

VIETNAM EDUCATION PUBLISHING HOUSE

ART DESIGN & COMMUNICATION

JOINT STOCK COMPANY

No: 01/2026/NQĐHCHĐ-MTTT

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Hanoi, April 22, 2026

RESOLUTION OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

ART DESIGN & COMMUNICATION JOINT STOCK COMPANY

- Pursuant to the Law on Enterprises No. 59/2020/QH14 and its guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 and its guiding documents;
- Pursuant to the Charter on Organization and Operation of Art Design & Communication Joint Stock Company;
- Pursuant to the Minutes of the 2026 Annual General Meeting of Shareholders of Art Design & Communication Joint Stock Company dated April 22, 2026.

RESOLVES

Article 1. Approval of financial targets, the profit distribution plan for 2025, and the business and production plan for 2026

- Contents as per Proposal No. 01/Ttr-MTTT attached.
- Approval rate: 100% of the total voting shares present, corresponding to 100% of the total votes.

Article 2. Approval of the report on business performance in 2025 and the business plan for 2026 of the Board of Directors

- Report contents: (As attached).
- Approval rate: 100% of the total voting shares present, corresponding to 100% of the total votes.

Article 3. Approval of the report on performance in 2025 and the activity plan for 2026 of the Supervisory Board

- Report contents: (As attached).

- Approval rate: 100% of the total voting shares present, corresponding to 100% of the total votes.

Article 4. Approval of the report on performance in 2025 and the operational plan for 2026 of the Executive Board

- Report contents: (As attached).
- Approval rate: 100% of the total voting shares present, corresponding to 100% of the total votes.

Article 5. Approval of the audited financial statements for 2025

- Report contents: The full audited financial statements for 2025 are published on the ADC website. Link: <https://adc.net.vn/bao-cai-tai-chinh-nam-2025/>
- Approval rate: 100% of the total voting shares present, corresponding to 100% of the total votes.

Article 6. Approval of the selection of the independent auditing firm for the year 2026

- Contents: The General Meeting of Shareholders authorizes the Board of Directors to select an auditing firm that fully meets the qualification and competency requirements in accordance with the regulations of the Ministry of Finance and the State Securities Commission to conduct the audit of the Company's financial statements.
- Approval rate: 100% of the total voting shares present, corresponding to 100% of the total votes.

Article 7. Approval of amendments to the Company's Charter and internal regulations

- Contents as per Proposal No. 02/Ttr-MTTT attached.
- Approval rate: 100% of the total voting shares present, corresponding to 100% of the total votes.



Article 8. This Resolution has been adopted by the 2026 Annual General Meeting of Shareholders. The Board of Directors, the Board of Management, and relevant departments are responsible for implementing this Resolution.

Article 9. This Resolution shall take effect from the date of signing.

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

CHAIRMAN OF THE PRESIDING COMMITTEE

Recipients:

- *State Securities Commission,*
- *Hanoi Stock Exchange;*
- *Board of Directors, Supervisory*
- *Board, Shareholders;*
- *Filed at the Administration Office.*

(Signed)

Dang Viet Manh





**MINUTES OF THE MEETING
OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS
ART DESIGN & COMMUNICATION JOINT STOCK COMPANY**

I. TIME, VENUE AND PURPOSE OF THE MEETING

1. Time and venue

- Time: The Meeting commenced at 09:00 on April 22, 2026.
- Venue: Vplace 4 Hall, 3rd Floor, Building 25T2-N05, Trung Hoa Nhan Chinh Urban Area, Nguyen Thi Thap Street, Cau Giay, Hanoi.

2. Purpose of the Meeting

- The purpose of the 2026 Annual General Meeting of Shareholders is to discuss and approve the following matters:
- Approval of reports: Report on performance in 2025 and the operational plan for 2026 of the Board of Directors; Report on performance in 2025 and the operational plan for 2026 of the Supervisory Board; Report on business operations in 2025 and the operational plan for 2026 of the Executive Board;
- Approval of financial targets, the profit distribution plan for 2025, and the business and production plan for 2026;
- Approval of the audited financial statements for 2025;
- Approval of the selection of the auditing firm for 2026;
- Approval of amendments to the Company's Charter and internal regulations;
- Other matters for discussion.

II. ATTENDEES OF THE MEETING

1. Presiding Committee

Mr. Dang Viet Manh – Chairman of the Board of Directors, Head of the Committee

Mr. Pham Van Thang – Director, Member of the Board of Directors

2. Secretariat

Mr. Nguyen Van Quyet – Head

Ms. Nguyen Bao Oanh – Member

3. Shareholder Eligibility Verification Committee

Ms. Tran Thi Thu Huong – Head

Mr. Vu Duc Tinh – Member

Ms. Phan Ha Phuong – Member

4. Vote Counting Committee

Mr. Ha Huy Tuan – Head

Mr. Dao Tran Viet – Member

Ms. Do Thi Cam Van – Member

5. Shareholders of the Company

III. PROCEEDINGS OF THE MEETING

A. Opening procedures of the meeting

- The Organizing Committee conducted registration of delegates attending the General Meeting.
- The Organizing Committee carried out the flag-raising ceremony to open the General Meeting.
- The Organizing Committee invited the representative of the Shareholder Eligibility Verification Committee, Ms. Tran Thi Thu Huong, to read the Minutes of Shareholder Eligibility Verification with the following information:
 - Total number of shareholders attending the meeting: 28 shareholders (including shareholders attending in person and authorized representatives of shareholders), representing: 3.093.254 shares, corresponding to 3.093.254 voting rights.
 - Total number of voting shares attending the General Meeting at the time of opening: 3.093.254 shares, corresponding to 3.093.254 voting rights, accounting for 77,76% of the total voting shares of the Company.

The Shareholder Eligibility Verification Committee declared that the 2026 Annual General Meeting of Shareholders is duly qualified to proceed in accordance with the provisions of law and the Charter of Art Design & Communication Joint Stock Company.

- The Organizing Committee introduced the Guests, the Presidium, the Secretariat, and the Vote Counting Committee.
- The Organizing Committee presented the agenda and contents of the General Meeting, as well as the Rules for organizing the 2026 Annual General Meeting of Shareholders, which were approved by the General Meeting of Shareholders with 100% of the voting shares present.

B. Proceedings of the Meeting Content

1. The General Meeting of Shareholders heard the presentation of reports at the Meeting

- Report on the performance in 2025 and the operational plan for 2026 of the Executive Board.
- Report on the performance in 2025 and the operational plan for 2026 of the Board of Directors.
- Report on the performance in 2025 and the operational plan for 2026 of the Supervisory Board.

2. Remarks by the Leadership of Vietnam Education Publishing House and shareholders attending the Meeting

- Mr. Ngo Van Hoan, Deputy General Director of Vietnam Education Publishing House, delivered a speech acknowledging the achievements and accomplishments attained by Art and Media Joint Stock Company in 2025, and extended his best wishes for the Company's continued strong and sustainable development in the new phase.
- The shareholders attending the General Meeting actively discussed and contributed numerous opinions regarding the financial situation, personnel management, solutions to address potential difficulties and challenges, as well as the Company's development orientation in the coming period.
- On behalf of the Presidium of the General Meeting, Mr. Pham Van Thang – Member of the Board of Directors, Director of the Company – provided explanations and exchanged views with shareholders on the Company's production and business performance, personnel fluctuations, preparations for adapting to new development trends, as well as the opportunities and challenges facing the Company. He emphasized that in the coming period, the Company will continue to maintain stability, pursue sustainable development, and strive to achieve further significant results and accomplishments.

3. The General Meeting of Shareholders voted to approve the following contents

Total number of shareholders participating in the voting: 28 shareholders (including shareholders attending in person and authorized representatives of shareholders), representing: 3.093.254 shares, corresponding to 3.093.254 voting rights.

Shareholders voted by raising voting cards.

The General Meeting of Shareholders approved the following contents:

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3.1 Approval of financial targets, the profit distribution plan for 2025, and the production and business plan for 2026

- Contents as per Proposal No. 01/Ttr-MTTT attached.
- Voting approval rate:
 - Total number of votes: 3.093.254 shares, equivalent to 3.093.254 voting rights, representing 100% of the total voting rights of attending shareholders.
 - Valid votes: 3.093.254 shares, equivalent to 3.093.254 voting rights, representing 100% of the total voting rights of attending shareholders.
 - Invalid votes: 0 shares, equivalent to 0 voting rights, representing 0% of the total voting rights of attending shareholders.
 - Votes in favor: 3.093.254 shares, equivalent to 3.093.254 voting rights, representing 100% of the total voting rights of attending shareholders.
 - Votes against: 0 shares, equivalent to 0 voting rights, representing 0% of the total voting rights of attending shareholders.
 - Number of abstention votes: 0 shares, equivalent to 0 voting rights, representing 0% of the total voting rights of attending shareholders.

3.2 Approval of the reports on the performance in 2025 and the operational plans for 2026 of the Board of Directors, the Supervisory Board, and the Executive Board

- Contents of the reports (as attached).
- Voting approval rate:
 - Total number of votes: 3.093.254 shares, equivalent to 3.093.254 voting rights, representing 100% of the total voting rights of attending shareholders.
 - Valid votes: 3.093.254 shares, equivalent to 3.093.254 voting rights, representing 100% of the total voting rights of attending shareholders.
 - Invalid votes: 0 shares, equivalent to 0 voting rights, representing 0% of the total voting rights of attending shareholders.
 - Votes in favor: 3.093.254 shares, equivalent to 3.093.254 voting rights, representing 100% of the total voting rights of attending shareholders.
 - Votes against: 0 shares, equivalent to 0 voting rights, representing 0% of the total voting rights of attending shareholders.
 - Number of abstention votes: 0 shares, equivalent to 0 voting rights, representing 0% of the total voting rights of attending shareholders.

