

No.: 01/2026/NQ-DHDCD

Hanoi, April 24, 2026

## RESOLUTION

### ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026 SONG DA INDUSTRY TRADE JOINT STOCK COMPANY

#### **Bases:**

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*
- *Law on Securities No. 54/2019/QH14 dated November 26, 2019*
- *Charter of Song Da Industry Trade Joint Stock Company;*
- *Minutes of the 2026 Annual General Meeting of Shareholders dated April 24, 2026.*

#### **HEREBY RESOLVES:**

**Article 1.** To approve the Board of Directors' Report on 2025 operating results; 2026 operating plan and direction.

**Article 2.** To approve the Board of Supervisors' 2025 Operational Report and 2026 Operational Plan.

**Article 3.** To approve the 2025 Financial Statements audited by A&C Auditing and Consulting Company Limited; To approve the 2025 Profit distribution plan.

#### **3.1. Audited financial statements for 2025:**

The company's audited financial statements for 2025 have been disclosed in accordance with regulations and posted on the company's website at [www.stp.com.vn](http://www.stp.com.vn), including the following contents:

- Independent auditor's report.
- Balance sheet as of December 31, 2025.
- Income statement for 2025.
- Cash flow statement.
- Notes to the financial statements.

### 3.2. Profit distribution plan for 2025:

No.	Item	Amount (VND)
1	Undistributed profit after tax until December 31, 2025	8,859,852,056
2	Dividend payment to shareholders, rate 8% [(8,022,063 shares) x (10,000 VND) x (8%)]	6,417,650,400
3	Bonus and welfare fund deduction 5% [(1) x (5%)]	422,992,603
4	Retained profit after tax [(1)-(2)-(3)]	1,999,209,053

#### **Article 4. To approve the production and business plan for 2026 and expected dividends for 2026:**

- Total output value:	207.32 billion VND
- Total revenue:	196.53 billion VND
- Profit before tax:	8.0 billion VND
- Average income of employees (person/month):	13.95 million VND
- Payment to the State budget:	6.0 billion VND
- Main product volume:	
+ Packaging production (Domestic and export):	33.1 million products
+ Plastic business	500 tons
- Dividend payout ratio:	7÷10%/year

#### **Article 5. To approve the Report on remuneration payment to the Board of Directors, Board of Supervisors, and Secretary in 2025; Remuneration payment plan for 2026 and bonus policy for 2026:**

##### **5.1. Report on remuneration of the Board of Directors, the Board of Supervisors, and the Secretary in 2025:**

No.	Position	Number of people	Remuneration (VND/month)	Total amount paid (VND)	Actual amount paid (VND)
<b>I</b>	<b>Board of Directors (BoD)</b>	<b>05</b>		<b>612,000,000</b>	<b>577,590,909</b>
1	Full-time Chairman of the BoD	01	35,000,000	420,000,000	385,590,909
2	Member of the BoD	04	4,000,000	192,000,000	192,000,000
<b>II</b>	<b>Board of Supervisors (BoS)</b>	<b>03</b>		<b>216,000,000</b>	<b>216,000,000</b>
1	Full-time Head of the BoS	01	12,000,000	144,000,000	144,000,000
2	Member of the BoS	02	3,000,000	72,000,000	72,000,000
<b>III</b>	<b>Secretary of the BoD</b>	<b>01</b>	<b>3,000,000</b>	<b>36,000,000</b>	<b>36,000,000</b>
	<b>Total (I+II+III):</b>			<b>864,000,000</b>	<b>829,590,909</b>



## **5.2. Remuneration payment plan for the BoD, the BoS, and the Secretary in 2026:**

- |  |   |
|--|---|
| - Salary of the full-time Chairman of the BoD:                           | Not more than 60,000,000 VND/person/month   |
| - Remuneration of 04 members of the BoD:                                 | 5,000,000 VND/person/month                  |
| - Salary of the full-time Head of the BoS:                               | 20,000,000 VND/person/month                 |
| - Remuneration of 02 members of the BoS and 01 secretary:                | 4,000,000 VND/person/month                  |
| - <b>Total remuneration paid to the BoD, BoS, and Secretary in 2026:</b> | <b>Not more than 1,344,000,000 VND/year</b> |

**5.3. Bonus policy in 2026:** Bonus for the Board of Directors, the Board of Supervisors, the Board of Management and key officers: 15% of after-tax profit exceeding plan if profit target is exceeded.

## **Article 6. To approve the selection of an auditor for the 2026 financial statements:**

The General Meeting of Shareholders authorizes the Board of Directors to select one of the following auditors to audit the 2026 financial statements and review the 2026 mid-year financial statements of Song Da Industry Trade Joint Stock Company:

- + A&C Auditing and Consulting Company Limited (Hanoi branch)  
Address: 40 Giang Vo Street, Giang Vo Ward, Hanoi City, Vietnam
- + RSM Vietnam Auditing & Consulting Company Limited  
Address: 25th Floor, A Tower, No. Discovery Complex Building, 302 Cau Giay, Cau Giay Ward, Hanoi.

## **Article 7. To approve the sale of the Company's treasury shares as follows:**

**7.1.** To approve the sale of all treasury shares owned by Song Da Industry Trade Joint Stock Company, totaling **23,681** shares.

**7.2.** To assign and authorize the Board of Directors to organize the sale of treasury shares in accordance with legal regulations (including seeking permission from competent State authorities, choosing the timing of the sale, deciding the selling price, transaction method, etc.).

**7.3.** To assign and authorize the Board of Directors to decide on all other matters related to the handling of the treasury share sale.

## **Article 8. Approving the amendment and update of the Company's business lines in accordance with Decision No. 36/2025/QĐ-TTg on the Vietnam Standard Industrial Classification, as follows:**

Current Registered Business Lines		Adjusted Business Lines in accordance with Decision No. 36/2025/QĐ-TTg	
Sector Name	Sector Code	Sector Name	Sector Code
Real estate business, land use rights belonging to the owner, user, or lessee <i>(excluding business lines prohibited by the State)</i>	6810	Real estate business, land use rights belonging to the owner, user, or lessee	6810
Wholesale of metals and metal ores	4662	Wholesale of metals and metal ores	4672
<i>Wholesale of beverages</i>	4633	Remove business line from enterprise registration	
<i>Wholesale of food</i>	4632	Remove business line from enterprise registration	
<i>Wholesale of other household goods</i> <i>Details: Wholesale of ceramics, porcelain, glass; Wholesale of perfumes, cosmetics...</i>	4649	Remove business line from enterprise registration	
Printing <i>Details: Printing of packaging</i>	1811	Printing <i>Details: Printing of packaging</i>	1811
Construction of other civil engineering works <i>Details: Investment and construction of civil and industrial works, infrastructure of industrial zones and urban areas;</i>	4290	Construction of other civil engineering works <i>Details: Investment and construction of civil and industrial works, infrastructure of industrial zones and urban areas;</i>	4299
Other business support service activities not elsewhere classified <i>Details: Import and export of machinery, equipment, packaging, and materials of all kinds;</i>	8299	Other business support service activities not elsewhere classified <i>Details: Import and export of machinery, equipment, packaging, and materials of all kinds;</i>	8299
Manufacture of corrugated paper and paperboard and of containers of paper and paperboard <i>Details: Production and trading of packaging</i>	1702	Manufacture of corrugated paper and paperboard and of containers of paper and paperboard <i>Details: Production and trading of packaging</i>	1702
Manufacture of other paper articles and paperboard not elsewhere classified <i>Details: Manufacture of other products of paper and paperboard</i>	1709	Manufacture of other paper articles and paperboard not elsewhere classified <i>Details: Manufacture of other products of paper and paperboard</i>	1709



Quarrying of stone, sand, gravel and clay	0810	Quarrying of stone, sand, gravel and clay	0810
Manufacture of other non-metallic mineral products not elsewhere classified <i>Details: Crushing of stone construction, industrial stone powder</i>	2399	Manufacture of other non-metallic mineral products not elsewhere classified <i>Details: Crushing of stone construction, industrial stone powder</i>	2399
Freight transport by road <i>Details: Transportation business</i>	4933	Freight transport by road <i>Details: Transportation business</i>	4933
Non-specialized wholesale trade <i>Details: Trading of materials</i>	4690	Non-specialized wholesale trade <i>Details: Trading of materials</i>	4690
Mining of precious and rare metal ores	0730	Mining of precious and rare metal ores	0730

The Board of Directors is assigned to direct the General Director to update the business lines on the Enterprise Registration Certificate in accordance with the contents mentioned above.

