company's operational and financial situation, the Supervisory Board must send written documents together with relevant materials at least fifteen (15) working days prior to the expected date of receiving feedback;

g. Other recommendations to the Board of Directors must be sent at least seven



(07) working days in advance, and the Board of Directors shall respond within seven (07) working days.

2. Coordination between the Supervisory Board and the General Director: The Supervisory Board performs inspection and supervision functions.

a. At meetings of the Supervisory Board, the Supervisory Board has the right to request the General Director (and simultaneously request members of the Board of Directors and independent auditors) to attend and respond to issues of concern to Supervisory Board Members;

b. Periodic and ad hoc inspections of the Supervisory Board must have written conclusions (no later than fifteen (15) working days from the date of completion) sent to the General Director to provide an additional basis for the General Director in managing the Company. Depending on the extent and results of such inspections, the Supervisory Board must discuss and reach agreement with the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, opinions may be reserved and recorded in the minutes, and the Head of the Supervisory Board shall report to the nearest General Meeting of Shareholders;

c. Where the Supervisory Board detects violations of law or breaches of the Company's Charter by the General Director, it shall notify the General Director in writing within forty-eight (48) hours, requesting the violator to cease the violation and take remedial measures;

d. Members of the Supervisory Board have the right to request the General Director to facilitate access to records and documents related to the Company's business operations at the head office or archive locations;

e. For information and documents relating to management, administration, business operations, business performance reports, and financial statements, written requests from the Supervisory Board must be sent to the Company at least forty-eight (48) working hours prior to the expected time of receiving a response. The Supervisory Board must not use undisclosed information of the Company or disclose such information to others for conducting related transactions.

f. Recommendations on measures to amend, supplement, and improve the organizational structure, management, supervision, and operation of the Company must be sent by the Supervisory Board to the General Director at least seven (07) working days prior to the expected date of receiving feedback.

3. **Coordination between the General Director and the Board of Directors:** The General Director is the person responsible for managing the Company's operations, ensuring continuous and efficient operation.

a. The General Director is responsible to the General Meeting of Shareholders and the Board of Directors for the performance of assigned duties and powers and must report to



these bodies upon request;

b. When proposing measures to improve the Company's operations and management, the General Director shall submit such proposals to the Board of Directors as early as possible, but not less than seven (07) days prior to the date on which such matters are required to be decided;

c. The General Director is obliged to notify the Board of Directors of transactions between the Company, its subsidiaries, and companies controlled by the Art Design & Communication Joint Stock Company, and such member or persons related to such member in accordance with the law;

d. Other matters requiring consultation in accordance with Clause 2, Article 64 of this Regulation must be submitted to the Board of Directors at least seven (07) working days prior to the expected date of receiving feedback from the Board of Directors.

## **Section 2**

### **Regulations on Annual Evaluation of Commendation and Disciplinary Actions for Members of the Board of Directors, Members of the Supervisory Board, the General Director, and Other Enterprise Managers**

#### **Article 69. Regulations on the evaluation of the performance of Members of the Board of Directors, Members of the Supervisory Board, the General Director, and other enterprise managers**

1. The Board of Directors is responsible for developing performance evaluation criteria for all subjects, including members of the Board of Directors, the General Director, and other enterprise managers.

2. The performance evaluation criteria must ensure a balance between the interests of enterprise managers and the long-term interests of the Company and its shareholders. Financial and non-financial indicators used in the evaluation shall be carefully considered and decided by the Board of Directors from time to time. Non-financial indicators may include, but are not limited to: interests of stakeholders, operational efficiency, achieved improvements and innovations, etc.

3. Annually, based on the assigned functions and duties, established evaluation criteria, and achieved results, the Board of Directors shall organize and conduct the performance evaluation of its members.

4. The evaluation of the performance of Members of the Supervisory Board shall be conducted in accordance with the methods specified in the organizational structure and operation of the Supervisory Board.

5. The evaluation of the performance of other enterprise managers shall be conducted in accordance with internal regulations or may be based on self-assessment reports prepared by such managers.



#### **Article 70. Commendation**

1. Subjects: individuals entitled to commendation as prescribed by the Board of Directors.

2. The commendation regime for members of the Board of Directors and members of the Supervisory Board shall be decided by the General Meeting of Shareholders.

3. For other enterprise managers: the source of bonus funds shall be derived from the Company's Reward and Welfare Fund and other lawful sources. The level of commendation shall be based on the actual annual business performance; the General Director shall propose it to the Board of Directors for approval, and in cases beyond its authority, it shall be submitted to the General Meeting of Shareholders for approval.

#### **Article 71. Discipline**

1. The Board of Directors is responsible for establishing a disciplinary system based on the nature and severity of violations. The highest form of discipline shall be dismissal or removal from position.

2. Members of the Board of Directors, Members of the Supervisory Board, and other enterprise managers who fail to perform their duties in accordance with the requirements of honesty, diligence, and prudence shall bear personal liability for any damages caused by them.

3. Members of the Board of Directors, Members of the Supervisory Board, and other enterprise managers, when performing their duties, if committing acts in violation of legal regulations or the Company's regulations, shall, depending on the severity of the violation, be subject to disciplinary measures, administrative sanctions, or criminal liability in accordance with the law and the Company's Charter. In cases where damage is caused to the interests of the Company, its shareholders, or other parties, compensation shall be made in accordance with the law.

### **CHAPTER VII**

#### **AMENDMENTS AND EFFECTIVENESS OF THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

#### **Article 72. Amendments to the Internal Regulations on Corporate Governance**

1. Any amendment, supplementation, or replacement of the Internal Regulations on Corporate Governance shall be reviewed by the Board of Directors and submitted to the General Meeting of Shareholders for approval.

2. In cases where legal provisions related to the Company's operations are not yet stipulated in the Charter or these Regulations, or where new legal provisions differ from those set out in these Regulations, such legal provisions shall automatically apply and govern the Company's operations.

#### **Article 73. Effectiveness**

1. These Regulations consist of seven (07) Chapters and seventy-three (73) Articles



and were adopted by the General Meeting of Shareholders of the Art Design & Communication Joint Stock Company on April 22, 2026.

2. These Regulations are made in five (05) copies of equal validity and are kept at the Company's head office.

3. These Regulations constitute the sole and official version of the Company.

4. Copies or extracts of these Regulations must bear the signature of 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.

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

*(Signed)*

**DANG VIET MANH**





*Hanoi, April 22, 2026*

**REGULATIONS ON THE OPERATION OF THE BOARD OF  
DIRECTORS**

**ART DESIGN & COMMUNICATION JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises dated 17 June 2020 and any amendments and supplements thereto;
- Pursuant to the Law on Securities dated 26 November 2019 and any amendments and supplements thereto;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding corporate governance applicable to public companies under Decree No. 155/2020/ND-CP;
- Pursuant to the Charter of Art Design & Communication Joint Stock Company;
- Pursuant to Resolution of the General Meeting of Shareholders No.01/2026/NQDHCD-MTTT date 22 month 04 year 2026;

*The Board of Directors hereby issues the Regulations on the Organization and Operation of the Board of Directors of Art Design & Communication Joint Stock Company;*

*These Regulations on the Organization and Operation of the Board of Directors of Art Design & Communication Joint Stock Company comprise the following contents:*

**Chapter I**

**GENERAL PROVISIONS**

**Article 1. Scope of regulation and subjects of application**

1. Scope of regulation: The Regulations on the operation of the Board of Directors provide for the organizational structure, operating principles, rights, and obligations of the Board of Directors and its members in order to ensure compliance with the Law on Enterprises, the Company Charter, and other relevant legal regulations.
2. Subjects of application: These Regulations apply to the Board of Directors and its members.

**Article 2. Operating principles of the Board of Directors**

1. The Board of Directors shall operate on a collective basis. Members of the Board of Directors shall bear individual responsibility for their assigned duties and shall jointly be responsible before the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors in relation to the development of the Company.



2. The Board of Directors shall assign the General Director to organize and manage the implementation of the resolutions and decisions of the Board of Directors.

## **Chapter II**

### **MEMBERS OF THE BOARD OF DIRECTORS**

#### **Article 3. Rights and obligations of members of the Board of Directors**

1. Members of the Board of Directors shall have all the rights prescribed by the Enterprise Law, relevant laws, and the company's charter, including the right to be provided with information and documents regarding the Company's financial status, business activities, and those of its subsidiaries or affiliated units.
2. Members of the Board of Directors shall have the obligations prescribed in the Company Charter and the following duties:
  - a. Perform their tasks honestly and diligently, for the highest benefit of the shareholders and the Company;
  - b. Attend all Board meetings and provide opinions on the issues discussed;
  - c. Timely and fully report to the Board any remuneration received from subsidiaries, affiliated companies, or other organizations;
  - d. Report to the Board at the nearest meeting on any transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the charter capital and a Board member or their related persons; and transactions between the Company and any company in which a Board member is a founding member or has served as a managerial executive within the last three years prior to the transaction;
  - e. Comply with information disclosure requirements when trading the Company's shares in accordance with applicable laws.
3. Independent members of the Company's Board of Directors must prepare an evaluation report on the performance of the Board.

#### **Article 4. Right to Access Information of Board Members**

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, Chief Accountant, and other managers of the Company to provide information and documents regarding the Company's financial status and business operations, as well as those of units within the Company.
2. The requested managers must provide the information and documents promptly, fully, and accurately as requested by the Board members. The procedures and process for requesting and providing information shall be prescribed in the Company Charter.