3.3 Approval of the audited financial statements for 2025

- Report contents: The full audited financial statements for 2025 are published on the ADC website. Link: <https://adc.net.vn/bao-cai-tai-chinh-nam-2025/>
- Voting approval rate:
 - Total number of votes: 3.093.254 shares, equivalent to 3.093.254 voting rights, representing 100% of the total voting rights of attending shareholders.
 - Valid votes: 3.093.254 shares, equivalent to 3.093.254 voting rights, representing 100% of the total voting rights of attending shareholders.
 - Invalid votes: 0 shares, equivalent to 0 voting rights, representing 0% of the total voting rights of attending shareholders.
 - Votes in favor: 3.093.254 shares, equivalent to 3.093.254 voting rights, representing 100% of the total voting rights of attending shareholders.
 - Votes against: 0 shares, equivalent to 0 voting rights, representing 0% of the total voting rights of attending shareholders.
 - Number of abstention votes: 0 shares, equivalent to 0 voting rights, representing 0% of the total voting rights of attending shareholders.

3.4 Approval of the selection of the independent auditing firm for the year 2026

- Content: The General Meeting of Shareholders authorizes the Board of Directors to select an auditing firm that fully meets the qualification and competency requirements in accordance with the regulations of the Ministry of Finance and the State Securities Commission to conduct the audit of the Company's financial statements.
- Voting approval rate:
 - Total number of votes: 3.093.254 shares, equivalent to 3.093.254 voting rights, representing 100% of the total voting rights of attending shareholders.
 - Valid votes: 3.093.254 shares, equivalent to 3.093.254 voting rights, representing 100% of the total voting rights of attending shareholders.
 - Invalid votes: 0 shares, equivalent to 0 voting rights, representing 0% of the total voting rights of attending shareholders.
 - Votes in favor: 3.093.254 shares, equivalent to 3.093.254 voting rights, representing 100% of the total voting rights of attending shareholders.
 - Votes against: 0 shares, equivalent to 0 voting rights, representing 0% of the total voting rights of attending shareholders.

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- Number of abstention votes: 0 shares, equivalent to 0 voting rights, representing 0% of the total voting rights of attending shareholders.

3.5 Approval of amendments to the Company's Charter and internal regulations

- Contents as per Proposal No. 02/Ttr-MTTT attached.
 - Voting approval rate:
 - Total number of votes: 3.093.254 shares, equivalent to 3.093.254 voting rights, representing 100% of the total voting rights of attending shareholders.
 - Valid votes: 3.093.254 shares, equivalent to 3.093.254 voting rights, representing 100% of the total voting rights of attending shareholders.
 - Invalid votes: 0 shares, equivalent to 0 voting rights, representing 0% of the total voting rights of attending shareholders.
 - Votes in favor: 3.093.254 shares, equivalent to 3.093.254 voting rights, representing 100% of the total voting rights of attending shareholders.
 - Votes against: 0 shares, equivalent to 0 voting rights, representing 0% of the total voting rights of attending shareholders.
 - Number of abstention votes: 0 shares, equivalent to 0 voting rights, representing 0% of the total voting rights of attending shareholders.
4. The Head of the Vote Counting Committee read the Minutes of Vote Counting and the results of voting on the matters submitted for approval at the General Meeting.
 5. The Head of the Meeting Secretariat read the draft Minutes of the Meeting for approval by the General Meeting.
 6. The Head of the Meeting Secretariat read the draft Resolution of the Meeting for approval by the General Meeting.
 7. The General Meeting of Shareholders unanimously approved the full text of the Resolution of the Meeting and the Minutes of the Meeting at the Meeting with an approval rate of 100% of the voting rights present.
 8. The Meeting was closed at 11 hours 00 minutes on the same day.

HEAD OF THE SECRETARIAT

**CHAIRMAN OF THE PRESIDING
COMMITTEE**

(Signed)

Nguyen Van Quyet

(Signed)

Dang Viet Manh



Hanoi, April 22, 2026

**SUBMISSION**

Re. Approval of financial indicators, audited financial statements for 2025,
selection of audit unit for 2026 and reports at the congress

To: Annual General Meeting of Shareholders 2026

Art Design & Communication Joint Stock Company

Base:

- Enterprise Law No. 59/2020/QH14 was passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and documents guiding the Enterprise Law;
- Securities Law No. 54/2019/QH14 was passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, effective from January 1, 2021 and documents guiding the Securities Law;

Respectfully submit to the General Meeting of Shareholders for approval of financial indicators, audited financial statements for 2025, selection of auditing unit for 2026 and reports at the meeting. Specifically as follows:

I. RESULTS OF BUSINESS OPERATIONS AND PROFIT DISTRIBUTION IN 2025

1. Financial indicators

- **Compare the 2025 Business Production Plan**

Target	Implementation 2025	Plan 2025	Ratio (I/P)
Revenue	366 billion VND	390 billion VND	93,8%
Profit	14,0 billion VND	15,3 billion VND	91,7%

- **Compare business results 2025/2024**

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

2. Profit distribution and fund allocation in 2025

Target	Amount (VND)
Profit before tax	14.025.111.434
Corporate income tax	2.955.417.289
Profit after tax	11.069.694.145
Distribution of profit after tax	
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

3. Company salary fund and Board of Directors - Supervisory Board remuneration are included in production and business expenses

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

II. BUSINESS PRODUCTION AND OPERATION PLAN FOR 2026

1. Target

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

2. Board of Directors and Supervisory Board remuneration plan included in production and business costs

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

III. FINANCIAL REPORT 2025

The full text of the 2025 Audited Financial Statements is published on the ADC Website. Link: <https://adc.net.vn/bao-cai-tai-chinh-nam-2025/>

IV. AUDITING 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.

V. REPORTS AT THE CONGRESS

Through the reports of the Board of Directors, the reports of the Supervisory Board and the reports of the Board of Management at the General Meeting.

Respectfully submit to the General Meeting of Shareholders for consideration

BOARD OF DIRECTORS

ART DESIGN & COMMUNICATION JOINT STOCK COMPANY

CHAIRMAN

(Signed)

Dang Viet Manh



**ART DESIGN & COMMUNICATION
JOINT STOCK COMPANY**

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

Hanoi, April 22, 2026



No: 02/Ttr-MTTT

SUBMISSION

Re: Amendment of the Company Charter and Internal Regulations

To: Annual General Meeting of Shareholders 2026

Art Design & Communication Joint Stock Company

Base:

- Enterprise Law No. 59/2020/QH14 was passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and documents guiding the Enterprise Law;

- Securities Law No. 54/2019/QH14 was passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, effective from January 1, 2021 and documents guiding the Securities Law;

Pursuant to the current Company Charter; based on the Company's actual business operations; we respectfully submit to the General Meeting of Shareholders for approval the following contents:

I. Amendment of the Company Charter. Amendment contents: Adjustment of 02 items:

1. Amendment of Article 3 of the Charter: The General Director is the legal representative of the Company.
2. Amendment of Article 34 of the Charter: The Company's executive management includes the General Director, Deputy General Directors, and Chief Accountant.

II. All contents of the Company Charter, Internal Regulations on Corporate Governance, Regulations on Operation of the Board of Directors, and Regulations on Operation of the Supervisory Board shall be adjusted in terms of wording as follows:

No.	Current term	Amended term
1	Director	General Director
2	Deputy Director	Deputy General Director

The draft amended Company Charter, Internal Regulations on Corporate Governance, Regulations on Operation of the Board of Directors, and Regulations on Operation of the Supervisory Board are attached to this Proposal.



III. The Board of Directors issues Decisions on Appointment

The Board of Directors issues Decisions to appoint the positions of Director and Deputy Director to General Director and Deputy General Director for current members of the Board of Management.

IV. Adjustment of Enterprise Registration Certificate and internal documents

The Executive Board shall carry out procedures for adjusting the Enterprise Registration Certificate and internal documents, ensuring compliance with legal regulations and the Company Charter.

Respectfully submitted to the General Meeting of Shareholders for consideration.

BOARD OF DIRECTORS
ART DESIGN & COMMUNICATION JOINT STOCK COMPANY

CHAIRMAN

(Signed)

Dang Viet Manh



SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness



CHARTER

**ORGANIZATION AND OPERATION OF
ART DESIGN & COMMUNICATION JOINT
STOCK COMPANY**



Hanoi, April 2026

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PREAMBLE

This Charter of Art Design & Communication Joint Stock Company (hereinafter referred to as the “Company”) is a joint stock company operating in accordance with the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020. The Charter, the Company’s regulations, and the resolutions of the General Meeting of Shareholders and the Board of Directors, if duly adopted in accordance with applicable laws, shall constitute binding rules and regulations governing the Company’s business operations.

This Charter is amended from the previous Charter and has been approved by the shareholders of Art Design & Communication Joint Stock Company by a valid resolution at the Annual General Meeting of Shareholders 2026, officially held on April 22, 2026.

I - SECTION I – DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Definitions

1. In this Charter, the following terms shall be construed as follows:

a. “Charter Capital” means the total par value of shares that have been sold or registered for subscription upon the establishment of the enterprise as stipulated in Article 6 of this Charter;

b. “Enterprise Law” means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly on 17 June 2020, and any amendments and supplements thereto.

c. “Securities Law” means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly on 26 November 2019, and any amendments and supplements thereto;

d. “Establishment Date” means the date on which the Company is first granted the Enterprise Registration Certificate.

e. “Executive Officers” means the General Director, Deputy General Directors, Chief Accountant, and other executives of the Company as approved by the Board of Directors.

f. “Managers” means the Company’s managers, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding managerial positions as stipulated in this Charter.

g. “Related Persons” means individuals or organizations as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;

h. “Shareholders” means individuals or organizations owning at least one share of the joint stock company;

i. “Founding Shareholders” means shareholders owning at least one ordinary share and whose names are listed in the register of founding shareholders of the joint stock company;

j. **“Major Shareholders”** means shareholders as defined in Clause 18, Article 4 of the Law on Securities;

k. **“Term of Operation”** means the operating duration of the Company as stipulated in Article 2 of this Charter and any extension period (if any) approved by a resolution of the General Meeting of Shareholders.

l. **“Vietnam”** means the Socialist Republic of Vietnam;

m. **“Company”** means Art Design & Communication Joint Stock Company.