#### **Article 9. Approval of the amendment of the address and the Company's Charter**

**The General Meeting of Shareholders approves the amendment of the address and the Company's Charter, as follows:**

**9.1.** Change of company address according to the new administrative management unit as follows:

- Old address: Do Lo, Yen Nghia Ward, Ha Dong District, Hanoi City.
- New address: No. 41 Quyet Thang Street, Duong Noi Ward, Hanoi City.

**9.2.** Amending the Charter of Song Da Industry Trade Joint Stock Company at Section 3 of Article 2; Section 1 of Article 4; and Section 6 of Article 41, as follows:

No	Article	Current Charter	Draft Amended Charter
1	Section 3, Article 2	3. The registered office of the Company is: - Head office address: <b>No. 41, Quyet Thang Street, Yen Nghia Ward, Ha Dong District, Hanoi City, Vietnam.</b>	3. The registered office of the Company is: - Head office address: <b>No. 41, Quyet Thang Street, Duong Noi Ward, Hanoi City, Vietnam.</b>
2	Section 1, Article 4	Manufacture of plastic and paper packaging. Manufacture of other products of paper and paperboard. Construction of civil and industrial engineering works, infrastructure for industrial zones and urban areas. Mining of precious and rare metal ores. Wholesale of other machinery, equipment, and spare parts. Commercial trading, import and export of materials. Quarrying of	Manufacture of plastic and paper packaging. Manufacture of other products of paper and paperboard. Construction of civil and industrial engineering works, infrastructure for industrial zones and urban areas. Mining of precious and rare metal ores. Wholesale of other machinery, equipment, and spare parts. Commercial trading, import and export of materials. Quarrying of



No	Article	Current Charter	Draft Amended Charter
		stone, sand, gravel, and clay. Crushing of construction stone and industrial stone powder. Wholesale of metals and metal ores. Real estate business. Printing of packaging. <b>Wholesale food. Wholesale beverages. Wholesale of other household goods.</b> Engaging in other business lines in compliance with the provisions of law.	of stone, sand, gravel, and clay. Crushing of construction stone and industrial stone powder. Wholesale of metals and metal ores. Real estate business. Printing of packaging. Engaging in other business lines in compliance with the provisions of law.
3	Section 6, Article 41	<p>6. A transaction between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to these subjects shall not be invalidated in the following cases:</p> <p>a) <b>For a transaction with a value of less than or equal to 35% of the total value of assets</b> recorded in the most recent financial statements, the essential contents of the contract or transaction, as well as the relationships and interests of the member of the Board of Directors, member of the Supervisory Board, General Director, or other executive, have been reported to the Board of Directors and approved by the Board of Directors with a majority affirmative vote of the Board members who do not have related interests;</p> <p>b) <b>For a transaction with a value greater than 35%,</b> or a transaction that results in the total value of transactions arising within 12 months from the date of the first transaction being equal to 35% or more of the total value of assets recorded in the most recent financial statements, the essential contents of this transaction, as well as the relationships and interests of the member of the Board of Directors, member of the Supervisory Board, General Director, or other executive, have been disclosed to the shareholders and approved by the General Meeting of</p>	<p>6. A transaction between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to these subjects shall not be invalidated in the following cases:</p> <p>a) <b>For a transaction with a value of less than 35% of the total value of assets</b> recorded in the most recent financial statements, the essential contents of the contract or transaction, as well as the relationships and interests of the member of the Board of Directors, member of the Supervisory Board, General Director, or other executive, have been reported to the Board of Directors and approved by the Board of Directors with a majority affirmative vote of the Board members who do not have related interests;</p> <p>b) <b>For a transaction with a value of 35% or more,</b> or a transaction that results in the total value of transactions arising within 12 months from the date of the first transaction being 35% or more of the total value of assets recorded in the most recent financial statements, the essential contents of this transaction, as well as the relationships and interests of the member of the Board of Directors, member of the Supervisory Board, General Director, or other executive, have been disclosed to</p>



No	Article	Current Charter	Draft Amended Charter
		Shareholders through the voting of shareholders who do not have related interests.	the shareholders and approved by the General Meeting of Shareholders through the voting of shareholders who do not have related interests.

(Detailed Charter attached)

9.3. The Board of Directors is assigned to direct the General Director to review all company records and documents to finalize the amendment in accordance with the contents mentioned above.

#### **Article 10. Implementation of the Resolution**

- This Resolution comes into force from April 24, 2026.
- The Company's General Meeting of Shareholders assigns the Company's Board of Directors to deploy and implement the above contents in accordance with the provisions of the Law and the Company's Charter and report the implementation results at the next annual General Meeting of Shareholders.

#### **Recipients:**

- Shareholders
- BoD & BoS
- BoM
- CBTT according to regulations
- Filed: BoD, TH

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

**CHAIRMAN**



**Nguyen Trong San**



No.: 01/2026/BB-DHDCD

**MEETING MINUTES**  
**2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Company name:	<b>Song Da Industry Trade Joint Stock Company</b>
Address:	No. 41, Quyet Thang Street, Duong Noi Ward, Hanoi City, Vietnam
Business Registration Certificate No.:	0500436570 dated December 26, 2016 issued by the Department of Planning and Investment of Hanoi City
Stock code:	STP
Meeting time:	Starts at 8:00 a.m. on April 24, 2026
Meeting location:	Song Da Industry Trade Joint Stock Company
Chairman of the meeting:	Mr. Nguyen Trong San - Chairman of the Board of Directors
Secretariat of the meeting:	Ms. Nguyen Thuy Duong Ms. Vu Thuy Quynh

**MEETING PROCESS:**

**I. MEETING OPENING PROCEDURES**

**1. The Organizing Committee registered delegates to attend the Meeting and distributes documents.**

**2. Reporting on the verification of the validity of the Meeting**

The Shareholders' Eligibility Verification Committee reported to the Meeting on the situation of shareholders attending the Meeting and the conditions for holding the Meeting.

- The total number of shareholders of the Company is 810 shareholders, holding 8,045,744 shares (*of which treasury shares are 23,681 shares without voting rights at the meeting*).

- The Meeting was convened with a total of 809 shareholders, representing 8,022,063 voting shares.

- At 8:30 a.m., the number of shareholders directly and authorized to attend the meeting was 25 shareholders and authorized representatives, holding 6,587,818 shares, equivalent to 82,12% of the number of voting shares.

Pursuant to the Law on Enterprises and the Company's Charter, the Annual General Meeting of Shareholders of Song Da Industry Trade Joint Stock Company is eligible to proceed.

**3. The Organizing Committee announced the reason for opening the meeting and introduced the delegates:**

**3.1. Guests attending the meeting**



Representative of A&C Auditing Limited Liability Company: Mrs. Nguyen Thi Tu – Member of the Board of Directors.

**3.2. Introducing the members of the Presidium including:**

+ Mr. Nguyen Trong San - Chairman of the Board of Directors: Chairman of the Meeting

+ Mr. Nguyen Trong Trai - Member of Board of Directors, General Director: Member

+ Mr. Nguyen Trong Loi - Member of Board of Directors, Deputy General Director: Member

**3.3. The Chairman of the Meeting appointed Mrs. Vu Thuy Quynh and Ms. Nguyen Thuy Duong as secretaries of the Meeting.**

**3.4. The Chairman of the Meeting nominated the Vote Counting Committee and the Shareholders' Eligibility Verification Committee as follows:**

- Shareholders' Eligibility Verification Committee:

+ Mr. Nguyen Tuan Quan : Head of the Committee

+ Mrs. Tang Thi Giang : Member

+ Mrs. Tran Thi Lam : Member

The General Meeting of Shareholders voted to approve by raising voting cards with 100% of the votes in favor.

- Vote counting committee:

+ Mr. Bui Minh Tuan : Head of the Committee

+ Mrs. Tang Thi Giang : Member

+ Mrs. Ngo Thi Huyen Trang : Member

The General Meeting of Shareholders voted to approve by raising voting cards with 100% of the votes in favor.