#### **Article 5. Term of Office and Number of Board Members**

1. The number of members of the Board of Directors is five (05).
2. The term of office of a Board member shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may serve as an independent Board member of a company for no more than two (02) consecutive terms.



3. In the event that all Board members complete their terms simultaneously, those members shall continue to serve as Board members until new members are elected to replace them and take over the duties.
4. The Company Charter shall specifically regulate the number, rights, duties, organization, and coordination of activities of independent Board members.

#### **Article 6. Standards and Conditions for Members of the Board of Directors**

1. Members of the Board of Directors must meet the following standards and conditions:
  - a. Not belong to the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
  - b. Possess professional qualifications and experience in business management or in the field, sector, or line of business of the Company, and are not necessarily required to be shareholders of the Company, unless otherwise stipulated in the Company Charter;
  - c. Members of the Company's Board of Directors may simultaneously serve as members of the board of another company..
2. Independent members of the Board of Directors, as defined in Point b, Clause 1, Article 137 of the Law on Enterprises, must meet the following standards and conditions:
  - a. Must not be an employee of the Company, its parent company, or subsidiaries; must not have worked for the Company, its parent company, or subsidiaries for at least the three (03) consecutive years prior;
  - b. Must not be receiving salary or remuneration from the Company, except for allowances entitled to Board members as prescribed by law;
  - c. Must not have a spouse, biological parent, adoptive parent, biological child, adopted child, or sibling who is a major shareholder of the Company or a manager of the Company or its subsidiaries;
  - d. Must not directly or indirectly own at least 1% of the total voting shares of the Company;
  - đ. Must not have been a member of the Board of Directors or the Supervisory Board of the Company in the five (05) years immediately preceding, except when continuously appointed for two consecutive terms.
3. An independent member of the Board of Directors must notify the Board if they no longer meet the standards and conditions stipulated in Clause 2 of this Article and shall automatically cease to be an independent member from the date they no longer meet such standards and conditions. The Board of Directors must report the case at the nearest General Meeting of Shareholders or convene a General Meeting to elect or replace the independent member within six (06) months from the date of receiving the notification from the concerned independent member.

#### **Article 7. Chairman of the Board of Directors**



1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board from among its members..
2. The Chairman of the Board of Directors of the Company shall not concurrently serve as the General Director.
3. The Chairman of the Board of Directors has the following rights and obligations::
  - a. Develop the programs and operational plans of the Board of Directors;
  - b. Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
  - c. Organize the adoption of resolutions and decisions of the Board of Directors;
  - d. Supervise the implementation process of the Board's resolutions and decisions;
  - e. Chair the meetings of the General Meeting of Shareholders;
  - f. Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.
4. In the event the Chairman submits a resignation or is removed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation or removal notice. In case the Chairman is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman according to the principles stipulated in the Company Charter. If there is no authorized member or in cases of death, disappearance, temporary detention, serving a criminal sentence, undergoing compulsory rehabilitation, compulsory education, absconding from residence, limited or lost civil capacity, cognitive or behavioral difficulties, or court prohibition from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one member as Chairman of the Board of Directors based on majority approval until a new decision of the Board is made.
5. When deemed necessary, the Board of Directors may decide to appoint a Company Secretary. The Company Secretary has the following rights and obligations:
  - a. Assist in organizing and convening meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
  - b. Assist members of the Board of Directors in exercising their assigned rights and obligations;
  - c. Assist the Board of Directors in applying and implementing corporate governance principles;
  - d. Support the Company in building shareholder relations and protecting the lawful rights and interests of shareholders, ensuring compliance with information disclosure and administrative procedures.

**Article 8. Dismissal, Removal, Replacement and Additional Appointment of Members of the Board of Directors**

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
  - a. Failing to meet the standards and conditions prescribed in Article 155 of the Law on Enterprises;
  - b. Submitting a resignation letter which is accepted;



- c. Other cases as prescribed in the Company's Charter.
- 2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
  - a. Failing to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
  - b. Other cases as prescribed in the Company's Charter.
- 3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors beyond the cases specified in Clauses 1 and 2 of this Article.
- 4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
  - a. The number of members of the Board of Directors decreases by more than one-third compared to the number prescribed in the Company's Charter. In such case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date of such decrease;
  - b. The number of remaining members of the Board of Directors is less than the minimum number prescribed by law. In such case, the Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the event occurs.
  - c. The number of independent members of the Board of Directors decreases and no longer satisfies the ratio prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises. In such case, the Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the event occurs.
  - d. Except for the cases specified in Points a, b, and c of this Clause, the General Meeting of Shareholders shall elect new members to replace those dismissed or removed at the nearest meeting.

#### **Article 9. Methods of Election, Dismissal and Removal of Members of the Board of Directors**

- 1. Shareholders or groups of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors. The nomination shall be conducted as follows:
  - a. Shareholders forming a group to nominate candidates must notify the meeting of such grouping prior to the opening of the General Meeting of Shareholders. Shareholders or groups holding from 10% to under 15% of the total voting shares may nominate one (01) candidate; from 15% to under 30% may nominate up to two (02) candidates; from 30% to under 40% may nominate up to three (03) candidates; from 40% to under 50% may nominate up to four (04) candidates; from 50% to under 60% may nominate up to five (05) candidates; from 60% to under 70% may nominate up to six (06) candidates; from 70% to under 80% may nominate up to seven (07) candidates; and from 80% or more may nominate up to eight (08) candidates;
  - b. Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this Clause shall have the right to nominate one or more candidates as determined by the General Meeting of Shareholders. If the number of



candidates nominated is fewer than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

2. In case the number of candidates nominated or self-nominated is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and these Regulations. Such additional nominations must be clearly disclosed prior to the General Meeting of Shareholders voting on the election of Board members.

3. The election of members of the Board of Directors shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes corresponding to the number of shares owned multiplied by the number of members to be elected, and may allocate all or part of such votes to one or more candidates. Elected members shall be determined based on the number of votes received, ranked from highest to lowest, until the required number of members as prescribed in the Company's Charter is reached. In case two (02) or more candidates receive equal votes for the final position, a re-election shall be conducted among such candidates or selection shall be made in accordance with the election regulations or the Company's Charter.

4. The election, dismissal, and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders in accordance with the voting principles.

#### **Article 10. Announcement of Election, Dismissal and Removal**

1. In cases where candidates for the Board of Directors have been identified, the Company must disclose information related to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website, so that shareholders may review the candidates before voting. Candidates for the Board of Directors must provide a written commitment confirming the truthfulness and accuracy of the disclosed personal information, and must undertake to perform their duties in an honest, prudent manner and in the best interests of the Company if elected as members of the Board of Directors. The information relating to candidates for the Board of Directors to be disclosed shall include:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Employment history;
- d. Other managerial positions (including positions on the Board of Directors of other companies);
- e. Interests related to the Company and its related parties;
- f. Other information as prescribed in the Company's Charter;
- g. A public company shall be responsible for disclosing information regarding companies in which the candidate is currently serving as a member of the Board of Directors, holding other managerial positions, and any interests related to such companies of the Board of Directors candidate (if any).



2. The announcement of the results of election, dismissal, and removal of members of the Board of Directors shall be carried out in accordance with regulations on information disclosure.

### **Chapter III**

#### **BOARD OF DIRECTORS**

##### **Article 11. Rights and Obligations of the Board of Directors**

1. The Board of Directors is the management body of the Company and has full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for those falling within the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:
  - a. To decide on the Company's development strategies, medium-term development plans, and annual business plans;
  - b. To propose the types of shares and the total number of shares of each type authorized to be offered;
  - c. To decide on the sale of unsold shares within the number of shares authorized to be offered for each type; to decide on raising additional capital in other forms;
  - d. To decide on the selling price of shares and bonds of the Company;
  - e. To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
  - f. To decide on investment plans and investment projects within its authority and in accordance with the limits prescribed by law;
  - g. To decide on solutions for market development, marketing, and technology;
  - h. To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value of 35% or more of the total asset value as recorded in the Company's most recent financial statements, and contracts or transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;
  - i. To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint, dismiss, enter into contracts with, and terminate contracts with the General Director and other key managers as prescribed in the Company's Charter; to decide on salaries, remunerations, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, and to decide on the remuneration and other benefits of such representatives;
  - j. To supervise and direct the General Director and other managers in the daily business operations of the Company;



- k. To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, and representative offices; and on capital contributions and share acquisitions in other enterprises;
- l. To approve the agenda and contents of documents for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect written opinions for the General Meeting of Shareholders to pass resolutions;
- m. To submit audited annual financial statements to the General Meeting of Shareholders;
- n. To propose dividend levels; to decide on the time limits and procedures for dividend payment or handling of losses incurred in business operations;
- o. To propose the reorganization or dissolution of the Company; to request the bankruptcy of the Company;
- p. To decide on the issuance of the Regulations on operation of the Board of Directors and the Internal Regulations on corporate governance after approval by the General Meeting of Shareholders; to decide on the issuance of the Company's Information Disclosure Regulations;
- q. Other rights and obligations as prescribed by the Law on Enterprises, other relevant laws, and the Company's Charter.
3. The Board of Directors shall adopt resolutions and decisions by voting at meetings, by collecting written opinions, or by other methods as prescribed in the Company's Charter. Each member of the Board of Directors shall have one vote.
4. In case a resolution or decision adopted by the Board of Directors is contrary to the provisions of law, resolutions of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, members who voted in favor of such resolution or decision shall be jointly and severally liable for such resolution or decision and must compensate the Company for damages; members who voted against shall be exempt from liability. In such case, shareholders of the Company shall have the right to request the Court to suspend the implementation of or annul such resolution or decision.