2. In this Charter, references to any provision or document shall include any amendments or replacements thereto.

3. Headings (chapters and articles of this Charter) are included for convenience of reference only and shall not affect the interpretation of this Charter.

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

II - SECTION II – NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Legal Form, Head Office, Branches, Representative Offices, Business Locations and Term of Operation of the Company

1. Name of the Company

Vietnamese Name: CÔNG TY CỔ PHẦN MỸ THUẬT VÀ TRUYỀN THÔNG

English Name: ART DESIGN & COMMUNICATION JOINT STOCK COMPANY

Abbreviated Name: **AD&C., JSC**

2. The Company is a joint stock company having legal status in accordance with the applicable laws of Vietnam.

3. The registered head office of the Company is:

Address: 12A Floor, Diamond Flower Building – Lot C1, Trung Hoa Nhan Chinh Urban Area, Yen Hoa Ward, Hanoi, Vietnam.

Telephone: 024.73068789

Fax: 024. 35121385

Email: webmaster@adc.net.vn

Website: adc.net.vn

4. The Company may establish branches and representative offices in various locations in order to achieve its operational objectives, in accordance with resolutions of the Board of Directors and within the scope permitted by law.

5. Unless the Company is terminated prior to its term in accordance with Clause 2 of Article 56 or its operation is extended pursuant to Article 57 of this Charter, the term of operation of the Company shall commence from the Establishment Date and shall be indefinite.

Article 3. Legal Representative of the Company

The General Director is the legal representative of the Company.

The rights and obligations of the legal representative shall comply with the provisions of the Law on Enterprises and this Charter.

III - SECTION III – OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY**Article 4. Business Lines and Objectives of the Company**

1. The business lines of the Company are as follows:

No.	Business Lines	Business Line Code
1	Retail sale of books, newspapers, magazines and stationery in specialized stores	4761
2	Retail sale of audio and video recordings (including blank tapes and discs) in specialized stores	4762
3	Retail sale of sports equipment and sporting goods in specialized stores	4763
4	Retail sale of games and toys in specialized stores	4764
5	Retail sale of garments, footwear, leather and imitation leather goods in specialized stores	4771
6	Retail sale of other new goods in specialized stores. Details: Retail sale of souvenirs, wickerwork and handicrafts in specialized stores; Retail sale of paintings, photographs and other works of art (excluding antiques) in specialized stores; Retail sale of watches and eyewear in specialized stores	4773
7	Motion picture, video and television programme production activities	5911
	Production of television programmes and advertising programmes (excluding motion picture production).	
8	Wholesale of agricultural and forestry raw materials (excluding wood, bamboo and rattan) and live animals	4620
9	Wholesale of food	4632
10	Wholesale of textiles, garments and footwear	4641
11	Creative, arts and entertainment activities Details: Organization of painting activities, creation of works of art, and other fine arts activities	9000
12	Specialized design activities	7410

No.	Business Lines	Business Line Code
	<p>Details:</p> <p>Website design; interior and exterior design services and other specialized design services (including fashion design, clothing design, school uniforms, footwear, film set design, and stage design);</p> <p>Commercial advertising consultancy and design services;</p> <p>Graphic design of publications for the education sector and other publications.</p>	
13	<p>Organizing trade promotion and trade introduction activities</p> <p>Detail: Organizing trade fairs and exhibitions, and product display and introduction activities.</p>	8230
14	<p>Printing</p> <p>Detail: Prepress services and printing of educational materials.</p>	1811
15	<p>Other non-classified specialized wholesale trading</p> <p>Detail: Trading in raw materials and supplies for printing, prepress, graphic arts, and media industries;</p>	4669
16	<p>Advertising</p> <p>Detail: Display advertising, product promotion, and related advertising services.</p>	7310
17	Printing-related services	1812
18	<p>Vocational secondary training</p> <p>Detail: Establishing vocational schools and providing training in specialized fields of fine arts and graphic design (to operate only after obtaining permission from the competent state authority)</p>	8532
19	<p>Wholesale of other household goods</p> <p>Details:</p> <ul style="list-style-type: none"> • Trading in teaching and learning equipment and supplies; • Publishing and distribution of books, illustrations for the education sector and other products (such as calendars, catalogues) (excluding import and export activities); • Wholesale of suitcases, briefcases, bags, wallets, and other leather and imitation leather goods; 	4649

No.	Business Lines	Business Line Code
	<ul style="list-style-type: none"> • Wholesale of perfumes, cosmetics, and hygiene products; • Wholesale of ceramic, porcelain, and glassware; • Wholesale of household electrical appliances, lamps, and lighting fixtures; • Wholesale of beds, cabinets, tables, chairs, and similar furniture; • Wholesale of books, newspapers, magazines, and stationery; • Wholesale of sports and physical training equipment. 	
20	<p>Other remaining business support service activities not elsewhere classified</p> <p>Details:</p> <ul style="list-style-type: none"> • Import and export of raw materials, supplies, and products in the printing, prepress, fine arts, and media sectors (except those prohibited by law); • Entrusted import and export services; 	8299
21	<p>Other amusement and recreation activities not elsewhere classified</p> <p>Details:</p> <ul style="list-style-type: none"> • Activities of amusement parks and beach areas, including the rental of facilities such as bathhouses, lockers, lounge chairs, umbrellas, etc.; • Operation of recreational transport facilities such as pleasure boats and cruises; • Rental of leisure equipment and recreational facilities; • Operation of fairs and exhibitions of natural recreational attractions; • Other amusement and recreational activities (excluding those prohibited by law). 	9329 (Principal)

No.	Business Lines	Business Line Code
22	<p>Other education not elsewhere classified</p> <p>Details: Centers for professional training in fine arts and graphic design; Foreign language training and conversational skills training; Computer training; Non-level-specific education at training and development centers; Tutoring services; Courses in professional critique and evaluation; Speed reading training; Self-defense training; Life skills training; Public speaking training; Preparatory education; Learning centers offering courses for underperforming students.</p>	8559

2. The objective of the Company's operations is:

a. To invest in, exploit, and develop services and production-business activities in sectors and industries permitted by law.

b. Based on the Company's resources, to enter into joint ventures and partnerships with all economic sectors to organize production and business activities in other lawful industries, in order to improve the Company's business efficiency and bring balanced benefits to employees, shareholders, the Company, and society.

Article 5. Scope of Business and Operations

1. The Company is permitted to prepare plans and conduct all business activities in accordance with its Enterprise Registration Certificate and this Charter, in compliance with applicable laws, and to implement appropriate measures to achieve the Company's objectives.

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

IV - CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, and Founding Shareholders

1. The Company's charter capital is VND 39,779,360,000 (thirty-nine billion, seven hundred seventy-nine million, three hundred sixty thousand Vietnamese dong). The total charter capital of the Company is divided into 3,977,936 shares, with a par value of VND 10,000 (ten thousand) per share.

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with applicable laws.

3. All shares of the Company as of the date of approval of this Charter are ordinary shares. The rights and obligations of shareholders holding each type of share are specified in Articles 12 and 13 of this Charter.

4. The Company may issue preferred shares pursuant to a resolution of the General Meeting of Shareholders in accordance with applicable laws.

5. The names, addresses, number of shares, and other information of the founding shareholders as prescribed by the Law on Enterprises are set out in Appendix I attached hereto. This appendix forms an integral part of this Charter.

6. Ordinary shares must be offered preferentially to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not subscribed for by existing shareholders shall be determined and allocated by the Board of Directors. The Board of Directors may distribute such shares to shareholders and other persons on terms not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

7. The Company may repurchase its own issued shares in accordance with the methods prescribed in this Charter and applicable laws.

8. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in compliance with the laws on securities and the securities market.

Article 7. Share Certificates

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

2. A share certificate is a type of security certifying the lawful rights and interests of its holder in a portion of the charter capital of the issuing organization. Share certificates must contain all required information in accordance with Clause 1, Article 121 of the Law on Enterprises.

3. Within 10 days from the date of submission of a complete application for transfer of share ownership in accordance with the Company's regulations, or within 02 months (or a longer period as specified in the issuance terms) from the date of full payment for shares as provided in the Company's share issuance plan, the holder of such shares shall be issued a share certificate. The shareholder shall not be required to pay the Company for the cost of printing the share certificate.

4. In case a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be reissued a new share certificate upon request. The shareholder's request must include the following:

- a. Information about the lost, damaged, or destroyed share certificate;
- b. A commitment to bear responsibility for any disputes arising from the reissuance of the share certificate.

Article 8. Other Securities Certificates

Bond certificates or other securities certificates issued by the Company shall bear the Company's seal and the specimen signature of its legal representative.

Article 9. Transfer of Shares

1. All shares may be freely transferred unless otherwise provided by this Charter, resolutions of the General Meeting of Shareholders, or applicable laws. Listed shares on a Stock Exchange shall be transferred in accordance with the laws on securities and the securities market of the Stock Exchange.

2. Shares that have not been fully paid for may not be transferred and shall not be entitled to related rights such as the right to receive dividends, the right to receive shares issued from equity, the right to purchase newly offered shares, and other rights as provided by law.

Article 10. Share Forfeiture

1. In case a shareholder fails to fully and timely pay the amount due for subscribed shares, the Board of Directors shall notify the shareholder and has the right to require such shareholder to pay the remaining amount together with interest on such amount and any costs incurred by the Company due to the incomplete payment.

2. The payment notice must clearly specify a new payment deadline (at least seven (07) days from the date of sending the notice), the place of payment, and must state that if the payment is not made as required, the unpaid shares will be forfeited.

3. The Board of Directors has the right to forfeit unpaid shares if the requirements stated in the notice are not fulfilled.