**4. Approval of the Meeting agenda and working regulations of the Meeting:**

- Mr. Nguyen Trong San – Chairman of the Board of Directors presented and solicited opinions from the meeting to approve the content of the 2026 Annual General Meeting of Shareholders' agenda and the Working Regulations of the Meeting.

The Meeting approved by raising voting cards, with a voting rate of 100% in favor.

**II. MEETING CONTENT**

1. Mr. Nguyen Trong Trai - Member of the Board of Directors presented the Board of Directors' Report on operating results in 2025; Plan, direction, tasks for 2026.

2. Mr. Nguyen Tuan Quan - Head of the Board of Supervisors presented the Report on the Board of Supervisors' activities in 2025 and the Operation Plan for 2026.

3. Mr. Nguyen Trong Trai - Member of the Board of Directors presented the audited Financial Statements for 2025 and the Profit Distribution Plan for 2025, as follows:

**3.1. Audited financial statements for 2025**

The company's 2025 audited financial statements have been disclosed in accordance with regulations and posted on the company's website at [www.stp.com.vn](http://www.stp.com.vn), including the following contents:

- Independent auditor's report
- Balance sheet as at December 31, 2025
- Income statement 2025
- Cash flow statement

- Notes to the Financial statements

### 3.2. Profit distribution and fund appropriation plan in 2025

Based on the 2025 audited financial statements, the Company's Board of Directors respectfully submits to the Meeting the 2025 profit distribution plan, specifically as follows:

No.	Item	Amount (VND)
1	Undistributed profit after tax until December 31, 2025	8,859,852,056
2	Dividend payment to shareholders, rate 8% [(8,022,063 shares) x (10,000 VND) x (8%)]	6,417,650,400
3	Bonus and welfare fund deduction 5% [(1) x (5%)]	422,992,603
4	Retained profit after tax [(1)-(2)-(3)]	1,999,209,053

### 4. Mr. Nguyen Trong Trai - Member of the Board of Directors presented the Production and business plan for 2026 and expected dividends for 2026.

The Board of Directors of Song Da Industry Trade Joint Stock Company submitted to the General Meeting of Shareholders for approval of the Production and business plan for 2025 and expected dividends for 2025, as follows:

- Total output value:	207.32 billion VND
- Total revenue:	196.53 billion VND
- Profit before tax:	8.0 billion VND
- Average income of employees (person/month):	13.95 million VND
- Payment to the State budget:	6.0 billion VND
- Main product volume:	
+ Packaging production (Domestic and export):	33.1 million products
+ Plastic business	500 tons
- Dividend payout ratio:	7÷10%/year

### 5. Mr. Nguyen Trong Trai - Member of the Board of Directors presented the Report on remuneration payment to the Board of Directors, the Board of Supervisors and the Secretary in 2025; Remuneration payment plan for 2026 and bonus policy for 2026.

#### 5.1. Report on remuneration of the Board of Directors, the Board of Supervisors, and the Secretary in 2025

No.	Position	Number of people	Remuneration (VND/month)	Total amount paid (VND)	Actual amount paid (VND)
I	Board of Directors (BoD)	05		612,000,000	577,590,909
1	Full-time Chairman of the BoD	01	35,000,000	420,000,000	385,590,909
2	Member of the BoD	04	4,000,000	192,000,000	192,000,000



No.	Position	Number of people	Remuneration (VND/month)	Total amount paid (VND)	Actual amount paid (VND)
<b>II</b>	<b>Board of Supervisors (BoS)</b>	<b>03</b>		<b>216,000,000</b>	<b>216,000,000</b>
1	Full-time Head of the BoS	01	12,000,000	144,000,000	144,000,000
2	Member of the BoS	02	3,000,000	72,000,000	72,000,000
<b>III</b>	<b>Secretary of the BoD</b>	<b>01</b>	<b>3,000,000</b>	<b>36,000,000</b>	<b>36,000,000</b>
	<b>Total (I+II+III):</b>			<b>864,000,000</b>	<b>829,590,909</b>

## 5.2. Remuneration payment plan for the BoD, the BoS, and the Secretary in 2026:

- Salary of the full-time Chairman of the BoD: Not more than 60,000,000 VND/person/month
- Remuneration of 04 members of the BoD: 5,000,000 VND/person/month
- Salary of the full-time Head of the BoS: 20,000,000 VND/person/month
- Remuneration of 02 members of the BoS and 01 secretary: 4,000,000 VND/person/month
- Total remuneration paid to the BoD, BoS, and Secretary in 2026: Not more than 1,344,000,000 VND/year

## 5.3. Bonus policy for the BoD, the BoS, the Board of Management and key officers in 2026

- Bonus for the Board of Directors, the Board of Supervisors, the Board of Management and key officers: 15% of after-tax profit exceeding plan if profit target is exceeded.

## 6. Mr. Nguyen Trong Loi - Member of the Board of Directors presented the selection of an auditor for the 2026 Financial Statements.

The Board of Directors of Song Da Industry Trade Joint Stock Company respectfully submitted to the General Meeting of Shareholders the selection of an independent auditor to audit the 2026 financial statements, as follows:

- Approve the list of auditors to audit the 2026 financial statements of Song Da Industry Trade Joint Stock Company, as follows:

+ A&C Auditing and Consulting Company Limited (Hanoi branch)

Address: 40 Giang Vo Street, Giang Vo Ward, Hanoi City, Vietnam

+ RSM Vietnam Auditing & Consulting Company Limited

Address: 25th Floor, A Tower, No. Discovery Complex Building, 302 Cau Giay, Cau Giay Ward, Hanoi.

- Authorize the Board of Directors to select 01 auditor from the above list to audit the 2026 financial statements and review the 2026 semi-annual financial statements of Song Da Industry Trade Joint Stock Company.

## 7. Mr. Nguyen Trong Loi - Member of the Board of Directors presents the handling of the Company's treasury shares as follows:



Currently, the number of treasury shares of Song Da Industry Trade Joint Stock Company is **23,681** shares; these shares were most recently purchased in 2014.

According to Clause 4, Article 310 "Transitional provisions" of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020, amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025, detailing the implementation of a number of articles of the Securities Law, which stipulates: *"Public companies holding treasury shares purchased before the effective date of Securities Law No. 54/2019/QH14 may sell the treasury shares or use them as bonus shares in accordance with Securities Law No. 70/2006/QH11, which was amended and supplemented by a number of articles under Securities Law No. 62/2010/QH12 and documents detailing the implementation of the above documents. These companies are not allowed to repurchase their own shares until they complete the handling of the previously purchased treasury shares, except for the case of share repurchases as prescribed in Clause 2 and Clause 6, Article 36 of Securities Law No. 54/2019/QH14, amended and supplemented by Law No. 56/2024/QH15."*

Based on the above regulations, regarding the previously purchased treasury shares, the Company has the right to decide to choose one of two handling options: selling the treasury shares or using them as bonus shares.

The Board of Directors respectfully submits to the General Meeting of Shareholders to consider and approve the handling of the treasury shares as follows:

- Approving the sale of all **23,681** treasury shares currently owned by Song Da Industry Trade Joint Stock Company.
- Assigning and authorizing the Board of Directors to organize the implementation of selling the treasury shares strictly in accordance with legal regulations (including seeking permission from competent State authorities, choosing the time of sale, deciding the selling price, trading method, etc.).
- Assigning and authorizing the Board of Directors to decide on all other matters related to the handling of the sale of treasury shares.