#### **Article 12. Duties and Powers of the Board of Directors in Approving and Executing Contracts and Transactions**

1. The Board of Directors shall approve contracts and transactions with a value of less than thirty-five percent (35%) or transactions resulting in the total value of transactions arising within twelve (12) months from the date of the first transaction being less than thirty-five percent (35%) of the total asset value as recorded in the Company's most recent financial statements, or another lower ratio or value as prescribed in the Company's Charter, between the Company and any of the following entities:
- Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons;
  - Shareholders or authorized representatives of shareholders holding more than ten percent (10%) of the total ordinary shares of the Company and their related persons;



- Enterprises related to the persons specified in Clause 2, Article 164 of the Law on Enterprises.

2. The legal representative of the Company entering into such contracts or transactions must notify members of the Board of Directors and the Supervisory Board of the related parties to such contracts or transactions, and attach the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of such contracts or transactions within fifteen (15) days from the date of receipt of the notification, unless another time limit is prescribed in the Company's Charter; members of the Board of Directors who have related interests in the parties to such contracts or transactions shall not have the right to vote.

### **Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders**

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

- a. When deemed necessary for the interests of the Company;
- b. When the number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number as prescribed by law;
- c. Upon request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; such request must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear the signatures of the relevant shareholders, or be made in multiple copies with sufficient signatures of the relevant shareholders;
- d. Upon request of the Supervisory Board;
- e. Other cases as prescribed by law and the Company's Charter.

2. Convening an Extraordinary General Meeting of Shareholders

The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls below the minimum number as prescribed in the Company's Charter, or from the date of receipt of the request specified in Points c and d, Clause 1 of this Article;

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

- a. To prepare the list of shareholders entitled to attend the meeting;
- b. To provide information and resolve complaints related to the list of shareholders;
- c. To prepare the agenda and contents of the meeting;
- d. To prepare documents for the meeting;
- e. To draft resolutions of the General Meeting of Shareholders based on the proposed agenda; and to prepare the list and detailed information of candidates in case of election of members of the Board of Directors or the Supervisory Board;
- f. To determine the time and venue of the meeting;



- g. To send notices of invitation to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;
- h. To perform other tasks serving the meeting.

#### **Article 14. Committees Assisting the Board of Directors**

1. The Board of Directors may establish subordinate committees to be in charge of development policies, personnel, remuneration, internal audit, and risk management. The number of members of each committee shall be decided by the Board of Directors, with a minimum of three (03) members per committee, including members of the Board of Directors and external members. Non-executive members of the Board of Directors shall constitute the majority of each committee, and one of such members shall be appointed as the Chairperson of the committee by decision of the Board of Directors. The operation of each committee must comply with the regulations of the Board of Directors. Resolutions of a committee shall be valid only when approved by a majority of members attending and voting at the committee meeting.
2. The implementation of decisions of the Board of Directors or its subordinate committees must comply with applicable laws and the provisions of the Company's Charter and the Internal Regulations on Corporate Governance.

### **Chapter IV**

#### **MEETINGS OF THE BOARD OF DIRECTORS**

##### **Article 15. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member who receives the highest number or percentage of votes. In the event that more than one member receives the same highest number or percentage of votes, such members shall elect, by majority rule, one among them to convene the meeting of the Board of Directors.
2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a. At the request of the Supervisory Board or an independent member of the Board of Directors;
  - b. At the request of the General Director or at least five (05) other managers;;
  - c. At the request of at least two (02) members of the Board of Directors;
4. Requests specified in Clause 3 of this Article must be made in writing, clearly stating the purpose and matters to be discussed and decided within the authority of the Board of Directors.



5. The Chairman of the Board of Directors must convene a meeting within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. In case of failure to convene such meeting, the Chairman shall be liable for any damage caused to the Company; the requesting party shall have the right to convene the meeting in place of the Chairman.

6. The Chairman of the Board of Directors or the person convening the meeting must send the notice of meeting at least three (03) working days prior to the meeting date. The notice must specify the time and venue, agenda, and matters to be discussed and decided. The notice must be accompanied by meeting documents and voting forms.

The notice may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed in the Company's Charter, provided that it is delivered to the registered contact address of each member of the Board of Directors.

7. The Chairman or the convener shall send the notice and accompanying documents to the Supervisory Board in the same manner as to members of the Board of Directors.

Members of the Supervisory Board have the right to attend meetings of the Board of Directors, to discuss, but not to vote.

8. A meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total number of members attend. If the first meeting does not meet this quorum, a second meeting shall be convened within seven (07) days from the intended date of the first meeting. In such case, the meeting shall be conducted if more than half of the members attend.

9. A member of the Board of Directors shall be deemed to attend and vote at a meeting in the following cases:

- a. Attending and voting in person at the meeting;
- b. Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c. Attending and voting via online conference, electronic voting, or other electronic means;
- d. Sending voting ballots to the meeting by mail, fax, or email;

10. In case voting ballots are sent by mail, such ballots must be sealed in an envelope and delivered to the Chairman at least one (01) hour before the opening of the meeting. Ballots shall only be opened in the presence of all attendees.

11. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on their behalf if approved by the majority of the Board of Directors.

12. Meetings via electronic/online means

a. Meetings of the Board of Directors may be held via online conference among members located in different places, provided that each participating member is able to:

- Hear each other member speaking during the meeting;



- Speak to all other participants simultaneously.
- b. Communication among members may be conducted directly via telephone or other communication means, or a combination thereof. Under these Regulations, members participating in such meetings shall be deemed "present" at the meeting. The venue of the meeting shall be the place where the largest number of members are gathered, or, if there is no such group, the place where the Chairperson of the meeting is present.
- c. Decisions adopted at duly convened and conducted online meetings shall take effect immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all attending members. No member may refuse to sign the minutes, except where such member has expressed dissent or reserved their opinion regarding the adopted decisions during the meeting.

13. Attendees at meetings of the Board of Directors

- a. Attendees include the Chairman, members of the Board of Directors, members of the Supervisory Board, and the General Director (invited as an observer).
- b. Other managers, and representatives of Party organizations, trade unions, and youth unions may be invited to attend where necessary.
- c. When discussing matters within the decision-making authority of state authorities, the Board of Directors may invite representatives of relevant state authorities to attend.
- d. Invitees who are not members of the Board of Directors may express opinions but shall not have voting rights.

14. Preparation of meeting contents.

- a. Unless otherwise provided, the General Director shall be responsible for preparing matters for discussion at Board meetings as requested by the Board of Directors.
- b. Members of the Board of Directors and its committees shall, as assigned by the Chairman, review the prepared materials and propose opinions or solutions for the Board of Directors to consider and decide.

15. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of attending members; in case of a tie, the final decision shall follow the opinion of the Chairman of the Board of Directors.

**Article 16. Minutes of Meetings of the Board of Directors**

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded or otherwise recorded and stored in electronic form. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and shall include the following principal contents:

- a. Name, address of the head office, and enterprise registration number;
- b. Time and venue of the meeting;
- c. Purpose, agenda, and contents of the meeting;
- d. Full name of each attending member or authorized representative and the method of attendance; full name of members absent and the reasons for absence;



- e. Matters discussed and voted on at the meeting;
  - f. Summary of opinions expressed by each attending member in chronological order of the meeting;
  - g. Voting results, clearly stating members voting in favor, against, and abstaining;
  - h. Matters approved and the corresponding voting ratios;
  - i. Full name and signatures of the chairperson of the meeting and the minute-taker, except as provided in Clause 2 of this Article.
2. In case the chairperson or the minute-taker refuses to sign the minutes, the minutes shall nevertheless be valid if signed by all other attending members of the Board of Directors and containing all the contents specified in Points a, b, c, d, e, f, g, and h, Clause 1 of this Article.
3. The chairperson, the minute-taker, and the signatories to the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors meeting.
4. Minutes of meetings of the Board of Directors and documents used in such meetings must be kept at the Company's head office.
5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

#### **Article 17. Adoption of Resolutions of the Board of Directors by Written Opinion**

- a. For matters where it is not necessary to convene a meeting of the Board of Directors or where a meeting cannot be convened, the Chairman of the Board of Directors may collect written opinions from members of the Board of Directors, provided that all members receive full documentation relating to the matters proposed for consideration and resolution.
- b. A resolution adopted by way of written opinions shall be approved on the basis of the majority of votes in favor by members of the Board of Directors entitled to vote. Such resolution shall have the same validity and effect as a resolution adopted at a duly convened and held meeting of the Board of Directors.

### **Chapter V**

#### **REPORTING AND DISCLOSURE OF INTERESTS**

##### **Article 18. Submission of Annual Reports**

- 1. At the end of each fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:
  - a. Report on the Company's business performance;
  - b. Financial statements;
  - c. Report on the assessment of management and administration of the Company;
  - d. Evaluation report of the Supervisory Board.



2. The reports specified in Points a, b, and c, Clause 1 of this Article must be submitted to the Supervisory Board for appraisal no later than five (05) days prior to the opening date of the Annual General Meeting of Shareholders, unless otherwise provided in the Company's Charter.