4. Forfeited shares are considered shares available for offering as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or authorize the sale and redistribution of such shares under terms and conditions deemed appropriate by the Board.

5. Shareholders whose shares are forfeited shall lose shareholder status with respect to those shares but shall still be liable for financial obligations of the Company corresponding to the total par value of the subscribed shares at the time of forfeiture, as determined by the Board of Directors from the date of forfeiture until the date of payment. The Board of Directors has full authority to enforce payment of the full value of the shares at the time of forfeiture.

6. The forfeiture notice shall be sent to the holder of the forfeited shares prior to the forfeiture date. The forfeiture remains effective even in case of errors or negligence in sending the notice.

V - ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 11. Organizational Structure, Management, Administration, and Supervision

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

1. The Company participates in part or all stages of the publishing process for books and educational equipment assigned by Vietnam Education Publishing House One Member Limited Liability Company (hereinafter referred to as "VEPH"), in accordance with the law; and maintains long-term cooperation with VEPH in terms of economic benefits, technology, market, and business services.

2. The Company has capital contributed by VEPH below the controlling level but voluntarily participates in the parent-subsidiary corporate group of VEPH, in which VEPH exercises controlling rights through an agreement between the parties in accordance with the law. The Company is a member enterprise of VEPH and is

obliged to comply with the regulations, rules, and common operational procedures of the parent–subsidiary group issued by VEPH.

3. The organizational structure for management, administration, and supervision of the Company includes:

a) The General Meeting of Shareholders.

b) The Board of Directors and the Supervisory Board (the Company is organized and operates under the model specified in Point a, Clause 1, Article 137 of the Law on Enterprises).

c) The General Director.

VI - SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. A shareholder is the owner of the Company and has rights and obligations corresponding to the number and type of shares they hold. Shareholders are only liable for the debts and other property obligations of the Company within the extent of the capital they have contributed to the Company.

2. Common shareholders have the following rights:

a. To attend and speak at the General Meeting of Shareholders and to exercise voting rights directly, through an authorized representative, or in another form as prescribed by the Company's Charter and applicable laws. Each common share carries one vote;

b. To receive dividends at the rate determined by the General Meeting of Shareholders;

c. To have priority in purchasing new shares in proportion to their ownership of common shares in the Company;

d. To freely transfer their shares to others, except in cases specified in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;

e. To inspect, access, and extract information regarding the name and contact address in the list of shareholders with voting rights; and to request correction of inaccurate information;

f. To inspect, access, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g. To receive a portion of the remaining assets upon dissolution or bankruptcy of the Company, in proportion to their share ownership;

h. To request the Company to repurchase shares in the cases prescribed in Article 132 of the Law on Enterprises;

i. To be treated equally. Each share of the same class confers equal rights, obligations, and benefits to its holder. If the Company has different classes of preferred shares, the rights and obligations attached to such shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j. To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;

k. To have their lawful rights and interests protected; to request suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

l. To exercise other rights as provided by law and this Charter.

3. A shareholder or group of shareholders holding from 5% or more of the total number of common shares shall have the following rights:

a. To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b. To inspect, access, and extract minutes and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions that must be approved by the Board of Directors, and other documents, except those related to the Company's trade secrets and business secrets;

c. To request the Supervisory Board to inspect specific matters related to the management and administration of the Company when necessary. Such a request must be made in writing and include: full name, contact address, nationality, and legal identification number of individual shareholders; name, enterprise code or legal identification number, and head office address of organizational shareholders; number of shares and registration time of each shareholder, total number of shares of the group, and ownership percentage in the Company; the matters to be inspected and the purpose of the inspection;

d. To propose matters to be included in the agenda of the General Meeting of Shareholders. Such a proposal must be in writing and sent to the Company no later than 03 working days before the opening date. The proposal must specify the shareholder's name, number of shares of each type held, and the matter proposed for inclusion in the meeting agenda;

e. Other rights as provided by law and this Charter.

4. A shareholder or group of shareholders holding 10% or more of the total number of common shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board. The nomination of candidates to the Board of Directors and the Supervisory Board shall be conducted as follows:

a. Common shareholders forming a group to nominate candidates for the Board of Directors and the Supervisory Board must notify the other attending shareholders of the formation of such a group before the opening of the General Meeting of Shareholders;

b. Based on the number of members of the Board of Directors and the Supervisory Board, a shareholder or group of shareholders specified in this Clause shall have the right to nominate one or more candidates, as decided by the General Meeting of Shareholders, to be candidates for the Board of Directors and the Supervisory Board. In case the number of candidates nominated by the shareholder

or group of shareholders is less than the number they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

Article 13. Obligations of Shareholders

Shareholders shall have the following obligations:

1. To fully and punctually pay for the shares they have committed to purchase.

2. Not to withdraw the contributed capital in the form of common shares from the Company in any form, except where the shares are repurchased by the Company or by another party. In case a shareholder withdraws part or all of the contributed share capital in violation of this provision, such shareholder and any related person in the Company shall be jointly liable for the Company's debts and other property obligations within the value of the withdrawn shares and for any resulting damages.

3. To comply with the Company's Charter and internal governance regulations.

4. To abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. To keep confidential the information provided by the Company in accordance with the Company's Charter and applicable laws; to use such information only for exercising and protecting their lawful rights and interests; and to strictly prohibit the dissemination, copying, or sharing of such information with any other organization or individual.

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

- a. To attend and vote directly at the meeting;
- b. To authorize another individual or organization to attend and vote at the meeting;
- c. To attend and vote via online meetings, electronic voting, or other electronic methods;
- d. To send voting ballots to the meeting by mail, fax, or email;
- e. To submit voting ballots by other means as prescribed in the Company's Charter.

7. To bear personal liability when acting on behalf of the Company in any form to perform any of the following acts:

- a. To commit violations of the law;
- b. To conduct business or other transactions for personal gain or for the benefit of other organizations or individuals;
- c. To make payments of debts that are not yet due, thereby exposing the Company to financial risks.

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

Article 14. 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 General Meeting once per year within four (04) months from the end of the fiscal year. The Board of Directors (BOD) may decide to extend the time limit for holding the Annual General Meeting where necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the GMS may hold extraordinary meetings. The location of the GMS shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting and select an appropriate venue. The Annual General Meeting shall decide on matters as prescribed by law and the Company's Charter, in particular approving the annual financial statements and the financial budget for the following fiscal year. In the event that the audited annual financial statements of the Company contain material exceptions, adverse opinions, or a disclaimer of opinion, the Company must invite a representative of the approved auditing organization that conducted the audit of the Company's financial statements to attend the Annual General Meeting, and such representative shall be responsible for attending the meeting.

3. 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, independent members of the Board of Directors, or members of the Supervisory Board is fewer than the minimum number as prescribed by law;
- c. Upon request of a shareholder or a group of shareholders as stipulated 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 full 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.

4. Convening an Extraordinary General Meeting of Shareholders

a. The Board of Directors must convene a GMS within thirty (30) days from the date when 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 level specified in Point b, Clause 3 of this Article, or from the date of receipt of a request as specified in Points c and d, Clause 3 of this Article.

b. In the event that the Board of Directors fails to convene the GMS as prescribed in Point a, Clause 4 of this Article, within the next thirty (30) days, the Supervisory Board shall replace the Board of Directors in convening the GMS in accordance with Clause 3, Article 140 of the Law on Enterprises.

c. In the event that the Supervisory Board fails to convene the GMS as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders specified in Point c, Clause 3 of this Article shall have the right to request a representative of the Company to convene the GMS in accordance with the Law on Enterprises..

In this case, the shareholder or group of shareholders convening the GMS may request the business registration authority to supervise the order and procedures for convening, conducting the meeting, and issuing resolutions of the GMS. All costs related to the convening and conduct of the GMS shall be reimbursed by the Company. Such costs shall not include expenses incurred by shareholders when attending the GMS, including accommodation and travel expenses.

d. Procedures for organizing a GMS shall comply with Clause 5, Article 140 of the Law on Enterprises.

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

1. The General Meeting of Shareholders shall have the following rights and duties:

- a. To approve the development orientation of the Company;
- b. To decide on the types of shares and the total number of shares of each type authorized to be offered; to decide on the annual dividend rate for each type of share;
- c. To elect, dismiss, and remove members of the Board of Directors and members of 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 number of issued shares of each type;
- h. To review and handle violations committed by members of the Board of Directors or members of the Supervisory Board that cause 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 the total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k. To approve the Internal Governance Regulations; the Operating Regulations of the Board of Directors and the Supervisory Board;
- l. To approve the list of approved auditing firms; to decide on the approved auditing firm to conduct audits of the Company's operations; and to dismiss an approved auditor when deemed necessary;
- m. Other rights and duties as prescribed by law.

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

- a. The Company's annual business plan;
- b. The audited annual financial statements;
- c. The report of the Board of Directors on corporate governance and on the performance of the Board of Directors and each of its members; independent members of the Board of Directors shall be responsible for presenting their reports at the Annual General Meeting in accordance with Article 284 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- d. The report of the Supervisory Board on the Company's business performance and on the performance of the Board of Directors and the General Director;
- e. The self-assessment report on the performance of the Supervisory Board and its members;
- f. The dividend rate for each share of each type;
- g. The number of members of the Board of Directors and the Supervisory Board;
- h. The election, dismissal, and removal of members of the Board of Directors and members of the Supervisory Board;
- i. The decision on the budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- j. The approval of the list of approved auditing firms; the decision on the approved auditing firm to audit the Company's operations when deemed necessary;
- k. Amendments and supplements to the Company's Charter;
- l. The types of shares and the number of new shares to be issued for each type, and the transfer of shares of founding shareholders within the first three (03) years from the date of establishment;
- m. The division, separation, consolidation, merger, or conversion of the Company;
- n. The reorganization and dissolution (liquidation) of the Company and the appointment of liquidators;
- o. The decision 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;
- p. The decision on the repurchase of more than 10% of the total number of issued shares of each type;
- q. The Company's execution of contracts or transactions with entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company as recorded in the most recent financial statements;

r. The approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

s. The approval of the Internal Corporate Governance Regulations, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Supervisory Board;

t. Other matters as prescribed by law and this Charter.