**8. Mr. Nguyen Trong Loi - Member of the Board of Directors, presented the amendment and update of the Company's business lines in accordance with Decision No. 36/2025/QD-TTg on the Vietnam Standard Industrial Classification, as follows**

Current Registered Business Lines		Adjusted Business Lines in accordance with Decision No. 36/2025/QD-TTg	
Sector Name	Sector Code	Sector Name	Sector Code
Real estate business, land use rights belonging to the owner, user, or lessee <i>(excluding business lines prohibited by the State)</i>	6810	Real estate business, land use rights belonging to the owner, user, or lessee	6810
Wholesale of metals and metal ores	4662	Wholesale of metals and metal ores	4672
<i>Wholesale of beverages</i>	4633	Remove business line from enterprise registration	
<i>Wholesale of food</i>	4632	Remove business line from enterprise registration	
<i>Wholesale of other household goods</i>	4649	Remove business line from enterprise registration	



<i>Details: Wholesale of ceramics, porcelain, glass; Wholesale of perfumes, cosmetics...</i>			
Printing <i>Details: Printing of packaging</i>	1811	Printing <i>Details: Printing of packaging</i>	1811
Construction of other civil engineering works <i>Details: Investment and construction of civil and industrial works, infrastructure of industrial zones and urban areas;</i>	4290	<b>Construction of other civil engineering works</b> <i>Details: Investment and construction of civil and industrial works, infrastructure of industrial zones and urban areas;</i>	<b>4299</b>
Other business support service activities not elsewhere classified <i>Details: Import and export of machinery, equipment, packaging, and materials of all kinds;</i>	8299	Other business support service activities not elsewhere classified <i>Details: Import and export of machinery, equipment, packaging, and materials of all kinds;</i>	8299
Manufacture of corrugated paper and paperboard and of containers of paper and paperboard <i>Details: Production and trading of packaging</i>	1702	Manufacture of corrugated paper and paperboard and of containers of paper and paperboard <i>Details: Production and trading of packaging</i>	1702
Manufacture of other paper articles and paperboard not elsewhere classified <i>Details: Manufacture of other products of paper and paperboard</i>	1709	Manufacture of other paper articles and paperboard not elsewhere classified <i>Details: Manufacture of other products of paper and paperboard</i>	1709
Quarrying of stone, sand, gravel and clay	0810	Quarrying of stone, sand, gravel and clay	0810
Manufacture of other non-metallic mineral products not elsewhere classified <i>Details: Crushing of stone construction, industrial stone powder</i>	2399	Manufacture of other non-metallic mineral products not elsewhere classified <i>Details: Crushing of stone construction, industrial stone powder</i>	2399
Freight transport by road <i>Details: Transportation business</i>	4933	Freight transport by road <i>Details: Transportation business</i>	4933
Non-specialized wholesale trade <i>Details: Trading of materials</i>	4690	Non-specialized wholesale trade <i>Details: Trading of materials</i>	4690
Mining of precious and rare metal ores	0730	Mining of precious and rare metal ores	0730



Assign the Board of Directors to direct the General Director to update the business lines on the Enterprise Registration Certificate in accordance with the above-mentioned contents.

**9. Mr. Nguyen Trong Loi - Member of the Board of Directors, presented the amendment of the address and the Company's Charter.**

Implementing the State's policy regarding the merger of governments under a 2-level management model effective from July 1, 2025, whereby after rearrangement, the company falls under the administrative management of Duong Noi Ward. To ensure compliance with new regulations and to synchronize and unify all data and registration records of the company with State management agencies as well as partners and customers, the Board of Directors of Song Da Industry Trade Joint Stock Company respectfully submits to the 2026 Annual General Meeting of Shareholders the approval of the following contents:

**9.1. Change of company address according to the new administrative management unit:**

- Old address: Do Lo, Yen Nghia Ward, Ha Dong District, Hanoi City.
- New address: No. 41 Quyet Thang Street, Duong Noi Ward, Hanoi City.

**9.2. Amending the Charter of Song Da Industry Trade Joint Stock Company at Section 3 of Article 2; Section 1 of Article 4; and Section 6 of Article 41, as follows:**

No	Article	Current Charter	Draft Amended Charter
1	Section 3, Article 2	3. The registered office of the Company is: - Head office address: <b>No. 41, Quyet Thang Street, Yen Nghia Ward, Ha Dong District, Hanoi City, Vietnam.</b>	3. The registered office of the Company is: - Head office address: <b>No. 41, Quyet Thang Street, Duong Noi Ward, Hanoi City, Vietnam.</b>
2	Section 1, Article 4	Manufacture of plastic and paper packaging. Manufacture of other products of paper and paperboard. Construction of civil and industrial engineering works, infrastructure for industrial zones and urban areas. Mining of precious and rare metal ores. Wholesale of other machinery, equipment, and spare parts. Commercial trading, import and export of materials. Quarrying of stone, sand, gravel, and clay. Crushing of construction stone and industrial stone powder. Wholesale of metals and metal ores. Real estate business. Printing of packaging. <b>Wholesale of food. Wholesale of beverages. Wholesale of other household goods.</b> Engaging in other business lines in compliance with the provisions of law.	Manufacture of plastic and paper packaging. Manufacture of other products of paper and paperboard. Construction of civil and industrial engineering works, infrastructure for industrial zones and urban areas. Mining of precious and rare metal ores. Wholesale of other machinery, equipment, and spare parts. Commercial trading, import and export of materials. Quarrying of stone, sand, gravel, and clay. Crushing of construction stone and industrial stone powder. Wholesale of metals and metal ores. Real estate business. Printing of packaging. Engaging in other business lines in compliance with the provisions of law.



No	Article	Current Charter	Draft Amended Charter
3	Section 6, Article 41	<p>6. A transaction between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to these subjects shall not be invalidated in the following cases:</p> <p>a) <b>For a transaction with a value of less than or equal to 35% of the total value of assets</b> recorded in the most recent financial statements, the essential contents of the contract or transaction, as well as the relationships and interests of the member of the Board of Directors, member of the Supervisory Board, General Director, or other executive, have been reported to the Board of Directors and approved by the Board of Directors with a majority affirmative vote of the Board members who do not have related interests;</p> <p>b) <b>For a transaction with a value greater than 35%,</b> or a transaction that results in the total value of transactions arising within 12 months from the date of the first transaction being equal to 35% or more of the total value of assets recorded in the most recent financial statements, the essential contents of this transaction, as well as the relationships and interests of the member of the Board of Directors, member of the Supervisory Board, General Director, or other executive, have been disclosed to the shareholders and approved by the General Meeting of Shareholders through the voting of shareholders who do not have related interests.</p>	<p>6. A transaction between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to these subjects shall not be invalidated in the following cases:</p> <p>a) <b>For a transaction with a value of less than 35% of the total value of assets</b> recorded in the most recent financial statements, the essential contents of the contract or transaction, as well as the relationships and interests of the member of the Board of Directors, member of the Supervisory Board, General Director, or other executive, have been reported to the Board of Directors and approved by the Board of Directors with a majority affirmative vote of the Board members who do not have related interests;</p> <p>b) <b>For a transaction with a value of 35% or more,</b> or a transaction that results in the total value of transactions arising within 12 months from the date of the first transaction being 35% or more of the total value of assets recorded in the most recent financial statements, the essential contents of this transaction, as well as the relationships and interests of the member of the Board of Directors, member of the Supervisory Board, General Director, or other executive, have been disclosed to the shareholders and approved by the General Meeting of Shareholders through the voting of shareholders who do not have related interests.</p>

(Detailed Charter attached)



**9.3.** The Board of Directors is assigned to direct the General Director to review all company records and documents to finalize the amendment in accordance with the contents mentioned above.

### **III. MEETING DISCUSSION**

At the end of the presentation of the Reports and documents approved at the Meeting, Mr. Nguyen Trong San - Chairman of the Board of Directors, Chairman of the Meeting led the discussion program of the shareholders.

Shareholders' opinions: The Company has installed a rooftop solar power system but has not yet been able to sell electricity because this business line has not been registered.

\*) The Presidium discussed and responded:

The rooftop solar power system was invested in and installed by the Company to utilize the roof area of the factory and office buildings. It has proven to be highly effective in reducing the load on the transformer station and lowering electricity costs, especially during peak summer periods. Based on calculations, the payback period is expected to be relatively quick (approximately 4 years).

Currently, the installed rooftop solar capacity only partially supplements production activities and there is no surplus capacity. The Board of Directors acknowledges the shareholders' feedback and will consider adding this business line in the future if there is excess electricity output available for sale to the grid.

### **IV. VOTING ON MATTERS WITHIN THE AUTHORITY OF THE SHAREHOLDERS' GENERAL MEETING**

At the time of voting, the number of valid shareholders participating in the vote is 25 shareholders representing 6,587,818 voting shares, equivalent to 82.12% of the total number of voting shares.

Mr. Bui Minh Tuan - Head of the Vote Counting Committee guided the shareholders to vote to approve the contents of the meeting.

Shareholders vote

Mr. Bui Minh Tuan - Head of the Vote Counting Committee announced the voting results.