3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Supervisory Board, and the audit report must be kept at the Company's head office no later than ten (10) days prior to the opening date of the Annual General Meeting of Shareholders. Shareholders who have held shares of the Company continuously for at least one (01) year shall have the right, either individually or together with a lawyer, accountant, or certified auditor, to directly review the reports specified in this Article.

#### **Article 19. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors**

1. The Company shall be entitled to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.

2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to fulfill the duties of each member and the daily rate of remuneration. The Board of Directors shall determine the remuneration for each member on the basis of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be accounted for as a business expense of the Company in accordance with the laws on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions, or members serving on committees of the Board of Directors, or performing tasks beyond the normal scope of duties of a Board member, may be paid additional remuneration in the form of lump-sum payments per assignment, salaries, commissions, profit-sharing percentages, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in the performance of their duties, including expenses incurred for attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Company's Charter.

#### **Article 20. Disclosure of Related Interests**

The disclosure of interests and related persons of the Company shall be carried out in accordance with the following provisions:



1. Members of the Board of Directors must declare to the Company their related interests, including:
  - a. Name, enterprise registration number, address of head office, business lines of enterprises in which they own contributed capital or shares; the ownership ratio and the time of such ownership;
  - b. Name, enterprise registration number, address of head office, business lines of enterprises in which their related persons jointly or separately own more than ten percent (10%) of the charter capital.
2. The declaration specified in Clause 1 of this Article must be made within seven (07) working days from the date on which the related interest arises; any amendment or supplementation must be notified to the Company within seven (07) working days from the date of such amendment or supplementation.
3. Members of the Board of Directors who, in their own name or on behalf of others, perform work in any form within the scope of the Company's business activities must disclose the nature and contents of such work to the Board of Directors and may only perform such work upon approval by the majority of the remaining members of the Board of Directors. If such work is performed without disclosure or without approval of the Board of Directors, all income derived from such activities shall belong to the Company.

## **Chapter VI**

### **RELATIONSHIPS OF THE BOARD OF DIRECTORS**

#### **Article 21. Relationship among Members of the Board of Directors**

1. The relationship among members of the Board of Directors is one of coordination. Members shall be responsible for informing one another of relevant matters in the course of handling assigned tasks.
2. In the course of handling work, the member primarily responsible shall proactively coordinate with other members where matters relate to areas under their responsibility. In case of differing opinions among members, the member primarily responsible shall report to the Chairman of the Board of Directors for consideration and decision within his/her authority, or for convening a meeting or collecting opinions of the Board members in accordance with the law, the Company's Charter, and these Regulations.
3. In the event of reassignment among members of the Board of Directors, such members must hand over their work, files, and relevant documents. Such handover must be documented in writing and reported to the Chairman of the Board of Directors.

#### **Article 22. Relationship with the Executive Management**

In its governance role, the Board of Directors shall issue resolutions for implementation by the General Director and the executive management. At the same time, the Board of Directors shall examine and supervise the implementation of such resolutions.



### **Article 23. Principles of Coordination between the Board of Directors and the General Director**

1. The Board of Directors and the General Director shall coordinate their activities to ensure unity in management and administration; maintain internal solidarity; and strengthen mutual support in leadership and direction for the development of the Company, in compliance with applicable laws and the Company's Charter.
2. The Board of Directors shall perform its duties through resolutions and decisions and require the General Director to implement them. Except in urgent cases arising from business operations, the Board of Directors shall process and respond within seven (07) days from the date of receipt of submissions or official requests from the General Director. For major matters requiring a Board meeting or collection of written opinions from Board members, the Board of Directors shall process and respond within fifteen (15) days.
3. For the execution of contracts involving responsibilities of the Board of Directors or requiring approval of the Board, the General Director shall notify the Chairman of the Board of Directors to attend or to designate another Board member to attend on behalf of the Board if deemed necessary.
4. For meetings convened by relevant authorities, partners, or customers (unless addressed to a specific individual), which are of special importance and relate to organizational restructuring, mechanisms, policies, medium- and long-term development directions, or the resolution of major pending issues of the Company, the General Director shall inform the Board of Directors so that it may attend if possible.
5. Responsibilities of the General Director in working relations with the Board of Directors
  - 5.1. The General Director is responsible for organizing the implementation of resolutions and decisions of the Board of Directors and the General Meeting of Shareholders. During implementation, if any issue detrimental to the Company is identified, the General Director must promptly report to the Board of Directors for consideration and possible adjustment of such resolutions or decisions. If the Board of Directors does not make any adjustment, the General Director must still implement them but has the right to reserve his/her opinion and make recommendations.

The General Director has the right to refuse to implement resolutions or decisions of the Board of Directors or its members if such resolutions or decisions are deemed contrary to law, the Company's Charter, or resolutions of the General Meeting of Shareholders; at the same time, the General Director must immediately notify the Supervisory Board in writing and shall be personally responsible before the law and the Board of Directors for such opinions.

- 5.2. Other responsibilities of the General Director are specified in Clause 4, Article 35 of the Company's Charter.

### **Article 24. Relationship with the Supervisory Board**



1. The relationship between the Board of Directors and the Supervisory Board is one of coordination. Their working relationship shall be based on the principles of equality and independence, while ensuring close coordination and mutual support in the performance of their duties.

2. Upon receipt of inspection minutes or summary reports from the Supervisory Board, the Board of Directors shall review them and direct relevant departments to develop plans and promptly implement corrective measures.

## **Chapter VII**

### **IMPLEMENTATION PROVISIONS**

#### **Article 25. Effectiveness**

The Regulation on the operation of the Board of Directors of Art Design & Communication Joint Stock Company, comprising seven (07) chapters and twenty-five (25) articles, shall take effect from day 22 month 04 year 2026.

**ART DESIGN & COMMUNICATION JOINT STOCK COMPANY  
ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

*(Signed)*

**DANG VIET MANH**







Hanoi, April 22, 2026

## REGULATION ON THE OPERATION OF THE BOARD OF SUPERVISORS

### ART DESIGN & COMMUNICATION JOINT STOCK COMPANY

- Pursuant to the Law on Enterprises dated 17 June 2020 and any amendments and supplements thereto;
- Pursuant to the Law on Securities dated 26 November 2019 and any amendments and supplements thereto;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance providing guidance on corporate governance applicable to public companies as stipulated in Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Charter of Art Design & Communication Joint Stock Company;
- Pursuant to Resolution of the General Meeting of Shareholders No. 01/2026/NQĐHCD-MTTT date 22 month 04 year 2026.

*The Regulation on the Operation of the Board of Supervisors of Art Design & Communication Joint Stock Company includes the following contents:*

### Chapter I

#### GENERAL PROVISIONS

##### Article 1. Scope of Regulation and Subjects of Application

1. Scope of regulation: The Regulation on the operation of the Board of Supervisors provides for the organizational structure, personnel, standards, conditions, rights and obligations of the Board of Supervisors and its members in accordance with the Law on Enterprises, the Company's Charter, and other relevant regulations.
2. Subjects of application: This Regulation on the operation of the Board of Supervisors applies to the Board of Supervisors and its members.

##### Article 2. Principles of Operation of the Board of Supervisors

The Board of Supervisors operates on a collegial basis. Its members shall be individually responsible for their assigned duties and jointly responsible before the General



Meeting of Shareholders and before the law for the activities and decisions of the Board of Supervisors.

## **Chapter II**

### **MEMBERS OF THE BOARD OF SUPERVISORS**

#### **Article 3. Rights, Obligations and Responsibilities of Members of the Board of Supervisors**

1. To comply with laws, the Company's Charter, resolutions of the General Meeting of Shareholders, and professional ethics in the performance of assigned rights and obligations.
2. To perform assigned rights and obligations honestly, prudently, and to the best of their ability in order to ensure the maximum lawful interests of the Company.
3. To be loyal to the interests of the Company and its shareholders; not to abuse their position or authority or use information, know-how, business opportunities, or other assets of the Company for personal gain or for the benefit of other organizations or individuals.
4. To fulfill other obligations as prescribed by the Law on Enterprises, the Law on Securities, and the Company's Charter.
5. In case of violation of the provisions in Clauses 1, 2, 3, and 4 of this Article causing damage to the Company or other parties, the member of the Board of Supervisors shall bear personal or joint liability for such damages. Any income or other benefits obtained from such violations must be returned to the Company.
6. In case a member of the Board of Supervisors detects that another member has committed a violation in performing assigned rights and obligations, he/she must notify the Board of Supervisors in writing and request the violating member to cease the violation and remedy its consequences.

#### **Article 4. Term of Office and Number of Members of the Board of Supervisors**

1. The Board of Supervisors shall consist of three (03) members. The term of office of each member shall not exceed five (05) years and members may be re-elected for an unlimited number of terms.
2. Members of the Board of Supervisors are not necessarily required to be shareholders of the Company.
3. More than half of the members of the Board of Supervisors must reside in Vietnam.



4. In case all members of the Board of Supervisors reach the end of their term at the same time and new members have not yet been elected, the outgoing members shall continue to exercise their rights and perform their obligations until the new members are elected and assume their duties.