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

Article 16. Authorization to Attend the General Meeting of Shareholders

1. A shareholder or an authorized representative of an institutional shareholder may attend the General Meeting of Shareholders in person or authorize one or more individuals or organizations to attend on their behalf, or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization of an individual or organization to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be established in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the contents and scope of authorization, the term of authorization, and the signatures of both the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the power of attorney upon registration for attendance. In the case of re-authorization, the attendee must additionally present the original power of attorney from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

3. Voting ballots of the authorized representative attending the meeting within the scope of authorization shall remain valid in any of the following cases:

- a. The authorizing person has died, has limited legal capacity, or has lost legal capacity;
- b. The authorizing person has revoked the designation of authorization;
- c. The authorizing person has revoked the authority of the person performing the authorization.

This provision shall not apply if the Company receives notice of any of the above events prior to the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Variation of Rights

1. Any amendment or cancellation of special rights attached to a class of preference shares shall be effective only when approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all attending shareholders. A resolution of the General Meeting of Shareholders that adversely

alters the rights and obligations of shareholders holding preference shares shall only be adopted if it is approved by shareholders of the same class of preference shares attending the meeting and representing at least seventy-five percent (75%) of the total number of such preference shares, or by shareholders of the same class of preference shares representing at least seventy-five percent (75%) of the total number of such preference shares in the case of approval by written ballot.

2. A meeting of shareholders holding a particular class of preference shares to approve the above-mentioned changes shall be valid only when attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of the issued shares of that class. In the absence of such quorum, the meeting shall be reconvened within thirty (30) days thereafter, and the shareholders holding shares of that class (regardless of the number of attendees and the number of shares held) present in person or through authorized representatives shall be deemed sufficient to constitute a quorum. At such meetings, shareholders holding shares of that class present in person or through their representatives may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall be implemented in accordance with the provisions set out in Articles 19, 20, and 21 of this Charter.

4. Unless otherwise provided in the terms of issuance of shares, the special rights attached to classes of shares having preferential rights in respect of the distribution of profits or assets of the Company shall not be altered when the Company issues additional shares of the same class.

Article 18. Convening, Agenda, and Notice of the General Meeting of Shareholders

1. The Board of Directors shall convene the Annual General Meeting of Shareholders and Extraordinary General Meetings of Shareholders. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.

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

a. To prepare the 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 meeting notice; the Company must disclose information regarding the preparation of such list at least twenty (20) days prior to the record date;

b. To prepare the agenda and contents of the meeting;

c. To prepare documents for the meeting;

d. To draft resolutions of the General Meeting of Shareholders in accordance with the proposed agenda;

e. To determine the time and venue of the meeting;

f. To notify and send the notice of meeting to all shareholders entitled to attend;

g. To perform other tasks in service of the meeting.

3. The notice of invitation to the General Meeting of Shareholders must be sent to all shareholders by a method that ensures delivery to their registered contact addresses, and simultaneously published on the Company's website and the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The convener must send the notice of meeting to all shareholders in the list of shareholders entitled to attend no later than twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is validly sent or dispatched). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting must be published on the Company's website. Where such documents are not enclosed with the meeting notice, the notice must clearly state the link to access the full set of meeting documents, including:

a. The meeting agenda and documents used at the meeting;

b. The list and detailed information of candidates in the case of election of members of the Board of Directors or the Supervisory Board;

c. Voting ballots;

d. Forms for appointment of authorized representatives to attend the meeting;

e. Draft resolutions corresponding to each matter on the agenda.

4. A shareholder or group of shareholders as referred to in Clause 2, Article 12 of this Charter has 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 meeting. The proposal must include the full name of the shareholder, contact address, nationality, and number of Citizen Identification Card/Identity Card/Passport or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, and head office address for organizational shareholders; the number and type of shares held, and the content proposed to be included in the meeting agenda.

5. The person convening the General Meeting of Shareholders has the right to reject proposals referred to in Clause 4 of this Article in the following cases:

a. The proposal is not submitted within the prescribed time limit or is incomplete or invalid in content;

b. At the time of the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of ordinary shares as prescribed in Clause 2, Article 12 of this Charter;

c. The proposed matter does not fall within the authority of the General Meeting of Shareholders for discussion and approval;

d. Other cases as prescribed by law and this Charter.

6. The person convening the General Meeting of Shareholders must accept and include proposals specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the cases specified in Clause 5 of this Article; such proposals shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for Conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than fifty percent (50%) of the total voting rights.

2. In the event that the first meeting does not meet the conditions for being conducted as prescribed in Clause 1 of this Article, a notice of invitation for the second meeting must be sent within thirty (30) days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least thirty-three percent (33%) of the total voting rights.

3. In the event that the second meeting does not meet the conditions for being conducted as prescribed in Clause 2 of this Article, a notice of invitation for the third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting rights represented by the attending shareholders.

Article 20. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders

1. Prior to the opening of the meeting, the Company must carry out shareholder registration procedures and continue registration until all shareholders entitled to attend have completed registration in accordance with the following order:

a. Upon registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card stating the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting rights of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by approval, disapproval, or abstention. At the meeting, approval votes shall be collected first, followed by disapproval votes, and finally the total number of approval and disapproval votes shall be counted to determine the result. The vote-counting results shall be announced by the Chairperson immediately prior to the closing of the meeting. The General Meeting of Shareholders shall elect persons responsible for vote counting or supervising vote counting upon the proposal of the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson;

b. Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the opening of the meeting shall have the right to

register immediately and thereafter participate in and vote at the meeting. The Chairperson is not obliged to suspend the meeting to allow latecomers to register, and the validity of matters already voted on shall remain unchanged.

2. The election of the Chairperson, secretary, and vote-counting committee shall be conducted as follows:

a. The Chairman of the Board of Directors shall act as the Chairperson or authorize another member of the Board of Directors to act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In the absence of the Chairman or if the Chairman is temporarily unable to perform duties, the remaining members of the Board of Directors shall elect one among them as the Chairperson on the basis of majority vote. If no Chairperson can be elected, the Head of the Supervisory Board shall preside for the General Meeting of Shareholders to elect the Chairperson from among the attendees, and the person receiving the highest number of votes shall act as Chairperson;

b. Except for the case specified in Point a of this Clause, the person signing the decision to convene the General Meeting of Shareholders shall preside for the election of the Chairperson, and the person receiving the highest number of votes shall act as Chairperson;

c. The Chairperson shall appoint one or more persons as the meeting secretary;

d. The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee upon the proposal of the Chairperson.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically determine the time allocated for each matter included therein.

4. The Chairperson has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees, including:

a. Arranging seating at the meeting venue;

b. Ensuring the safety of all persons present at the meeting venue;

c. Facilitating shareholders' attendance (or continued attendance) at the meeting. The convener of the General Meeting of Shareholders has full authority to change the above measures and apply all necessary measures, which may include issuing entry passes or using other selection methods.

5. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by approval, disapproval, or abstention. The vote-counting results shall be announced by the Chairperson immediately prior to the closing of the meeting.

6. Shareholders or authorized representatives arriving after the opening of the meeting shall still be entitled to register and to participate in voting immediately after registration; in such case, the validity of matters already voted on shall remain unchanged.

7. The convener or the Chairperson of the General Meeting of Shareholders has the following rights:

- a. To require all attendees to undergo inspection or other lawful and reasonable security measures;
- b. To request competent authorities to maintain order at the meeting; to expel persons who fail to comply with the Chairperson's authority, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements.

8. The Chairperson has the right to adjourn a General Meeting of Shareholders that has satisfied the attendance quorum for a period not exceeding three (03) working days from the scheduled opening date and may only adjourn the meeting or change the venue in the following cases:

- a. The meeting venue does not have sufficient seating for all attendees;
- b. The communication facilities at the venue do not ensure that attending shareholders can participate, discuss, and vote;
- c. There are attendees who obstruct or disrupt order, posing a risk that the meeting cannot be conducted in a fair and lawful manner.

9. In the event that the Chairperson adjourns or suspends the meeting contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson to conduct the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid.

10. In the event that the Company applies modern technology to organize the General Meeting of Shareholders via online meeting, the Company shall ensure that shareholders can attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for Adoption of Resolutions of the General Meeting of Shareholders

1. Resolutions on the following matters shall be adopted if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all attending shareholders, except for the cases specified in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:

- a. Types of shares and the total number of shares of each type;
- b. Changes to business lines, trades, and sectors;
- c. Changes to the organizational and management structure of the Company;
- d. Investment projects or sale of assets with a value of thirty-five percent (35%) or more of the total asset value as recorded in the most recent financial statements of the Company;
- e. Reorganization or dissolution of the Company.

2. Resolutions shall be adopted when approved by shareholders representing more than fifty percent (50%) of the total voting rights of all attending shareholders, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders adopted by one hundred percent (100%) of the total voting shares shall be lawful and effective even if the procedures for convening the meeting and adopting such resolutions do not comply with the provisions of the Law on Enterprises and the Company's Charter.

Article 22. Authority and Procedures for Collecting Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders shall be implemented as follows:

1. The Board of Directors has the right to collect shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Company, except for the cases specified in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare opinion ballots, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send them to all shareholders with voting rights at least ten (10) days prior to the deadline for returning the opinion ballots. The requirements and methods for sending opinion ballots and accompanying documents shall comply with Clause 3, Article 18 of this Charter.