As a result, the Meeting approved the following contents:

#### **1. Report of the Board of Directors on operating results in 2025; plan, direction and tasks for 2026**

Approve		Disapprove		Abstain	
Number of shares	Percentage %	Number of shares	Percentage %	Number of shares	Percentage %
6,587,818	100	0	0	0	0

#### **2. Report on the Board of Supervisors' activities in 2025 and the Operation Plan for 2026**

Approve		Disapprove		Abstain	
Number of shares	Percentage %	Number of shares	Percentage %	Number of shares	Percentage %
6,587,818	100	0	0	0	0



**3. Audited financial statements for 2025 and profit distribution plan for 2025**

Approve		Disapprove		Abstain	
Number of shares	Percentage %	Number of shares	Percentage %	Number of shares	Percentage %
6,587,818	100	0	0	0	0

**4. Production and business plan for 2026 and expected dividends for 2026**

Approve		Disapprove		Abstain	
Number of shares	Percentage %	Number of shares	Percentage %	Number of shares	Percentage %
6,587,818	100	0	0	0	0

**5. Report on remuneration payment to the Board of Directors, Board of Supervisors, and Secretary in 2025; Approval of remuneration for the Board of Directors, Board of Supervisors, and Secretary in 2026 and bonus policy in 2026.**

Approve		Disapprove		Abstain	
Number of shares	Percentage %	Number of shares	Percentage %	Number of shares	Percentage %
6,587,818	100	0	0	0	0

**6. Selection of an auditor for the 2026 Financial Statements**

Approve		Disapprove		Abstain	
Number of shares	Percentage %	Number of shares	Percentage %	Number of shares	Percentage %
6,587,818	100	0	0	0	0

**7. Sale of all treasury shares of the Company**

Approve		Disapprove		Abstain	
Number of shares	Percentage %	Number of shares	Percentage %	Number of shares	Percentage %
6,587,818	100	0	0	0	0

**8. Amendment and update of the company's business lines in accordance with Decision No. 36/2025/QĐ-TTg on the Vietnam Standard Industrial Classification.**

Approve		Disapprove		Abstain	
Number of shares	Percentage %	Number of shares	Percentage %	Number of shares	Percentage %
6,587,818	100	0	0	0	0

**9. Amendment of the company's address and Charter**

Approve		Disapprove		Abstain	
Number of shares	Percentage %	Number of shares	Percentage %	Number of shares	Percentage %
6,587,818	100	0	0	0	0

## V. APPROVAL OF THE MEETING MINUTES AND RESOLUTION:

Ms. Nguyen Thuy Duong - Head of the Secretariat presented the Minutes and Resolution of the Meeting to the entire Meeting.

The Meeting voted to approve the full text of the Minutes and Resolution of the 2026 Annual General Meeting of Shareholders by direct voting with the approval rate of 100% of the number of voting shares.

This minutes are made at 11:30 a.m on the same day and kept at Song Da Industry Trade Joint Stock Company.

SECRETARIAT

*Nguyen Thuy Duong*



*Vu Thuy Quynh*



ON BEHALF OF THE GENERAL  
MEETING OF SHAREHOLDERS  
CHAIRMAN



*Nguyen Trong San*



Hanoi, April 17 2026

**REPORT OF THE BOARD OF DIRECTORS  
AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

*Dear shareholders, distinguished guests,*

The Board of Directors of Song Da Industry Trade Joint Stock Company respectfully reports to the General Meeting on the operating results in 2025, Plan, direction and tasks in 2026, as follows:

**A. PRODUCTION AND BUSINESS RESULTS IN 2025 AND ACTIVITIES OF THE BOARD OF DIRECTORS IN 2025:**

**I. Characteristics of the world and domestic situation in 2025 affecting the company:**

*- The global economic situation's impact on the company's production and business activities:*

In 2025, the global economy witnessed numerous adverse economic, political, and social events, alongside escalating tensions between the world's top two powers, the US and China. The prolonged tariff war; rising trade tensions, geopolitical tensions, and policy instability made the global trade economy quite gloomy. US tariff policies disrupted the market and had a negative impact on the manufacturing sectors of many countries, including Vietnam.

*-Vietnam's economy:* The domestic economy in 2025 showed many macroeconomic bright spots. GDP in 2025 grew positively by over 8%, the highest growth rate since 2011. The import-export turnover of goods in 2025 increased by 16.9% compared to the previous year, marking the highest increase ever and continuing to maintain a trade surplus. Inflation was kept under control; general interest rates were stable and maintained at a low level. The Consumer Price Index (CPI) increased by 3.31%, and inflation rose by 3.21%, contributing to domestic macroeconomic stability.

The disbursement of public investment capital reached 82.7%, a sharp increase compared to the previous year, creating significant advantages for domestic enterprises, including our company.

Regarding the company's production and business activities, caught in the general economic turbulence, production was also unstable from the first quarter through the end of the third quarter of 2025. There was a particularly sharp decline in orders from May to September, affecting both domestic and export orders. From the fourth quarter of 2025, the output market began to improve significantly.

However, to compensate for the difficulties regarding orders, the company's production activities this year benefited from stable input material prices, which were maintained at levels lower than the planned costs. This ensured economic efficiency and led to exceeding the planned economic targets assigned by the General Meeting of Shareholders and the Board of Directors.

**II. Implementation of the Resolution of the 2025 Shareholders' General Meeting:**

**1. Results of implementing the 2025 production and business plan:**

The results of production and business activities in 2025 are as follows:



No.	Target	Unit	Plan for 2025	Implementation in 2025	
				Value	Completion rate (%)
1	Total production and business value	Bil. VND	202.36	208.38	102.9
2	Revenue	Bil. VND	190.80	196.67	103.0
3	Payment to the budget	Bil. VND	8.0	3.34	41.7
4	Profit before tax	Bil. VND	8.0	9.82	122.8
5	Profit after tax	Bil. VND	-	7.92	-
6	Average income of employees	Mil. VND/person/mon.	11.5	11.8	103.4
7	Consumed products				
	- Production of all kinds of packaging	Mil. products	33.0	34.24	103.7
	- Plastic pellet trading	Ton	600	127.5	21.2

## 2. Assessment of production and business implementation in 2025:

- Regarding production and business results in 2025: Implement the main targets approved by the 2025 Annual General Meeting of Shareholders, specifically:

- + Revenue reached 196.67 billion VND, completing 103,0% of the year plan
- + Profit before tax reached 9.82 billion VND, completing 122.8% of the year plan.
- + Product consumption reached 34.24 million packaging bags of various types, completing 103.7% of the annual plan.

Regarding the profit structure: In 2025, profit was primarily contributed by the core production and business activities of the enterprise. The total profit was correspondingly reduced after offsetting a relatively large provision for late-paying customers' receivables, amounting to 5.68 billion VND. However, even after deducting these provisions, the company still managed to exceed the set plan by 22%.

The profit of the associated company, following investments in its production and business activities, has started to become profitable from 2023 to the present; however, it has not yet been accounted for because the associated company has not distributed its profit.

### - Market work:

In 2025, the Company's Management Board continued to strengthen management activities, improve the quality of executive management, and exercise flexibility in expanding the market for packaging products. They placed special emphasis on tapping into the export market to enhance the capacity to supply products internationally. However, due to low global demand, the export volume this year decreased by 20% compared to the previous year. Nevertheless, the import-export segment still achieved certain milestones; for the first time, the company's products reached demanding markets such as the US and Canada. The development of new export products, such as PE bags and supermarket shopping bags at the associated company, has laid the groundwork for subsequent years.

The company's domestic consumer market in 2025 faced many difficulties, primarily relying on maintaining existing customers. However, having made prior assessments and forecasts, the company developed a product sales plan based on a cautious and reasonable approach. As a result, the product consumption performance in 2025 still reached 103% of the set plan.

### - Capital recovery work :

Total capital collection in 2025 reached 208.9 billion VND compared to the planned 220 billion VND, achieving 95%. Capital recovery efforts still faced significant difficulties;



although the accounts receivable decreased, they remained high. The outstanding balance of customer receivables as of December 31, 2025, was 96.2 billion VND.

#### **- Production and supply work**

All product production management activities of the company are synchronously standardized in terms of management processes and food safety requirements applied to export goods according to 2 processes: ISO 9001:2015 and ISO 9001:22000.

Product quality and product supply services for customers in 2025 continued to be maintained stably, meeting customers' technical requirements, and highly appreciated by customers, contributing to increasing the prestige and competitive advantage of the unit in the market within the same industry.