#### **Article 5. Standards and Conditions for Members of the Board of Supervisors**

1. Members of the Board of Supervisors must satisfy the following standards and conditions:

- a. Having full civil act capacity and not falling into the cases specified in Clause 2, Article 17 of the Law on Enterprises;
- b. Being trained in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a discipline relevant to the Company's business activities;
- c. Not being a family member of members of the Board of Directors, the General Director, or other managers;
- d. Not being a manager of the Company and not necessarily being a shareholder or employee of the Company;
- e. Not working in the accounting or finance department of the Company;
- f. Not being a member or employee of an approved independent auditing firm that has conducted audits of the Company's financial statements within the preceding three (03) consecutive years;
- g. Meeting other standards and conditions as prescribed by relevant laws.

2. In addition to the standards and conditions specified in Clause 1 of this Article, members of the Board of Supervisors of a public company as prescribed in Point b, Clause 1, Article 88 of the Law on Enterprises must not be family members of the Company's managers or those of its parent company; representatives of capital contributed by enterprises; or representatives of state capital at the parent company and at the Company.

#### **Article 6. Head of the Board of Supervisors**

1. The Head of the Board of Supervisors must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a discipline relevant to the Company's business activities.

2. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; such election, dismissal, and removal shall be decided by majority vote.

3. The rights and obligations of the Head of the Board of Supervisors shall be stipulated in the Company's Charter.



## **Article 7. Nomination and Self-nomination of Members of the Board of Supervisors**

1. Shareholders or groups of shareholders holding 10% or more of the total number of ordinary shares shall have the right to nominate candidates to the Board of Supervisors. The nomination shall be carried out as follows:

a. Ordinary shareholders forming a group to nominate candidates to the Board of Supervisors must notify other attending shareholders of such grouping prior to the opening of the General Meeting of Shareholders; the nomination of members of the Board of Supervisors shall be conducted in accordance with Clause 2, Article 25 of the Company's Charter.

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

2. In case the number of candidates for the Board of Supervisors through nomination and self-nomination is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Supervisors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and this Regulation on the operation of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

## **Article 8. Method of Election, Dismissal and Removal of Members of the Board of Supervisors**

1. The election, dismissal, and removal of members of the Board of Supervisors shall fall under the authority of the General Meeting of Shareholders.

2. Voting for the election of members of the Board of Supervisors shall be conducted by the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the number of shares owned multiplied by the number of members to be elected to the Board of Supervisors. A shareholder may allocate all or part of their total votes to one or more candidates. Elected members of the Board of Supervisors shall be determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the required number of members as stipulated in the Company's Charter is reached. In the event that two or more candidates receive an equal number of votes for the final position, a re-election shall be conducted among those candidates or selection



shall be made in accordance with the criteria specified in the election regulations or the Company's Charter.

#### **Article 9. Cases of Dismissal and Removal of Members of the Board of Supervisors**

1. The General Meeting of Shareholders shall dismiss a member of the Board of Supervisors in the following cases:
  - a. No longer meeting the standards and conditions for being a member of the Board of Supervisors as prescribed in Article 169 of the Law on Enterprises and this Regulation;
  - b. Submitting a resignation letter which is accepted;
  - c. Other cases as stipulated in the Company's Charter.
2. The General Meeting of Shareholders shall remove a member of the Board of Supervisors in the following cases:
  - a. Failing to fulfill assigned duties and responsibilities;
  - b. Failing to exercise their rights and perform their obligations for six (06) consecutive months, except in cases of force majeure;
  - c. Repeatedly committing violations or committing serious violations of the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company's Charter;
  - d. Other cases as resolved by the General Meeting of Shareholders.

#### **Article 10. Announcement of Election, Dismissal and Removal of Members of the Board of Supervisors**

1. In case candidates for the Board of Supervisors have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review the candidates before voting. Candidates for the Board of Supervisors must provide a written commitment to the truthfulness and accuracy of the disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Supervisors. Information relating to candidates for the Board of Supervisors to be disclosed includes:
  - a. Full name; date of birth;
  - b. Professional qualifications;
  - c. Working experience;
  - d. Other managerial positions;
  - e. Interests related to the Company and its related parties;
  - f. Other information (if any) as prescribed in the Company's Charter;



g. The Company is responsible for disclosing information about companies in which the candidates hold managerial positions and the candidates' related interests with respect to the Company (if any).

2. The announcement of the results of the election, dismissal, and removal of members of the Board of Supervisors shall be carried out in accordance with regulations on information disclosure.

### **Chapter III**

#### **BOARD OF SUPERVISORS**

##### **Article 11. Rights, Obligations and Responsibilities of the Board of Supervisors**

1. The Board of Supervisors shall supervise the Board of Directors and the General Director in the management and operation of the Company.

2. To examine the reasonableness, legality, honesty, and prudence in management and operation of business activities; and the consistency, systematic nature, and appropriateness of accounting, statistics, and financial reporting.

3. To appraise the completeness, legality, and accuracy of reports on business performance, annual and semi-annual financial statements of the Company; to evaluate reports on the management activities of the Board of Directors and submit appraisal reports at the Annual General Meeting of Shareholders. To review contracts and transactions with related persons subject to approval by the Board of Directors or the General Meeting of Shareholders, and to provide recommendations on contracts and transactions requiring such approval.

4. To review, examine, and assess the effectiveness and efficiency of the internal control system, internal audit, risk management, and early warning system of the Company.

5. To examine accounting books, accounting records, and other documents of the Company, as well as the management and operation of the Company when deemed necessary or as required by resolutions of the General Meeting of Shareholders or at the request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises.

6. At the request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises, the Board of Supervisors shall conduct an inspection within seven (07) working days from the date of receipt of the request. Within fifteen (15) days from the completion of the inspection, the Board of Supervisors must report on the inspected matters to the Board of Directors and the requesting shareholders or groups of



shareholders. Such inspection must not obstruct the normal operations of the Board of Directors or disrupt the Company's business operations.

7. To propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for management, supervision, and operation of the Company's business activities.

8. Upon detecting that a member of the Board of Directors or the General Director violates provisions of Article 165 of the Law on Enterprises, to promptly notify the Board of Directors in writing, request the violator to cease the violation, and implement remedial measures.

9. To attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company.

10. To use independent consultants and the internal audit department to perform assigned duties.

11. The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.

12. To examine specific matters relating to the management and operation of the Company at the request of shareholders.

13. To request the Board of Directors to convene an extraordinary General Meeting of Shareholders.

14. To replace the Board of Directors in convening a General Meeting of Shareholders within thirty (30) days in case the Board of Directors fails to do so as prescribed in Clause 3, Article 140 of the Law on Enterprises.

15. To request the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

16. To review, extract, and copy part or all of the declared contents of the list of related persons and their related interests as prescribed in Clauses 1 and 2, Article 164 of the Law on Enterprises.

17. To propose and recommend to the General Meeting of Shareholders for approval the list of approved auditing firms to audit the Company's financial statements; and to select approved auditing firms to inspect the Company's operations when necessary.

18. To be responsible to shareholders for its supervisory activities.



19. To supervise the financial status of the Company and the compliance with laws by members of the Board of Directors, the General Director, and other managers in their activities.
20. To ensure coordination with the Board of Directors, the General Director, and shareholders.
21. In case of detecting violations of law or the Company's Charter by members of the Board of Directors, the General Director, or other executives, the Board of Supervisors must notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease the violation, and take remedial actions.
22. To develop the Regulation on the operation of the Board of Supervisors and submit it to the General Meeting of Shareholders for approval.
23. To witness the vote counting conducted by the Board of Directors and prepare the vote counting minutes, if requested by the Board of Directors, in cases of collecting shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders.
24. The Head of the Board of Supervisors shall preside over the process for the General Meeting of Shareholders to elect the chairperson of the meeting in cases where the Chairman is absent or temporarily unable to perform his/her duties and the remaining members of the Board of Directors fail to elect a chairperson. In such case, the person receiving the highest number of votes shall act as the chairperson of the meeting.
25. To perform other rights and obligations as prescribed by the Law on Enterprises, the Company's Charter, and resolutions of the General Meeting of Shareholders.

#### **Article 12. Right of the Board of Supervisors to Access Information**

1. Documents and information must be provided to members of the Board of Supervisors at the same time and in the same manner as those provided to members of the Board of Directors, including:
  - a. Notices of meetings, ballots for collecting opinions of members of the Board of Directors, and accompanying documents;
  - b. Resolutions, decisions, and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;
  - c. Reports of the General Director submitted to the Board of Directors or other documents issued by the Company.



2. Members of the Board of Supervisors have the right to access files and documents of the Company stored at the head office, branches, and other locations; and have the right to visit workplaces of managers and employees of the Company during working hours.

3. The Board of Directors, its members, the General Director, and other managers must provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company upon request of members of the Board of Supervisors or the Board of Supervisors.

#### **Article 13. Responsibilities of the Board of Supervisors in Convening Extraordinary General Meetings of Shareholders**

1. The Board of Supervisors is responsible for replacing the Board of Directors in convening a General Meeting of Shareholders within thirty (30) days in cases where the Board of Directors fails to convene such meeting in the following circumstances:

- a. The number of remaining members of the Board of Directors or the Board of Supervisors is fewer than the minimum required by law;
- b. At the request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises;
- c. Upon request of the Board of Supervisors to convene an extraordinary General Meeting of Shareholders where the Board of Directors fails to do so.

2. In case the Board of Supervisors fails to convene a General Meeting of Shareholders as prescribed, it must compensate the Company for any damages incurred.