3. The opinion ballot must contain the following principal contents:

- a. Name, address of the head office, and enterprise code;
 - b. Purpose of collecting opinions;
 - c. Full name, contact address, nationality, and number of Identity Card/Passport or other lawful personal identification of an individual shareholder; name, enterprise code, head office address, establishment decision number or enterprise registration number of an organizational shareholder, or full name, permanent address, nationality, and number of Identity Card/Passport or other lawful personal identification of the authorized representative of such organization; number of shares of each type and the corresponding voting rights of the shareholder;
 - d. Matters to be voted on for approval;
 - e. Voting options including approval, disapproval, and abstention for each matter;
 - f. Deadline for returning the completed opinion ballot to the Company;
 - g. Full name and signature of the Chairman of the Board of Directors;
4. A completed opinion ballot must bear the signature of the individual shareholder, or of the authorized representative or legal representative of an organizational shareholder.

5. Opinion ballots may be returned to the Company in the following forms:

a. By post: The ballot must be placed in a sealed envelope and must not be opened by anyone prior to vote counting;

b. By fax or email: The ballot must be kept confidential until the time of vote counting.

Opinion ballots returned to the Company must be placed in sealed envelopes and must not be opened before vote counting. Ballots received after the deadline stated in the ballot, ballots opened prior to vote counting in the case of postal submission, or ballots disclosed prior to vote counting in the case of fax or email submission shall be deemed invalid. Ballots not returned shall be deemed as non-participation in voting.

6. The Board of Directors shall conduct vote counting and prepare a vote-counting minutes under the supervision of the Supervisory Board or of shareholders who are not executive officers of the Company. The vote-counting minutes must include the following principal contents:

a. Name, address of the head office, and enterprise code;

b. Purpose and matters submitted for approval;

c. Number of shareholders and total voting rights participating, including a breakdown of valid and invalid votes, attached with a list of participating shareholders;

d. Total number of approval, disapproval, and abstention votes for each matter;

e. Matters approved and the corresponding approval ratios;

f. Full names and signatures of the Chairman of the Board of Directors, the vote counters, and the supervisors of vote counting.

Members of the Board of Directors, vote counters, and supervisors of vote counting shall be jointly responsible for the truthfulness and accuracy of the vote-counting minutes, and jointly liable for any damages arising from resolutions adopted due to dishonest or inaccurate vote counting.

7. The vote-counting results minutes and resolutions must be published on the Company's website within twenty-four (24) hours or sent to shareholders within fifteen (15) days from the completion of vote counting;

8. Completed opinion ballots, vote-counting minutes, full texts of adopted resolutions, and related documents attached to the opinion ballots must be archived at the Company's head office;

9. Resolutions adopted through the collection of shareholders' written opinions must be approved by shareholders representing more than fifty percent (50%) of the total voting rights of all shareholders entitled to vote and shall have the same validity as resolutions adopted at a General Meeting of Shareholders.

Article 23. Resolutions and Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes

must be prepared in Vietnamese and may additionally be prepared in a foreign language. The minutes must include the following principal contents:

- a. Name, head office address, and enterprise code of the Company;
- b. Time and venue of the General Meeting of Shareholders;
- c. Meeting agenda and contents;
- d. Full name of the chairperson and the secretary;
- e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the agenda;
- f. Number of shareholders and total voting shares of shareholders attending the meeting; appendix listing registered shareholders and their representatives attending the meeting with corresponding number of shares and voting rights;
- g. Total number of votes for each voting issue, clearly stating the voting method, total number of valid votes, invalid votes, votes in favor, votes against, and abstentions; corresponding percentages of the total voting shares of attending shareholders;
- h. Matters approved and the corresponding voting ratios;
- i. Full names and signatures of the chairperson and the secretary. In case the chairperson and/or the secretary refuse to sign the minutes, such minutes shall still be valid if signed by all other attending members of the Board of Directors and contain all required contents as prescribed in this Clause. The minutes must clearly state the refusal to sign by the chairperson and/or the secretary.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting. The chairperson and the secretary of the meeting or other persons signing the minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. 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.

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

5. Resolutions, minutes of the General Meeting of Shareholders, the appendix of the list of attending shareholders with their signatures, powers of attorney for attendance, all documents attached to the minutes (if any), and documents enclosed with the meeting invitation must be disclosed in accordance with the laws on information disclosure in the securities market and must be retained at the Company's head office.

Article 24. Request for Annulment of Resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the resolution or the minutes of the General Meeting of Shareholders, or the minutes of vote-counting results for written shareholder opinions, shareholders or groups of shareholders as

prescribed in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a Court or an Arbitration tribunal to review and annul the resolution or part of the contents of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and passing resolutions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except for the case specified in Clause 3, Article 21 of this Charter.
2. The contents of the resolution violate the law or this Charter.

VII - BOARD OF DIRECTORS

Article 25. Nomination and Candidacy for Members of the Board of Directors

1. Where candidates for the Board of Directors 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 Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed includes:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Employment history;
- d. Other managerial positions (including positions as members of the board of directors of other companies);
- e. Interests related to the Company and its related parties;
- f. Other information (if any);
- g. The Company must disclose information about companies in which the candidate holds positions as a member of the board of directors, other managerial roles, and any related interests of such candidate (if any).

2. Shareholders holding voting shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding: From 10% to under 15% of 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; From 80% or more may nominate up to eight (08) candidates.

3. In case the number of candidates nominated and self-nominated remains insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the

incumbent Board of Directors may introduce additional candidates or organize nominations in accordance with the Company's Charter, the internal corporate governance regulations, and the operating regulations of the Board of Directors. Such additional nominations by the incumbent Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders voting on the election of members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must satisfy the standards and conditions as prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter.

Article 26. Composition and Term of Office of Members of the Board of Directors

1. The Board of Directors shall consist of five (05) members. The term of office of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. In the event that all members of the Board of Directors simultaneously expire their terms, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and assume their duties

2. The structure of the Board of Directors shall be as follows:

a. The composition of the Board of Directors must ensure that at least one-third (1/3) of the total number of members are non-executive members. The Company shall limit to the maximum extent the appointment of Board members concurrently holding executive positions in order to ensure the independence of the Board of Directors.

b. The total number of independent members of the Board of Directors must comply with regulations, with at least one (01) independent member;

3. A member of the Board of Directors shall cease to hold office in the event of dismissal, removal, or replacement by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

4. Members of the Board of Directors are not required to be shareholders of the Company.

5. The appointment of members of the Board of Directors must be disclosed in accordance with the regulations of the law on securities and the securities market.

Article 27. 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 under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by law, the Charter, internal regulations of the Company, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and duties:

- 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 authorized for offering of each type;
- c. To decide on the sale of unsold shares within the scope of shares authorized for offering of each type; and 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 legal limits;
- g. To decide on solutions for market development, marketing, and technology;
- h. To approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of thirty-five percent (35%) or more of the total assets recorded in the most recent financial statements of the Company, and contracts and 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, remove, or dismiss the Chairman of the Board of Directors; to appoint, remove, execute, and terminate contracts with the General Director and other key managers as prescribed in the Company's Charter; to decide on salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders of other companies, and to decide on their remuneration and other benefits;
- 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, representative offices, and on capital contributions or share acquisitions in other enterprises;
- l. To approve the agenda and contents of documents for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or to seek shareholders' opinions for passing resolutions;
- m. To submit audited annual financial statements to the General Meeting of Shareholders;
- n. To propose dividend levels; to decide on the timing and procedures for dividend payment or handling of losses arising in business operations;
- o. To propose reorganization or dissolution of the Company; to request bankruptcy of the Company;

p. To decide on the issuance of the Regulation on operation of the Board of Directors and the internal corporate governance regulations 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, the Law on Securities, other relevant laws, and the Company's Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on its performance in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 28. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business 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 their duties and the daily remuneration rate. The Board of Directors shall determine the remuneration for each member on a unanimous basis. 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 recorded as an operating expense of the Company in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions (including the positions of Chairman or Vice Chairman), or members serving on committees of the Board of Directors, or performing tasks which, in the opinion of the Board of Directors, fall outside the normal scope of duties of a Board member, may receive additional remuneration in the form of lump-sum payments per assignment, salary, commission, percentage of profits, 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 arising from attending meetings of the Board of Directors or its committees.

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

Article 29. Chairman of the Board of Directors

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

2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.

3. The Chairman of the Board of Directors shall have the following rights and obligations:

- a. To formulate the programs and plans for the operation of the Board of Directors;
- b. To prepare the agenda, contents, and documents for meetings; to convene, preside over, and act as chairperson of meetings of the Board of Directors;
- c. To organize the adoption of resolutions and decisions of the Board of Directors;
- d. To supervise the implementation of resolutions and decisions of the Board of Directors;
- e. To chair the General Meeting of Shareholders;
- f. Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.

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

5. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to perform the rights and obligations of the Chairman. In the absence of such authorization, or in the event that the Chairman 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, has limited or lost legal capacity, has difficulties in cognition or behavior control, or is prohibited by a court from holding certain positions or practicing certain professions, the remaining members shall elect one among themselves to act as Chairman of the Board of Directors based on the majority vote of the remaining members until a new decision is made by the Board of Directors.

Article 30. 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 with the highest number of votes or the highest voting ratio. In the event that more than one member has the same highest number of votes or voting ratio, the members shall elect, by majority, 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. Upon request of the Supervisory Board or an independent member of the Board of Directors;
- b. Upon request of the General Director or at least five (05) other managers;
- c. Upon 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 issues 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 a request as specified in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, he/she 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 or the person convening the meeting must send a notice of meeting at least three (03) working days prior to the meeting date. The notice must specify the time and venue, agenda, issues to be discussed and decided. The notice must be accompanied by relevant documents and voting ballots.

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 reaches 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 members of 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 shall not have voting rights.

8. A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total members are present. If the meeting convened under this provision does not have sufficient quorum, a second meeting shall be convened within seven (07) days from the originally scheduled date. 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 forms;
- d. Sending voting ballots to the meeting by post, fax, or email;
- e. Sending voting ballots by other means.