The company has done a good job of maintaining, servicing, and repairing machinery and equipment, ensuring that the equipment system is always ready to operate to meet usage efficiency without affecting production progress and product quality.

The activities of the Safety and Hygiene network and the Safety and Labor Protection Board at the packaging enterprise have been put into order, ensuring safe working conditions for the Company's officers and employees.

#### **- Business activities:**

The company continued to maintain its cement trading activities to enhance support for debt recovery efforts at cement plants. Additionally, the company integrated plastic resin trading to supplement its own production activities and partly assist the associated company in proactively securing imported raw materials for production. Priority was given to sales with immediate capital recovery to ensure capital safety, given the small profit margins and high risks of outstanding debt.

**- Investment work:** In 2025, the company did not have any major investment expenditures. The production and business activities at the associated company, in which the company has invested capital, have stabilized. The primary focus of production and supply is braided ropes and supermarket bags aimed at the export market; however, the output market demand remains low.

#### **- Financial work:**

The company's 2025 financial statements were independently audited (A&C Auditing and Consulting Company Limited) and obtained unqualified opinion.

Manage the company's assets and capital, financial revenues and expenditures in accordance with regulations; arrange sufficient capital to serve the unit's production and business activities.

The company's financial situation is healthy. Capital management and use, and debt management are strictly controlled, ensuring financial safety.

**3. Completion of dividend payment:** Paid dividends fully and on time to ensure the rights of shareholders. Executed the 2024 dividend payment in cash at a rate of 8%, paid on May 9, 2025.

**4. Completion of auditor selection:** A&C Auditing and Consulting Company Limited is the independent auditor performing the audit/review of the company's 2025 financial statements.

**5. Remuneration and benefits of the Board of Directors, Board of Management, Chief Accountant in 2025:**



No.	Full name	Position	Implementation in 2025		
			Salary, bonus, allowance	Remuneration	Total amount
1	Nguyen Trong San	Chairman of the BOD	385,590,909		385,590,909
2	Nguyen Trong Trai	Member of the BOD, General Director	377,681,818	48,000,000	425,681,818
3	Nguyen Trong Loi	Member of the BOD, Deputy General Director	292,510,501	48,000,000	340,510,501
4	Nguyen Quang Thieu	Member of the BOD	270,688,000	48,000,000	318,688,000
5	Phung Thi Huyen	Independent member of the BOD	2,000,000	48,000,000	50,000,000
6	Do Van Hach	Deputy General Director	294,537,319		294,537,319
7	Nguyen Hong Minh	Chief Accountant	253,682,000		253,682,000
	<b>Total:</b>		<b>1,876,690,547</b>	<b>192,000,000</b>	<b>2,068,690,547</b>

### III. Activities of the Board of Directors in 2025:

#### 1. Activities of the Board of Directors:

- In 2025, the company's Board of Directors performed its functions, duties, and powers in strict accordance with legal regulations, the company's charter, and the resolutions of the General Meeting of Shareholders.
- The Board of Directors closely followed the company's actual situation to fully, promptly, and effectively implement the Resolutions of the General Meeting of Shareholders. The Board of Directors deployed appropriate solutions to enhance the management, direction, and supervision of the company's activities. It closely monitored the company's operational status and provided timely directives to the Board of Management.
- Supervised the activities of the General Director in implementing the Resolutions of the General Meeting of Shareholders, the resolutions of the Board of Directors, and other assigned tasks.
- Supervised and oriented production and business activities, supporting the executive board in executing production and business operations, market development, and debt recovery efforts.
- The company successfully organized the 2025 Annual General Meeting of Shareholders in compliance with current legal regulations; the Resolutions of the General Meeting of Shareholders were strictly implemented according to regulations.
- Organized regular quarterly meetings to evaluate the results of implementing the production and business plan and proposed solutions to accomplish the production and business plan for the following quarter, providing orientation for the Board of Management to run the company's operations.
- In 2025, the Board of Directors held 05 regular meetings and issued resolutions approving contents for managing and directing the company's activities. In the Board of Directors' meetings, the members collectively evaluated and analyzed the company's production and business results, thereby providing appropriate, timely, and effective orientations. Additionally, the Board of Directors collected members' written opinions and approved the company's strategic orientation issues to implement the Resolutions of the 2025 Annual General Meeting of Shareholders and resolve arising issues in the company's



production and business activities. (The list of Resolutions/Decisions of the Board of Directors in 2025 is published in STP's 2025 Corporate Governance Report).

- The members of the Board of Directors implemented the resolutions of the Annual General Meeting of Shareholders, and directed and supervised the activities of the General Director through the Board of Directors' resolutions. The Board of Directors issued resolutions approving and directing main contents such as: Contractual transactions with related enterprises and persons; Procurement of used packaging production machinery and equipment for production; Assignment of the 2025 cost plan; Approval of the 2025 production and business plan; Approval of the 2025 internal audit plan; Payment of 2024 dividends at a rate of 8%/year; Selection of the auditor for the 2025 Financial Statements; Approval of the 2025 internal audit plan; Liquidation sale of fully depreciated weaving machines no longer in use; Lending the company's idle funds to individuals; Approval of the contract signing limit for 2026; Execution of contractual transactions with related enterprises and persons in 2026,...
- The Board of Directors' resolutions were issued in the correct order and procedures in accordance with the Enterprise Law and the Company's Charter; meetings convened by the Board of Directors were fully attended by members of the Board of Directors, the Board of Management, and the Supervisory Board.
- Attended meetings with the Board of Management and functional departments to grasp the production and business execution process in order to provide timely directives and propose solutions to implement the production and business plan.
- The Board of Directors consistently kept abreast of the unit's actual situation, creating conditions for the Board of Management to proactively complete production and business tasks, and coordinated with the Board of Management to resolve difficulties and obstacles arising in production, maintaining and ensuring quality according to customer requirements.
- The Board of Directors provided all meeting documents to the Supervisory Board for review and feedback; provided documents and information for the Supervisory Board to inspect and supervise the Board of Directors and the Board of Management in managing and running the enterprise.
- The Board of Directors successfully fulfilled its role of orienting, supervising, and controlling the company's activities to ensure transparent and effective corporate governance.
- Independent members of the Board of Directors exercised their powers and responsibilities in accordance with the law, the company's charter, and internal regulations, offering useful opinions in building the governance system based on the principles of objectivity and prudence. They participated in researching and formulating the Company's development strategy and production and business plan.
- Independent members of the Board of Directors fulfilled their roles with a high sense of responsibility, proactively studying documents and voicing objective opinions on the matters brought up for discussion and voting.
- Independent members of the Board of Directors fulfilled their role in collaborating with other Board members to direct, supervise, and urge production and business activities. They also performed other duties as assigned and directed by the Chairman of the Board and the Board of Directors.

### **3. Supervisory activities of the Board of Directors over the Executive Board**

- The Board of Management, headed by the General Director, operated the production and business activities in compliance with legal regulations, the company's charter, as well as the orientation of the Board of Directors.



- The General Director implemented the resolutions of the General Meeting of Shareholders and the resolutions of the Board of Directors, closely adhered to the goals of the 2025 production and business plan, and overcame difficulties to successfully complete the assigned work and tasks. The Board of Management proactively and actively handled arising issues in the management and administration of production and business activities in a timely manner.
- The Board of Directors regularly reviewed and evaluated the implementation of the production and business plan and economic indicators in order to provide timely directing measures to the Board of Management to meet the resource requirements for the Company's activities.
- The Board of Directors supervised the quarterly financial statements of the Board of Management, as well as the contents of implementing the Resolutions of the General Meeting of Shareholders and the Board of Directors.
- The Board of Management promptly reported the Company's production and business operational status to the Board of Directors.
- In inspection and supervision work, the Board of Management facilitated and promptly assigned staff to coordinate and provide records so that the Board of Directors and the Supervisory Board could effectively perform their supervisory duties.
- The Company's semi-annual and annual financial statements were audited by an independent auditing firm. The 2025 financial statements received an unqualified (full) acceptance opinion. The financial statements were disclosed fully and on time in accordance with regulations.
- Supervised the execution of contracts and transactions signed with the associated company, totaling 05 contracts for the sale of materials and equipment, with a total incurred value of 2.3 billion VND during the year. All contracts were approved by the company's Board of Directors under the correct authority, ensuring compliance with transaction limits and competitive pricing compared to the market at each point in time, thereby safeguarding the company's interests.
- Directed and supported the Board of Management in accelerating debt recovery efforts; however, in 2025, the company's capital collection activities only reached 95% of the annual plan.
- The General Director and the Executive Board created all favorable conditions and coordinated with the Party and mass organizations of the company in taking care of the material and spiritual life of the employees.
- Maintained good quality management according to the ISO 9001:2015 and ISO 9001:22000 quality management systems. Maintained documented procedures in accordance with the regulations of the quality management system, suitable to the actual operational situation of the company.
- The Board of Management operated in compliance with legal regulations, the company's charter, and the orientation of the Board of Directors. The Board of Management made significant efforts in directing production and business activities in 2025.