3. The costs of convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be reimbursed by the Company.

### **Chapter IV**

#### **MEETINGS OF THE BOARD OF SUPERVISORS**

##### **Article 14. Meetings of the Board of Supervisors**

1. The Board of Supervisors shall meet at least twice (02) per year. Meetings may be held in person or online. The quorum for a meeting shall be at least two-thirds (2/3) of the total number of members of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing organizations to attend meetings and respond to matters requiring clarification.



## **Article 15. Minutes of Meetings of the Board of Supervisors**

Minutes of meetings of the Board of Supervisors must be prepared in a detailed and clear manner. The minute-taker and all attending members of the Board of Supervisors must sign the minutes. Such minutes must be properly archived to determine the responsibilities of each member of the Board of Supervisors.

## **Chapter V**

### **REPORTING AND DISCLOSURE OF INTERESTS**

## **Article 16. Submission of Annual Reports**

Reports of the Board of Supervisors at the Annual General Meeting of Shareholders shall include the following contents:

1. A report on the Company's business performance and on the performance of the Board of Directors and the General Director, to be submitted to the General Meeting of Shareholders for approval at the annual meeting.
2. A self-assessment report on the performance of the Board of Supervisors and its members.
3. Remuneration, operating expenses, and other benefits of the Board of Supervisors and each of its members.
4. A summary of meetings of the Board of Supervisors and its conclusions and recommendations; results of supervision over the Company's operations and financial status.
5. An evaluation report on transactions between the Company, its subsidiaries, and other companies in which the Company holds more than fifty percent (50%) of the charter capital, with members of the Board of Directors, the General Director, and their related persons; as well as transactions between the Company and companies in which members of the Board of Directors are founders or managers within the three (03) years preceding the transaction.
6. Results of supervision over the Board of Directors, the General Director, and other executives of the Company.
7. Results of the evaluation of coordination between the Board of Supervisors and the Board of Directors, the General Director, and shareholders.
8. Proposals and recommendations to the General Meeting of Shareholders for approval of the list of approved auditing firms to audit the Company's financial statements; and auditing firms to conduct inspections of the Company's operations when deemed necessary.



## **Article 17. Salary and Other Benefits**

Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented as follows:

1. Members of the Board of Supervisors shall be entitled to salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for accommodation, travel, and the use of independent consulting services. The total amount of such remuneration and expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Board of Supervisors shall be accounted for as business expenses of the Company in accordance with corporate income tax regulations and other relevant laws, and must be separately itemized in the Company's annual financial statements.

## **Article 18. Disclosure of Related Interests**

1. Members of the Board of Supervisors must declare to the Company their related interests, including:
  - a. Name, enterprise code, head office address, business lines of enterprises in which they are owners or hold contributed capital or shares; the ownership ratio and the time of such ownership;
  - b. Name, enterprise code, head office address, business lines of enterprises in which their related persons are owners, co-owners, or hold separately contributed capital or shares exceeding 10% of the charter capital.
2. The declaration as prescribed in Clause 1 of this Article must be made within seven (07) working days from the date on which related interests arise; any amendments or supplements must be notified to the Company within seven (07) working days from the date of such changes.
3. Members of the Board of Supervisors and their related persons may only use information obtained by virtue of their position for the benefit of the Company.
4. Members of the Board of Supervisors are obligated to notify in writing the Board of Directors and the Board of Supervisors of transactions between the Company, its subsidiaries,



and other companies in which the Company holds more than fifty percent (50%) of the charter capital, with such members or their related persons in accordance with the law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on these resolutions in accordance with securities laws on information disclosure.

5. Members of the Board of Supervisors and their related persons must not use or disclose internal information to others for the purpose of conducting related transactions.

## **Chapter VI**

### **RELATIONSHIPS OF THE BOARD OF SUPERVISORS**

#### **Article 19. Relationship among Members of the Board of Supervisors**

Members of the Board of Supervisors shall have independent relationships, not dependent on one another, but shall coordinate and cooperate in performing their duties to ensure the effective implementation of the rights, obligations, and responsibilities of the Board of Supervisors in accordance with the law and the Company's Charter. The Head of the Board of Supervisors shall coordinate the general activities of the Board of Supervisors but shall not have the authority to control other members.

#### **Article 20. Relationship with the Executive Board**

The Board of Supervisors shall maintain an independent relationship with the Company's Executive Board and shall perform the function of supervising the activities of the Executive Board.

#### **Article 21. Relationship with the Board of Directors**

The Board of Supervisors shall maintain an independent relationship with the Company's Board of Directors and shall perform the function of supervising the activities of the Board of Directors.

## **Chapter VII**

### **IMPLEMENTATION PROVISIONS**

#### **Article 22. Amendments and Supplements**

1. Any amendments or supplements to this Regulation shall be drafted and developed by the Board of Supervisors and submitted to the General Meeting of Shareholders for approval.



2. In cases where relevant legal provisions governing the Company's operations are not yet included in this Regulation, or where new legal provisions differ from those set out herein, such legal provisions shall automatically apply and govern the Company's operations.

**Article 23. Effectiveness**

This Regulation consists of seven (07) chapters and twenty-three (23) articles, and was unanimously approved by the General Meeting of Shareholders of Art Design & Communication Joint Stock Company on 22 April 2026, together with the full acceptance of its effectiveness.

**ART DESIGN & COMMUNICATION JOINT STOCK COMPANY  
ON BEHALF OF THE BOARD OF SUPERVISORS  
HEAD OF THE BOARD OF SUPERVISORS**

*(Signed)*

**NGUYEN THI THU HONG**





VIETNAM EDUCATION PUBLISHING HOUSE  
ART DESIGN & COMMUNICATION JOINT

SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness

Hanoi, April 22, 2026

**BOARD OF DIRECTORS' ACTIVITIES REPORT  
AT THE 2026 GENERAL MEETING OF SHAREHOLDERS**

**Part one**

**2025 PERFORMANCE RESULTS**

**A – BOARD OF DIRECTORS**

The Board of Directors of Art Design & Communication Joint Stock Company was elected to consist of 05 members:

1. Dang Viet Manh – Chairman of the Board of Directors (From April 25, 2025)
2. Dinh Gia Le – Member of the Board of Directors
3. Pham Van Thang – Member of the Board of Directors and CEO
4. Nguyen Bich La – Member of the Board of Directors and Deputy Director
5. Pham Huy Phong – Member of the Board of Directors

**B – BOARD OF DIRECTORS' ACTIVITIES REPORT 2025**

**I – Compensation, operating expenses and other benefits**

Remuneration, operating expenses and other benefits of the Board of Directors and members of the Board of Directors are included in the company's business expenses in accordance with the provisions of the law on corporate income tax and are shown in the company's financial statements.

**II – Summary of Board of Directors meetings and Board of Directors decisions**

In 2025, the Board of Directors held 7 meetings (official and unofficial) to decide on important issues and promptly direct and resolve difficulties and problems in production and business activities.

**1. 1st session 2025**

- Meeting time: 09/01/2025.
- Decide on the contents:
  - o Approval of 2024 business and production results.
  - o Some key tasks in the first quarter of 2025.

**2. 2nd session 2025**



- Meeting time: 05/03/2025.
- Decide on the contents:
  - o Approval of the last registration date to exercise the right to attend the 2025 Shareholders' Meeting.
  - o Approval of the last registration date to exercise the right to receive interim cash dividends for 2024.

### **3. 3rd session 2025**

- Meeting time: 01/04/2025.
- Decide on the contents:
  - o Approval of production and business results for the first quarter of 2025.
  - o Approval of the content of the Documents before the 2025 Annual General Meeting of Shareholders.
  - o Some key tasks for the second quarter of 2025.

### **4. 4th session 2025**

- Meeting time: 25/04/2025.
- Decide on the contents:
  - o Agree to resign from the position of Chairman of the Board of Directors of Mr. Dinh Gia Le.
  - o Elect Chairman of the Board of Directors for the term 2023 – 2028 from April 25, 2025.

### **5. 5th session 2025**

- Meeting time: 27/06/2025.
- Decide on the contents:
  - o Approval of the selection of the auditor for 2025.
  - o Appointment of the person in charge of corporate governance.

### **6. 6th session 2025**

- Meeting time: 09/07/2025.
- Decide on the contents:
  - o Approval of production and business results for the first 6 months of 2025
  - o Approval of the company's salary fund plan for 2025
  - o Some key tasks for the second quarter of 2025.

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## **7. 7th Session 2025**

- Meeting time: 13/10/2025.
- Decide on the contents:
  - o Approval of business performance results for the first nine (09) months of 2025.
  - o Key tasks for the fourth quarter of 2025.

### **III – Report on Related Party Transactions**

- Transactions between the Company and members of the Board of Directors and their related persons: None.
- Transactions between the Company and other companies in which members of the Board of Directors are founding shareholders or have acted as managers within the last three (03) years prior to the transaction: None.

### **IV – Activities of Independent Members of the Board of Directors and Their Assessment of the Board's Performance**

#### **1. Activities of Independent Members of the Board of Directors**

- Fully attended all meetings of the Board of Directors.
- Provided independent opinions on strategy, finance, and risk control in the Company's business operations.