10. Where voting ballots are sent by post, such ballots must be placed in sealed envelopes and delivered to the Chairman at least one (01) hour before the opening of the meeting. The 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 if approved by a majority of the members of the Board of Directors.

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

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees to be responsible for areas such as development policy, human resources, remuneration, internal audit, and risk management. The number of members of each subcommittee shall be determined by the Board of Directors but must be at least three (03) persons, including members of the Board of Directors and external members. Independent members and/or non-executive members of the Board of Directors should constitute the majority of the subcommittee, and one of such members shall be appointed as the Head of the subcommittee by decision of the Board of Directors. The operation of subcommittees must comply with the regulations issued by the Board of Directors. Resolutions of a subcommittee shall be valid only when approved by a majority of members attending and voting at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors or its subcommittees must comply with applicable laws, the Company's Charter, and the internal corporate governance regulations..

Article 32. Person in Charge of Corporate Governance

1. The Board of Directors of the Company must appoint at least one (01) person in charge of corporate governance to support corporate governance activities within the enterprise. The person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently work for an approved auditing firm that is auditing the Company's financial statements.

3. The person in charge of corporate governance has the following rights and obligations:

a. To advise the Board of Directors on organizing General Meetings of Shareholders in accordance with regulations and handling matters between the Company and its shareholders;

b. To prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;

c. To advise on meeting procedures;

d. To attend meetings;

e. To advise on procedures for preparing resolutions of the Board of Directors in compliance with legal regulations;

f. To provide financial information, copies of minutes of Board meetings, and other information to members of the Board of Directors and the Supervisory Board;

g. To supervise and report to the Board of Directors on the Company's information disclosure activities;

h. To act as the focal contact point with stakeholders;

i. To maintain confidentiality of information in accordance with legal regulations and the Company's Charter;

j. To perform other rights and obligations in accordance with the law and the Company's Charter.

VIII - GENERAL DIRECTOR, OTHER EXECUTIVES AND COMPANY SECRETARY

Article 33. Organizational Structure of Management

The management system of the Company must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company shall have one (01) General Director, Deputy General Directors, and a Chief Accountant. The appointment, dismissal, or removal of the above-mentioned positions must be approved by resolutions or decisions of the Board of Directors.

Article 34. Executives of the Company

1. The executives of the Company include the General Director, Deputy General Directors, and the Chief Accountant.

2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit additional executives in numbers and with qualifications appropriate to the Company's organizational structure and management regulations as determined by the Board of Directors. Executives shall be responsible for supporting the Company in achieving its operational and organizational objectives.

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

4. Salaries of executives shall be recorded as business expenses of the Company in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, Dismissal, Duties and Powers of the General Director

1. The Board of Directors shall appoint one (01) of its members or hire another person to serve as the General Director.

2. The General Director is responsible for the day-to-day business operations of the Company; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and to the law for the performance of assigned rights and obligations.

3. The term of office of the General Director shall not exceed five (05) years and may be renewed for an unlimited number of terms. The General Director must meet the standards and conditions as prescribed by law and the Company's Charter.

4. The General Director has the following rights and obligations:

- a. To decide on matters relating to the Company's daily business operations that are not under the authority of the Board of Directors;
- b. To organize the implementation of resolutions and decisions of the Board of Directors;
- c. To implement business plans and investment projects of the Company;
- d. To propose organizational structures and internal management regulations of the Company;
- e. To appoint, dismiss, and remove managerial positions within the Company, except those under the authority of the Board of Directors;
- f. To determine salaries and other benefits for employees, including managers under the appointment authority of the General Director;
- g. To recruit employees;
- h. To propose dividend distribution plans or measures for handling business losses;
- i. To perform other rights and obligations as prescribed by law, the Company's Charter, and resolutions or decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director upon approval by a majority of voting members attending the meeting and appoint a replacement General Director.

Article 36. Company Secretary

Pursuant to Clause 5, Article 156 of the Law on Enterprises, where necessary, the Board of Directors shall appoint one (01) or more persons as the Company Secretary with a term of office and conditions as determined by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided that such dismissal is not contrary to applicable labor laws. The Board of Directors may also appoint one or more Assistant Company Secretaries from time to time. The roles and duties of the Company Secretary include:

- a. Assisting in organizing the convening of General Meetings of Shareholders and meetings of the Board of Directors; and taking minutes of such meetings;
- b. Assisting members of the Board of Directors in performing their assigned rights and obligations;
- c. Assisting the Company in developing shareholder relations and protecting the lawful rights and interests of shareholders; ensuring compliance with obligations on information provision, disclosure, and administrative procedures;

The Company Secretary is responsible for maintaining confidentiality of information in accordance with the law and the Company's Charter.

IX - SUPERVISORY BOARD

Article 37. Nomination and Candidacy for Members of the Supervisory Board

1. The nomination and candidacy for members of the Supervisory Board shall be conducted in accordance with Clauses 1 and 2, Article 25 of this Charter.

2. Where the number of candidates for the Supervisory Board through nomination and self-nomination is insufficient as required, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the Company's Charter, internal corporate governance regulations, and the operating regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Supervisory Board in accordance with the law.

Article 38. Members of the Supervisory Board

1. 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 they may be re-elected for an unlimited number of terms.

2. Members of the Supervisory Board must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:

- a. Working in the accounting or finance department of the Company;
- b. Being a member or employee of an independent auditing firm that has audited the Company's financial statements within the preceding three (03) consecutive years.

3. A member of the Supervisory Board shall be dismissed in the following cases:

- a. No longer meeting the standards and conditions as prescribed in Clause 2 of this Article;
- b. Submitting a resignation letter that is accepted.

4. A member of the Supervisory Board shall be removed from office in the following cases:

- a. Failure to fulfill assigned duties and responsibilities;
- b. Failure to exercise rights and obligations for six (06) consecutive months, except in cases of force majeure;
- c. Repeated or serious violations of obligations of a Supervisory Board member under the Law on Enterprises and the Company's Charter;
- d. Other cases as decided by a resolution of the General Meeting of Shareholders.

Article 39. Head of the Supervisory Board

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, and removal shall be decided by majority vote. The Supervisory Board must have more than half of its

members residing in Vietnam. The Head of the Supervisory Board must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other disciplines relevant to the Company's business activities.

2. The Head of the Supervisory Board has the following rights and obligations:

- a. To convene meetings of the Supervisory Board;
- b. To request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Supervisory Board;
- c. To prepare and sign reports of the Supervisory Board, after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

Article 40. Rights and Obligations of the Supervisory Board

The Supervisory Board has the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

1. To propose and recommend that the General Meeting of Shareholders approve the list of approved auditing firms to audit the Company's financial statements; to decide on the approved auditing firm to inspect the Company's operations; and to dismiss an approved auditor when deemed necessary.
2. To be accountable to shareholders for its supervisory activities.
3. To supervise the Company's financial situation and the compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers.
4. To ensure coordination with the Board of Directors, the General Director, and shareholders.
5. 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 Supervisory Board must notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease the violation, and propose remedial measures.
6. To develop the operating regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
7. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Law on Securities.
8. To have the right to access the Company's records and documents kept at the head office, branches, and other locations; and to visit the workplaces of managers and employees during working hours.
9. To request the Board of Directors, its members, the General Director, and other managers to provide full, accurate, and timely information and documents on management, administration, and business operations of the Company.

10. To exercise other rights and obligations as prescribed by law and this Charter.

Article 41. Meetings of the Supervisory Board

1. The Supervisory Board shall convene at least two (02) meetings per year. The number of attending members must be at least two-thirds (2/3) of the total members of the Supervisory Board. Minutes of Supervisory Board meetings must be prepared in a detailed and clear manner. The minute-taker and all attending members of the Supervisory Board must sign the meeting minutes. Such minutes must be properly archived to determine the responsibilities of each member of the Supervisory Board.

2. The Supervisory Board has the right to request members of the Board of Directors, the Chief Executive Officer, and representatives of the approved auditing organization to attend meetings and provide clarification on relevant matters.

Article 42. Salaries, Remuneration, Bonuses and Other Benefits of Members of the Supervisory Board

Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board shall be implemented in accordance with the following provisions:

1. Members of the Supervisory Board 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 Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed for accommodation, travel expenses and expenses for the use of independent consulting services at reasonable levels. The total remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Supervisory Board shall be recorded as business expenses of the Company in accordance with the laws on corporate income tax and other relevant legal regulations, and must be presented as a separate item in the Company's annual financial statements.

X - RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES

Article 43. Duty of Care

Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, and other executives shall perform their duties, including duties as members of committees of the Board of Directors, in an honest and prudent manner, in the best interests of the Company.

Article 44. Duty of Honesty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, and other executives shall disclose their relevant

interests in accordance with the Law on Enterprises and other applicable legal regulations.

2. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, other executives, and their related persons shall only use information obtained by virtue of their position for the benefit of the Company.

3. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, and other executives shall notify in writing the Board of Directors and the Supervisory Board of transactions between the Company, its subsidiaries, or other companies controlled (with more than 50% of charter capital owned) by the public company and such persons 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 shall disclose information about such resolutions in accordance with securities laws.

4. Members of the Board of Directors shall not vote on transactions that bring benefits to themselves or their related persons in accordance with the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, other executives, and their related persons shall not use or disclose internal information to others for conducting related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, other executives, or their related persons shall not be invalid in the following cases:

a. For transactions with a value less than or equal to 35% of the total assets recorded in the latest financial statements, the essential contents of the contract or transaction, as well as the interests and relationships of the relevant persons, have been reported to the Board of Directors and approved by a majority of non-interested Board members;

b. For transactions with a value exceeding 35% or transactions resulting in cumulative value within 12 months from the date of the first transaction reaching 35% or more of the total assets recorded in the latest financial statements, the essential contents of such transactions, as well as the interests and relationships of the relevant persons, have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of non-interested shareholders.