## **B. PLAN AND DIRECTION OF OPERATIONS IN 2026**

### ***\* General assessment of the world and domestic situation affecting the company's production and business activities:***

The global situation still harbors many potential risks regarding the continuation of war; existing geopolitical tensions in 2026 could impact oil prices and international freight rates. Trade tensions between the two superpowers, the US and China, continue to put



significant pressure on the global economy, which is forecasted to continue slowing down to its weakest growth rate since the 2008 financial crisis (2.5-3%/year).

Vietnam's economy in 2026 is forecasted to continue its recovery and achieve higher growth, with a double-digit target approved by the National Assembly. The bright spot comes from domestic growth drivers, first and foremost being public investment. The public investment plan for 2026 is expected to increase by about 10.3% compared to the previous year, equivalent to nearly 8% of GDP. This is a substantial figure, sufficient to create a spillover effect across many sectors, from construction, materials, and logistics to related services.

However, alongside these opportunities, experts note that the 2026 economic landscape will also witness massive challenges, particularly macroeconomic risks, external instability, and the complexities of domestic policy management. Regarding external impacts, the recent escalation of the US-Iran war has raised concerns about global energy security instability; if prolonged, it will have a tremendous impact on businesses, with skyrocketing prices for raw materials, production costs, and shipping rates potentially wiping out corporate profits. Regarding domestic regulatory policies, if efforts are made to achieve growth targets at all costs, inflationary pressure will be significant; without the right solutions for credit control, it could severely impact the entire economic system.

Based on these cautious assessments and forecasts, the Board of Directors and the Board of Management have developed and proposed the 2026 operational plan and direction to be submitted to the General Meeting of Shareholders for approval, specifically as follows:

#### **L. Operational plan and direction for 2026:**

##### **1. Production and business plan targets for 2026:**

- Total output value:	207.32 billion VND
- Total revenue:	196.53 billion VND
- Payment to the state budget:	6.0 billion VND
- Profit before tax:	8.0 billion VND
- Average income of employees (person/month):	13.95 million VND
- Main product volume:	33.1 million bags
- Plastic business:	500 tons
- Expected dividend payout ratio:	7%÷10%/year

##### **2. Key directions and tasks for 2026:**

- Organize the Annual General Meeting of Shareholders, and propose to the General Meeting issues within the decision-making authority of the General Meeting of Shareholders.
- Direct the Executive Board to develop specific plans and solutions to complete the targets set by the 2026 Annual General Meeting of Shareholders.
- Direct the successful implementation of the Resolution of the General Meeting of Shareholders, and simultaneously issue timely and flexible resolutions and decisions for the General Director and the executive apparatus to implement.
- Maintain regular quarterly meetings according to regulations to resolve tasks within the authority of the Board of Directors.

- Maintain stability with existing customers and continue to seek and expand the domestic packaging consumption market.
- Strengthen marketing and bidding efforts to seek job opportunities in 2026 and subsequent years.
- Be decisive in settlement and finalization, and closely urge and direct the recovery of debts, especially long-standing debts and bad debts, to ensure capital balance for production and business.
- Strengthen the management and supervision of the activities of the Executive Board and supporting apparatus.
- Strengthen supervision and direction of the Executive Board in monthly and quarterly production and business, striving to achieve and exceed the targets approved by the Annual General Meeting of Shareholders.
- Strictly manage costs so that product prices are competitive with similar products on the market. Supervise the thorough implementation of cost savings in production and business activities to contribute to reducing product costs and bringing overall efficiency to the unit.
- Urge and closely supervise the implementation of resolutions of the General Meeting of Shareholders, as well as resolutions and decisions of the Board of Directors, in strict accordance with legal regulations and the company's Charter.
- Pay attention to the rights and working conditions of employees. Improve income for employees as well as social insurance, health insurance, unemployment insurance regimes, and other welfare regimes for employees.
- Continue to organize, consolidate, and develop human resources towards being lean and effective, attracting high-quality human resources.

Above is the Board of Directors' report on the operating results in 2025; Plan and direction of operations in 2026. The Board of Directors respectfully reports and respectfully submits to the General Meeting for consideration and approval.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



*Nguyen Trong San*





Hanoi, April 17 2026

**REPORT  
ON 2025 OPERATING RESULTS AND ASSESSMENT  
OF THE COMPANY'S BOARD OF SUPERVISORS**

- Based on the Charter of organization and operation of Song Da Industry Trade Joint Stock Company (STP)
- Based on the Company's rules and regulations;
- Based on the Resolution of the 2025 Annual General Meeting of Shareholders;
- Based on resolutions of the Company's Board of Directors;
- Based on the financial statements and records of the Company in fiscal year 2025;
- Based on audited financial statements and independent opinions of the auditor;

Performing the functions, duties and powers of the Board of Supervisors in accordance with the Law on Enterprises and the Charter of Song Da Industry Trade Joint Stock Company, the Company's Board of Supervisors would like to report to the 2026 Annual General Meeting of Shareholders on the results of control and appraisal activities in 2025 as follows:

**I/ REPORT ON ACTIVITIES OF THE BOARD OF SUPERVISORS IN 2025**

**1/ Personnel:**

The company's Board of Supervisors has 3 members for the 2023-2028 term, including:

- |                               |                                      |
|-------------------------------|--------------------------------------|
| - Mr. <b>Nguyen Tuan Quan</b> | - Head of the Board of Supervisors   |
| - Ms. <b>Nguyen Thi An</b>    | - Member of the Board of Supervisors |
| - Mr. <b>Bui Minh Tuan</b>    | - Member of the Board of Supervisors |

**2/ Work performed:**

In 2025, the Board of Supervisors performed supervisory tasks according to the functions and tasks prescribed in the Law on Enterprises and the Company's Charter.

- Conduct periodic control planning and assign tasks to each member, study documents and evaluate the company's operating results.

- Fully participate in meetings of the company's board of directors.

- Review and appraise the General Director's production and business report, the Board of Directors' management assessment report, and the company's financial statements for 2025; ensure that the reports fully and honestly reflect the company's production and business and financial status at the time of reporting.

- The company's Board of Supervisors has checked the accounting and financial reporting work; checked accounting documents, investment work, bidding work, execution and implementation of contracts in production and business activities and other documents at the company.

- Organize the appraisal of the company's management and operation assessment report in 2025, review the audit report, auditor's opinions and the issuing audit unit.





## **II/ APPRAISAL REPORT OF THE BOARD OF SUPERVISORS IN 2025**

### ***1/ Results of the appraisal of report on assessment of company management and operation***

The Board of Supervisors agrees with the contents of the report on assessment of management and operation of the Board of Directors and the Management Board of the company in 2025.

1.1 The members of the Board of Directors, the Management Board and other managers have performed their assigned rights and duties in accordance with the provisions of the Law on Enterprises, relevant laws, the Company's Charter and the Resolution of the General Meeting of Shareholders, ensuring the interests of the company and its shareholders.

1.2 The Board of Directors of the Company has directed promptly and closely according to the plan objectives set by the General Meeting of Shareholders. Work and production management are all based on the Company's charter and the Resolution of the General Meeting of Shareholders. Medium and long-term plans are discussed, carefully calculated and implemented in the correct order.

1.3 The Board of Directors has developed a quarterly work program and assigned tasks to each member. The Board of Directors holds regular quarterly meetings to review the implementation of the company's production and business plan and develop a plan for the next quarter.

1.4 Monitor the compliance with laws, charter and internal governance regulations in business management and operations. The company's Board of Directors has fully updated changes in relevant legal documents.