#### **2. Assessment Results by Independent Members of the Board of Directors**

- The Board of Directors convened regular and ad hoc meetings in accordance with the Company's Charter, the Regulation on organization and operation of the Board of Directors, and applicable laws.
- The Board of Directors issued Resolutions and Decisions to manage the Company's business operations in line with its strategic direction and policies on each matter.
- The Board of Directors supervised the activities of the Board of Management in implementing the resolutions of the General Meeting of Shareholders. Such supervisory activities were conducted objectively and prudently to ensure transparency and to protect the lawful rights and interests of shareholders.

### **V – Monitoring results for the Board of Management**

The Board of Management has performed well the assigned tasks. The company operates stably, complying with the provisions of State Law.

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**Part two**  
**2026 OPERATION PLAN**

Our Board of Directors, with the function of representing shareholders, sets out strategic directions and develops a master plan for 2026, specifically:

1. Continue to direct the company's development direction to maintain growth momentum.
2. Closely monitor the development of production and business situation in 2026 to make timely adjustments in direction and development orientation.
3. Orientation for the Board of Management: Actively seek and exploit to expand production and business activities; Take advantage of all opportunities, focus on investing in product development and market expansion; Complete and improve the efficiency of corporate governance; Focus on improving the quality of human resources to keep up with the operational requirements and long-term development strategy of the Company.

Based on the Resolution of the General Meeting of Shareholders today, the Board of Directors will continue to concretize it into Resolutions, and at the same time focus on directing and supervising the Board of Management to successfully implement the 2026 production and business plan.

Our Board of Directors commits to continue to make efforts to comprehensively, closely and specifically direct all production and business activities of the company to preserve capital, the rate of return on capital, dividends and shareholders' rights.

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\* \*

Above is the entire content of the Board of Directors' activities in 2025 and the orientation of the 2026 operating plan.

On behalf of the Board of Directors of Art Design & Communication Joint Stock Company, I would like to sincerely thank the delegates for their attendance as well as the trust that shareholders have placed in the Board of Directors.

Wishing shareholders good health and sincerely thanking!

**BOARD OF DIRECTORS**  
**CHAIRMAN**

*(Signed)*

**Dang Viet Manh**





Hanoi, April 22, 2026

## REPORT ON THE ACTIVITIES OF THE BOARD OF SUPERVISORS AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Enterprises of the Socialist Republic of Vietnam No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of Art Design & Communication Joint Stock Company;
- Pursuant to the audited financial statements for 2025 audited by AASC Auditing Firm Company Limited;
- Based on the appraisal, inspection and supervision of the Company's actual management and business operations.

The Board of Supervisors respectfully reports the results of inspection and supervision of the Company's activities in 2025 as follows:

- Activities of the Board of Supervisors;
- Results of supervision over the Board of Directors and the Management Board;
- Results of supervision and evaluation of the Company's financial statements;
- Recommendations of the Board of Supervisors.

### I. ACTIVITIES OF THE BOARD OF SUPERVISORS

#### 1.1. Summary of Activities

Currently, the Board of Supervisors consists of 03 members:

Ms. Nguyen Thi Thu Hong – Head of the Board

Ms. Tran Thi Thu Huong – Member

Mr. Vu Duc Tinh – Member

In 2025, the Board of Supervisors carried out inspection and supervision of compliance with the Law on Enterprises and the Company's Charter in the management and operation of all business activities, specifically:

- Supervising the implementation of resolutions of the General Meeting of Shareholders by the Board of Directors and the Management Board;
- Supervising the implementation of the 2025 business plan;





- Reviewing the appropriateness of decisions issued by the Board of Directors and the Management Board; supervising procedures and processes for issuance of corporate documents in compliance with laws and the Company's Charter;
- Reviewing quarterly financial statements to assess the reasonableness of financial figures; supervising the Management Board in implementing recommendations from the independent auditor;
- Supervising information disclosure in compliance with the Company's Charter and regulations of the State Securities Commission.

**1.2. Remuneration of the Board of Supervisors: VND 220,000,000.**

## **II. RESULTS OF SUPERVISION OVER THE BOARD OF DIRECTORS AND MANAGEMENT BOARD**

- Resolutions of the General Meeting of Shareholders and resolutions of the Board of Directors have been fully and strictly implemented. The dividend for 2025 is expected to be 15%, with payment to be made in the coming period.

- Decisions issued by the Board of Directors and the Management Board complied with procedures and were consistent with the Law on Enterprises and the Company's Charter.

- With a dynamic and creative workforce, the Company has maintained and developed relationships with traditional partners while expanding cooperation with new customers and partners. The Company has actively researched and implemented market, product, and sales strategy development; organized training programs to improve service quality to meet both short-term and long-term requirements.

- The Company currently operates a chain of bookstores and educational equipment stores under the AdcBook brand with strong market reputation, contributing significantly to overall profit. In 2025, new centers were opened: AdcBook Thanh Thai Center (Hanoi); AdcBook 35 Nguyen Duc Canh Center (Hai Phong).

- Corporate management and operations have become more structured and efficient; capital has been utilized effectively.

- Financial management has been conducted strictly in compliance with State regulations. Financial statements were prepared fully and on time. The 2025 financial statements were audited as required, and the audit confirmed that they fairly and accurately reflect the Company's financial position.

- Overall, management and operations complied with laws, regulations applicable to listed companies, resolutions of the General Meeting of Shareholders, and the Company's Charter. No disputes related to business operations arose during the year.



- The Company complied well with information disclosure requirements of the State Securities Commission, including timely publication of periodic financial reports.

- In 2025, the Board of Supervisors did not receive any written complaints or opinions from shareholders or employees regarding the management of the Board of Directors or Management Board.

- Based on supervision results, the Board of Supervisors has no additional comments on the 2025 management report of the Board of Directors and the Management Board.

### III. RESULTS OF SUPERVISION AND EVALUATION OF THE 2025 FINANCIAL STATEMENTS

The audited financial statements for 2025 fairly and accurately reflect the Company's financial position as at December 31, 2025, in accordance with applicable accounting standards and regulations.

#### *Key Financial Indicators*

No.	Item	Unit	31/12/2025	31/12/2024	Ratio
<b>I</b>	<b>Total Assets</b>	<b>VND billion</b>	<b>192.1</b>	<b>174.9</b>	<b>109.90%</b>
1	Current Assets	VND billion	161.7	148.3	109.00%
2	Non-current Assets	VND billion	30.5	26.5	114.90%
<b>II</b>	<b>Total Liabilities &amp; Equity</b>	<b>VND billion</b>	<b>192.1</b>	<b>174.9</b>	<b>109.90%</b>
<b>1</b>	<b>Liabilities</b>	<b>VND billion</b>	<b>106.7</b>	<b>91.7</b>	<b>116.30%</b>
	Short-term liabilities	VND billion	106.7	91.7	116.30%
<b>2</b>	<b>Equity</b>	<b>VND billion</b>	<b>85.5</b>	<b>83.2</b>	<b>102.80%</b>
	Owner's contributed capital	VND billion	39.8	39.8	100.00%
	Development investment fund	VND billion	33.6	29.4	114.20%
	Undistributed after-tax profit	VND billion	12.1	14.0	86.50%
	Business Results		2025	2024	
<b>III</b>	<b>Total revenue</b>	<b>VND billion</b>	<b>366.0</b>	<b>414.3</b>	<b>88.30%</b>
	Profit before tax	VND billion	14.0	17.6	79.90%
	Profit after tax	VND billion	11.1	14.0	79.30%

#### 1. Evaluation of Financial Statements

##### *a. Compliance with Accounting Regulations:*

- Accounting period and accounting currency used:
- + Accounting period: from January 1 to December 31 annually.
- + Accounting currency: Vietnamese Dong (VND).
- Applicable accounting standards and accounting regime:



- + Accounting standards: Vietnamese Accounting Standards and Circular No. 200/2014/TT-BTC and relevant amendments issued by the Ministry of Finance.
- + Accounting form: General Journal
- + Financial statements are prepared in accordance with Vietnamese accounting standards and regulations of Vietnam Education Publishing House

*b. Reference Data*

Based on audited financial statements by AASC Auditing Firm Company Limited as at December 31, 2025, issued on March 30, 2026.

**2. Evaluation of Financial Indicators**

- **Revenue:** VND 366 billion, reaching 93.8% of the approved plan and 88.3% compared to 2024.
- **Profit before tax:** VND 14 billion, reaching 91.5% of the plan and 79.9% compared to 2024.
- **Return on charter capital:** 35.2%
- **Dividend ratio:** 15% per year, achieving 100% of the plan. This is considered a high dividend level under current interest rate conditions, reflecting stable and sustainable development of the Company.

**IV. RECOMMENDATIONS OF THE BOARD OF SUPERVISORS**

It is forecasted that 2026 will continue to be a challenging year for the national economy in general and the Company's operations in particular. The Board of Supervisors will continue to perform its duties in accordance with the Company's Charter. To further strengthen development, the Board recommends:

- The Board of Directors and Management Board should continue to leverage strengths, actively explore new directions, develop and expand products to increase revenue.
- Continue to update and fully comply with State policies, regulations, and internal rules.
- Enhance training and professional development to improve staff capacity and operational efficiency.

This concludes the report of the Board of Supervisors presented to the 2026 General Meeting of Shareholders of Art Design & Communication Joint Stock Company. The Board of Supervisors has fulfilled all duties assigned by the General Meeting of Shareholders. On behalf of the Board, we sincerely thank the Board of Directors, Management Board, individuals, and shareholders for their cooperation and support.

Sincerely yours!