Article 45. Liability for Damages and Indemnification

1. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, and other executives who violate their duties, the duty of honesty and prudence, or fail to fulfill their obligations shall be liable for any damages caused by their breach.

2. The Company shall indemnify persons who have been, are currently, or may become a party to claims, lawsuits, or prosecutions (including civil and administrative cases, and excluding cases where the Company is the plaintiff) if such persons are or were members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, other executives, employees, or authorized

representatives of the Company acting in accordance with delegated authority, who have acted honestly, prudently, in the best interests of the Company, in compliance with the law, and for whom there is no evidence of a breach of their duties.

3. Indemnifiable expenses include judgment-related costs, fines, and actual expenses incurred (including legal fees) in resolving such matters to the extent permitted by law. The Company may purchase insurance for such persons to cover the aforementioned liabilities.

XI - RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS

Article 46. Right to Inspect Books and Records

1. Ordinary shareholders have the right to inspect the Company's books and records as follows:

a. Ordinary shareholders have the right to examine, inspect, and extract information regarding the names and contact addresses in the list of shareholders with voting rights; to request correction of inaccurate information about themselves; and to examine, inspect, extract, or copy the Company's Charter, minutes and resolutions of the General Meeting of Shareholders;

b. Shareholders or groups of shareholders holding 5% or more of the total ordinary shares have the right to examine, inspect, extract the minutes and resolutions of the Board of Directors, annual and semi-annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. Where an authorized representative of a shareholder or group of shareholders requests access to books and records, such request must be accompanied by a power of attorney from the represented shareholder(s) or a notarized copy of such power of attorney.

3. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, and other executives have the right to inspect the Company's register of shareholders, shareholder lists, and other books and records for purposes related to their positions, provided that such information must be kept confidential.

4. The Company shall retain this Charter and its amendments, the Enterprise Registration Certificate, internal regulations, documents proving ownership of assets, resolutions and minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting records, and other documents in accordance with the law at its head office or another location, provided that shareholders and the Business Registration Authority are notified of the location of such documents.

5. The Company's Charter shall be published on the Company's website.

XII - EMPLOYEES AND TRADE UNION

Article 47. Employees and Trade Union

1. The Chief Executive Officer shall prepare plans for submission to the Board of Directors for approval on matters related to the recruitment and dismissal of employees, as well as issues concerning salaries, social insurance, welfare, rewards, and disciplinary actions for employees and executives of the Company.

2. The Chief Executive Officer shall prepare plans for submission to the Board of Directors for approval on matters related to the Company's relations with trade union organizations, in accordance with standards, practices, and best governance policies, as well as the practices and policies set out in this Charter, the Company's internal regulations, and applicable laws.

XIII - PROFIT DISTRIBUTION

Article 48. Profit Distribution

1. The General Meeting of Shareholders shall decide on the dividend payment rate and the form of dividend payment each year from the Company's retained earnings.

2. The Company shall not pay interest on any dividend payment or on any amount payable in respect of any class of shares.

3. The Board of Directors may propose to the General Meeting of Shareholders the payment of all or part of the dividend in shares, and the Board of Directors shall be the body responsible for implementing such decision.

4. Where dividends or other amounts related to a class of shares are paid in cash, the Company shall make payment in Vietnamese Dong. Payments may be made directly or through banks based on the bank account details provided by shareholders. If the Company has transferred funds in accordance with the bank details provided by a shareholder and the shareholder does not receive the payment, the Company shall not be liable for such amount. Dividend payments for listed/registered shares on a stock exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine a specific record date for shareholder list closure. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or shares, as well as notices or other documents.

6. Other matters related to profit distribution shall be implemented in accordance with applicable laws.

XIV - BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME

Article 49. Bank Accounts

1. The Company shall open accounts at banks in Vietnam or at foreign banks permitted to operate in Vietnam.

2. Subject to prior approval by a competent authority, where necessary, the Company may open bank accounts overseas in accordance with applicable laws.

3. The Company shall conduct all payments and accounting transactions through VND or foreign currency accounts at the banks where it has opened accounts.

Article 50. Fiscal Year

The Company's fiscal year shall commence on the first day of January each year and end on the 31st day of December of the same year. The first fiscal year shall commence on the date of issuance of the Enterprise Registration Certificate (or Business License for conditional business lines) and shall end on the 31st day of December immediately following the date of issuance of such Enterprise Registration Certificate (or Business License).

Article 51. Accounting Regime

1. The Company shall apply the Vietnamese Accounting Standards (VAS) or another accounting system approved by the Ministry of Finance.

2. The Company shall maintain its accounting books in the Vietnamese language. Accounting records shall be kept in accordance with accounting laws and other relevant legal regulations. Such records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company shall use the Vietnamese Dong as the accounting currency.

XV - ANNUAL REPORTS, FINANCIAL STATEMENTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 52. Annual Report

The Company shall prepare and disclose its Annual Report in accordance with the provisions of securities law and the regulations on securities and the securities market.

Article 53. Annual, Semi-Annual, and Quarterly Financial Statements

1. The Company shall prepare annual financial statements, which must be audited in accordance with applicable laws. The Company shall disclose its audited annual financial statements in accordance with the regulations on information disclosure in the securities market and submit them to competent state authorities.

2. The annual financial statements shall include all reports, appendices, and notes as required by applicable accounting laws. The annual financial statements must accurately and objectively reflect the Company's operating results and financial position.

3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the regulations on information disclosure in the securities market, and submit them to competent state authorities.

XVI - COMPANY AUDIT

Article 54. Audit

1. The General Meeting of Shareholders shall appoint or approve a list of independent auditing firms and authorize the Board of Directors to select an independent auditing firm that operates legally in Vietnam and is approved by the State Securities Commission to audit listed companies, to perform the audit of the Company for the next fiscal year based on terms and conditions agreed with the Board of Directors.

2. The audit report shall be attached to the Company's annual financial statements.

3. The independent auditor conducting the audit of the Company's financial statements shall be entitled to attend meetings of the General Meeting of Shareholders, receive notices and other information related to such meetings, and express opinions at the meeting on matters relating to the audit of the Company's financial statements.

XVII - COMPANY SEAL

Article 55. Company Seal

1. The seal includes seals made by seal engraving establishments or seals in the form of digital signatures in accordance with the provisions of the law on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form, and content of the seal of the Company, its branches, and representative offices (if any).

3. The Board of Directors and the General Director shall use and manage the seal in accordance with the provisions of applicable law.

XVIII - DISSOLUTION OF THE COMPANY

Article 56. Dissolution of the Company

1. The Company may be dissolved in the following cases:

a. Upon the expiration of the operating term specified in the Company's Charter without a decision to extend;

b. Pursuant to a resolution or decision of the General Meeting of Shareholders;

c. The Enterprise Registration Certificate is revoked, except where otherwise provided by the Law on Tax Administration;

d. Other cases as prescribed by law.

2. The early dissolution of the Company (including the extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by the competent authority (if required) in accordance with applicable laws.

Article 57. Extension of Operation Term

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months prior to the expiration of the Company's operation term

so that shareholders may vote on the extension of the Company's operation for an additional period as proposed by the Board of Directors.

2. The operation term shall be extended if such extension is approved by at least sixty-five percent (65%) of the total voting shares of shareholders with voting rights who are present in person or through authorized representatives at the General Meeting of Shareholders.

Article 58. Liquidation

1. Within at least six (06) months after the decision on dissolution of the Company, the Board of Directors shall establish a Liquidation Committee consisting of three (03) members. Two members shall be appointed by the General Meeting of Shareholders and one member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to liquidation shall be given priority for payment before other debts of the Company.

2. The Liquidation Committee shall be responsible for reporting to the business registration authority on the date of its establishment and the date it commences operations. From that time, the Liquidation Committee shall represent the Company in all matters related to the liquidation process before courts and administrative authorities.

3. Proceeds from liquidation shall be distributed in the following order:

- a. Liquidation expenses;
- b. Salaries, severance allowances, social insurance expenses for employees, and other employee benefits in accordance with collective labor agreements and signed labor contracts;
- c. Taxes and other obligations payable to the State;
- d. Other debts of the Company;
- e. The remaining balance after settlement of all liabilities from items (a) to (d) above shall be distributed to shareholders. Preference shares shall be given priority in payment.

XIX - INTERNAL DISPUTE RESOLUTION

Article 59. Internal Dispute Resolution

1. In the event of any dispute or complaint arising in connection with the Company's operations or the rights of shareholders under the Charter, the Law on Enterprises, other laws, or administrative regulations, between:

- a. A shareholder and the Company; or
- b. A shareholder and the Board of Directors, the Supervisory Board, the General Director, or other executives;

The parties involved shall first attempt to resolve such dispute through negotiation and conciliation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present relevant facts

within thirty (30) working days from the date the dispute arises. In cases involving the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as a mediator in the dispute resolution process.

2. If no settlement is reached within six (06) weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, any party may submit the dispute to Arbitration or a Court.

3. Each party shall bear its own costs related to negotiation and conciliation procedures. Court costs shall be borne by the party as decided by the Court.

XX - AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 60. Amendment and Supplementation of the Charter

1. Any amendment or supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.

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

XXI - EFFECTIVE DATE

Article 61. Effective Date

1. This Charter consists of XXI Chapters and 62 Articles, and was approved by the General Meeting of Shareholders of Công ty cổ phần Mỹ thuật và Truyền thông on April 22, 2026, with full agreement on the effectiveness of this entire Charter.

2. The Charter is made in five (05) copies, all of which are equally valid and are kept at the Company's head office.

3. This Charter is the sole and official Charter of the Company.

4. Copies or excerpts of this Charter shall only be valid if signed by 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.

Article 62. Signature of the Chairman of the Board of Directors and the Legal Representative of the Company./.

Legal Representative of the Company:

General Director: PHẠM VĂN THẮNG (Signed).

Chairman of the Board of Directors:

Chairman of the Board of Directors: ĐẶNG VIỆT MẠNH (Signed).