**ON BEHALF OF THE BOARD OF SUPERVISORS**

**HEAD OF THE BOARD**

**Recipients:**

- Shareholders;
- Board of Directors,
- Management Board
- Chief Accountant.

*(Signed)*

**Nguyen Thi Thu Hong**





VIETNAM EDUCATION PUBLISHING HOUSE  
ART DESIGN & COMMUNICATION JOINT  
STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness

Hanoi, April 22, 2026



# REPORT ON PRODUCTION AND BUSINESS ACTIVITIES AT THE 2026 GENERAL MEETING OF SHAREHOLDERS

## Part one

### BUSINESS RESULTS IN 2025

#### I – BUSINESS PRODUCTION CONTEXT IN 2025

2025 was assessed as an exceptionally challenging year for the Company's production and business operations, marking the most difficult period to date. However, the Management firmly believes that in the coming years, these difficulties will gradually subside, the economy will show signs of recovery, and this will create favorable conditions for the Company's operations to stabilize and resume growth.

Regarding the Design and Fine Arts segment, following the completion of textbook-related projects, the volume of professional work faced significant challenges. Nevertheless, the team of artists made considerable efforts, proactively and actively seeking new work opportunities outside the existing system, thereby achieving encouraging results and contributing to maintaining the operation of this segment.

The year 2025 also marked a period of strong workforce streamlining within the Company. From a workforce of nearly 400 employees, the Company has now reduced its headcount to approximately 300. This restructuring has helped significantly reduce costs, while production and business activities have continued to operate steadily without negative impacts from the reorganization process.

Communications, administration, and accounting were among the areas that maintained stable performance throughout 2025.

Internally, the Company has remained united. It has effectively implemented grassroots democracy regulations, organized emulation movements efficiently, taken good care of employees' material and spiritual well-being, practiced thrift, and fully ensured all policies and benefits for its members.

The achievements of 2025 are the result of solidarity and coordinated efforts across the entire Company in overcoming a difficult period. These results demonstrate the shared determination and efforts of each individual, each department, and the Company as a whole over the past year.





## II – SUMMARY OF BUSINESS RESULTS 2025

### The Company's main areas of operation in 2025

- Publishing and releasing Educational products.
- Design and print publications for the Education sector.
- Trading in Books – Equipment and teaching aids ; Mini play area for children.
- Communication, organization of fairs, exhibitions, introduction of commercial products.

### Summary data of the company's 2025 production and business plan

#### 1. Target:

<i>Target</i>	<b>Implementation 2025</b>	<b>Plan 2025</b>	<b>Ratio</b>
Revenue	366 billion VND	390 billion VND	93,8%
Profit before tax	14,0 billion VND	15,3 billion VND	91,7%

#### 2. Compare business results 2025/2024

<i>Target</i>	<b>Implementation 2025</b>	<b>Implementation 2024</b>	<b>Ratio (2025/2024)</b>
Revenue	366 billion VND	414,3 billion VND	88,3%
Profit before tax	14,0 billion VND	17,6 billion VND	79,9%

## III – PROFIT DISTRIBUTION AND FUNDS ESTABLISHMENT IN 2025

<b>Target</b>	<b>Amount (VND)</b>
Profit before tax	14.025.111.434
Corporate income tax	2.955.417.289
Profit after tax	11.069.694.145
<i>Distribution of profit after tax</i>	
Dividend (15% / face value)	5.966.904.000
Bonus fund (5%)	553.484.707
Welfare Fund (10%)	1.106.969.415
Operating fund of Board of Directors, Supervisory Board (5%)	553.484.707
Undistributed profit after tax carried forward to next year	2.888.851.316

## IV – COMPANY SALARY FUND AND REMUNERATION OF BOD – BOS

### (Production and business costs)

	<b>Total amount</b>	<b>Profit before tax</b>	<b>Ratio/Profit before tax</b>
Board of Directors - Supervisory Board remuneration	1.122.008.915	14.025.111.434	8/100



## V – SHAREHOLDERS AND SHARES

- Number of shareholders as of March 23, 2026: 289 shareholders
- Capital structure and number of shares by type:

No.	Capital structure	Number of shares held (CP)	Equity value (VND)	Ownership ratio
<b>Total number of shares (289)</b>		<b>3.977.936</b>	39.779.360.000	<b>100,00%</b>
<b>A</b>	<b>ORGANIZATION (4)</b>	<b>1.496.762</b>	14.967.620.000	<b>37,63%</b>
1	<u>Domestic (3):</u>		0	<b>0,00%</b>
	1. Vietnam Education Publishing House	1.487.772	14.877.720.000	<b>37,40%</b>
	2. Other organizations (2)	90	900.000	<b>0,00%</b>
2	<u>Foreign (01):</u>			
	1. SBI SECURITIES CO.,LTD.	8.900	89.000.000	0,22%
<b>B</b>	<b>INDIVIDUAL (285)</b>	<b>2.481.174</b>	24.811.740.000	<b>62,37%</b>
1	<u>Domestic (282):</u>		0	<b>0,00%</b>
	1. Le Hoang Hai	409.645	4.096.450.000	<b>10,30%</b>
	2. Pham Van Thang	281.244	2.812.440.000	<b>7,07%</b>
	3. Nguyen Viet Hung	198.640	1.986.400.000	<b>4,99%</b>
	4. Pham Thi Ngoc Diep	195.780	1.957.800.000	<b>4,92%</b>
	5. Other shareholders (278)	1.077.000	10.770.000.000	<b>27,07%</b>
2	<u>Foreign (03):</u>		0	<b>0,00%</b>
	1. DENNIS PETER ERIC	317.925	3.179.250.000	<b>7,99%</b>
	2. Other shareholders (2)	940	9.400.000	<b>0,02%</b>

## VI – SOME OTHER WORK

Continue to stabilize and develop the ADCBook Educational Equipment Center system and implement solutions to enhance the reputation and service quality of ADC as well as ADCBook. Continue to review, consolidate and perfect working processes and service styles to increase competitiveness; Strengthen communication through Website, Fanpage, other media; Organize training courses for managers and professional sales staff.



## Part two

### GOALS, TASKS AND TARGETS OF THE 2026 BUSINESS PLAN

#### I – GOAL, MISSION

##### 1. Goal

- Continue to build and consolidate to continue developing the company to become a strong brand in the publishing market as well as the retail business of books and stationery.
- Develop new business segments, build new brands to expand scale, increase production and business efficiency.
- Maintain a stable growth rate along with perfecting and consolidating all aspects of production and business activities to ensure sustainable development.

##### 2. Mission

- Recruit and train a team of competent and qualified editors to meet the publishing needs in a competitive market, while simultaneously training and improving the skills of the team of artists to complete the task of making books according to the plan and schedule of the Vietnam Education Publishing House. Continue to consolidate and maintain ADC as the leading brand in the field of design and illustration of educational publications.
- Focus all resources, take advantage of all opportunities to build and consolidate the publishing sector, supply books, documents, pictures, and equipment for preschool education. Closely follow and deeply research the market, diversify products, improve service quality, and diversify distribution channels to maintain and expand the market
- Continue to invest in developing the publishing sector to serve the entertainment needs, improve knowledge and skills for children as well as improve parenting knowledge for parents. Make efforts to invest and develop the ADC book brand to bring readers products that meet their needs and tastes...
- Continue to search and open new retail outlets in Hanoi while taking care to consolidate and improve service quality, maintaining ADCBook as the number one retail brand for books, stationery and school supplies in Hanoi.
- Invest in developing new distribution channels through implementing projects as well as providing books to school libraries nationwide

#### II – 2026 PRODUCTION AND BUSINESS PLAN TARGETS

##### 1. Financial indicators

Revenue	375 billion VND
Profit	15,1 billion VND
Dividends	16%



**2. Board of Directors – Supervisory Board remuneration (production and business costs)**

Target	Ratio: Remuneration /Profit before tax
Board of Directors - Supervisory Board remuneration	8/100

**3. Plan to select an audit unit 2026**

The General Meeting of Shareholders authorizes the Board of Directors to select an auditing unit that meets the standards and capacity as prescribed by the Ministry of Finance and the State Securities Commission to audit the company's financial statements.

**4. Plan for amendments to the Company Charter and internal regulations**

- + Amendment of the Company Charter. Contents of the amendment: adjustment of two provisions:
  - Amendment of Article 3 of the Company Charter: The General Director shall be the legal representative of the Company.
  - Amendment of Article 34 of the Company Charter: The Company's executive management shall include the General Director, Deputy General Directors, and Chief Accountant.
- + Within the Company Charter, the Internal Regulations on Corporate Governance, the Regulations on the Operation of the Board of Directors, and the Regulations on the Operation of the Supervisory Board, the following terminology shall be revised:
  - Replace "Director" with "General Director".
  - Replace "Deputy Director" with "Deputy General Director".

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\* \*

The above is the entire content of the Company's business performance report. The above results show that in 2025, the Board of Directors and the Executive Board have properly, fully and promptly implemented the resolutions and tasks set forth by the General Meeting of Shareholders, and at the same time directed and operated all business performance activities of the Company in compliance with State laws and the Company's Charter. Ensuring revenue, profit and dividends for shareholders.

On behalf of the Company, I would like to sincerely thank the attention and support of delegates and shareholders.

Best wishes, thank you very much!

**ART DESIGN & COMMUNICATION  
JOINT STOCK COMPANY  
DIRECTOR**

*(Signed)*

***Pham Van Thang***