1.5 The Board of Directors' Resolutions were timely, with high consensus and agreement among the Board of Directors' members. The resolutions were highly enforceable, in compliance with the provisions of law and the company's charter, and were implemented by the Board of Directors. Some specific results:

- Focus on directing and stabilizing the organization and promoting production and business activities.

- Ensure enough jobs, absolutely ensure occupational safety, ensure timely salary payment and salary regimes for employees, no salary arrears, and average income of employees reaches 11.8 million VND/person/month.

- In 2025, the Company recognizes that the economic context is still difficult and volatile. However, the Company has made the right decisions for investment, production and business in accordance with the Company's capabilities, so it can still maintain business activities and ensure jobs for employees and financial security.

### ***2/ Results of the appraisal of the Company's financial situation and production and business report in 2025:***

Basically, the Board of Supervisors agrees with the contents of the production and business report according to the Resolution of the 2025 General Meeting of Shareholders.

***Some contents of the Balance Sheet and Income Statement for 2025 (According to the company's 2025 Financial Statements)***

#### **• Balance sheet:**

No.	Content	Unit	Opening balance	Closing balance	Note
1	Short-term assets	Billion VND	140.50	131.7	
2	Long-term assets	Billion VND	35.75	34.51	



No.	Content	Unit	Opening balance	Closing balance	Note
3	Liabilities	Billion VND	35.13	23.94	
4	Owner's equity	Billion VND	141.12	142.23	
5	Owner's contributed capital	Billion VND	80.45	80.45	
6	Share premiums	Billion VND	42.26	42.26	
7	Treasury shares	Billion VND	(0.308)	(0.308)	
8	Investment and development fund	Billion VND	10.96	10.96	
9	Retained earnings	Billion VND	7.74	8.86	

• *Income statement:*

No.	Content	Unit	2025	2024	Percentage compared to 2024
1	Revenue from sale of goods and rendering of services	Billion VND	195.2	196.53	99.32%
2	Cost of goods sold	Billion VND	166.79	172.56	96.66%
3	Gross profit from sale of goods and rendering of services	Billion VND	28.38	23.95	118.50%
4	Revenue from financial activities	Billion VND	1.39	1.42	97.89%
5	Net operating profit	Billion VND	9.88	8.21	120.34%
6	Total profit before tax	Billion VND	9.83	7.98	123.18%
7	Profit after corporate income tax	Billion VND	7.92	6.16	128.57%

**3 / Results of the appraisal of the Company's Financial Statements in 2025:**

Immediately after receiving the company's financial statements, the Board of Supervisors checked the items in the financial statements, combined with reviewing the audit report issued by the independent auditor. The Board of Supervisors had the following comments:

In 2025, the company has complied with the current accounting law, regimes and standards to ensure reasonableness and honesty in all material aspects.

Accounting policies such as cost determination method, provisioning policy, depreciation method, allocation of long-term prepaid expenses, etc. are implemented in accordance with regulations and applied consistently throughout the company's fiscal year.

The company's audited financial statements for 2025 have honestly and reasonably reflected the company's financial situation as of December 31, 2025 in all material respects, in accordance with current Vietnamese accounting standards and regimes. The company's financial situation is healthy and transparent, and there is no qualified opinion from the auditor.



**4/ Control the coordination between the Board of Supervisors, Board of Directors, General Director and shareholders:**

- The Board of Directors holds regular quarterly and extraordinary meetings with the participation of the Board of Supervisors, representatives of the Board of Supervisors, and the Company's Board of Management, thereby organizing and implementing the Board of Directors' resolutions seriously, promptly, and effectively.
- The Board of Directors and the Board of Management of the Company have regularly provided the Board of Supervisors with information and reports on the implementation of production and business tasks. In 2025, the Board of Supervisors received all documents related to the Company's operations.
- The Board of Directors regularly pays attention to human resources work, directs the Board of Directors to recruit, train, monitor and evaluate, and make decisions on human resources organization in accordance with the orientation and development of the company.
- The close and serious coordination between the Board of Directors, the Board of Management and the Board of Supervisors aims at the common goal of helping the Company complete the production and business plan assigned by the 2025 Annual General Meeting of Shareholders, ensuring that the Company's activities are carried out in compliance with the provisions of law and internal management regulations, ensuring the interests of shareholders.

**III/ 2026 WORK PLAN OF THE SUPERVISORY BOARD**

Based on the functions and tasks of the Board of Supervisors, the Company's Board of Supervisors develops a key work plan for 2026 as follows:

1. Perform the task of inspecting/monitoring the company's business, management and operation activities to ensure compliance with legal regulations.
2. Assess the completeness, legality and honesty of the Company's financial statements and operating reports.
3. Review contracts and transactions between the company and its related parties to make recommendations on the authority to approve these contracts and transactions.
4. Supervise the activities of the Board of Directors, General Director and other managers and executives of the Company.
5. Perform the roles and tasks of the Board of Supervisors according to the provisions of the Charter and Resolution of the General Meeting of Shareholders (if any).

Above is the entire report on the activities of the Company's Board of Supervisors in 2025 and the work plan of the Board of Supervisors in 2026. The Board of Supervisors respectfully reports to the shareholders' general meeting.

**ON BEHALF OF THE COMPANY'S  
BOARD OF SUPERVISORS  
Head of the Board of Supervisors**

**Recipients:**

- General Meeting of Shareholders;
- Board of Directors, General Director of the company;
- Members of the Board of Supervisors;
- Filed: Board of Supervisors



**Nguyen Tuan Quan**



**CHARTER**  
**SONG DA INDUSTRY TRADE JOINT STOCK COMPANY**

*Hanoi, April 24, 2026*

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## PREAMBLE

This Charter is adopted pursuant to Resolution of the General Meeting of Shareholders No. 01/2026/NQ-ĐHĐCĐ dated April 24, 2026.

## I. DEFINITION OF TERMS IN THE CHARTER

### Article 1. Interpretation of terms

1. In this Charter, the terms below are understood as follows:

a) Charter capital is the total par value of shares sold or registered for purchase upon establishment of the joint stock company and as specified in Article 6 of this Charter;

b) Voting capital is the share capital whereby the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;

c) Enterprise Law refers to Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

d) Securities Law refers to Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

đ) Vietnam means the Socialist Republic of Vietnam;

e) Date of establishment is the date the Company is granted its first Enterprise Registration Certificate (Business Registration Certificate and equivalent documents);

g) Enterprise executives include the General Director and Deputy General Directors of the company;

h) Enterprise managers are managers of the company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management titles according to the Company Charter (if any);

i) Related persons are individuals and organizations specified in Clause 46, Article 4 of the Securities Law;

k) Shareholder is an individual or organization owning at least one share of the joint stock company;

l) Founding shareholder is a shareholder owning at least one ordinary share and possessing a signature on the list of founding shareholders of the joint stock company;

m) Major shareholder is a shareholder defined in Clause 18, Article 4 of the Securities Law;

n) Term of operation is the operating time of the Company as specified in Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders;

o) Stock exchange means the Vietnam Stock Exchange and its subsidiaries.

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

3. The headings (Sections, Articles of this Charter) are used for convenience of understanding the content and do not affect the content of this Charter.

## **II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING TERM AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, form, headquarters, branches, representative offices, business locations and operating term of the Company**

#### **1. Company Name**

- Vietnamese name: Công ty cổ phần Công nghiệp Thương mại Sông Đà
- English name: Song Da Industry Trade Joint Stock Company
- Abbreviated company name: STP

2. The Company is a joint stock company with legal entity status in accordance with current Vietnamese law.

#### **3. The registered headquarters of the Company is:**

- Main headquarters address: No. 41, Quyet Thang Street, Duong Noi Ward, Hanoi City, VietNam

- Telephone: (024) 33828440; (024) 33521290
- Fax: (024) 33822791
- Website: <http://www.stp.com.vn>

4. The Company may establish branches and representative offices in business areas to carry out the Company's operational objectives in accordance with the decisions of the Board of Directors and to the extent permitted by law.

5. The operating term of the Company is indefinite from the date of establishment.

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

The Company has 01 legal representative: The General Director is the legal representative of the Company.

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

### **Article 4. Operating objectives of the Company**

#### **1. Business lines of the Company:**

Manufacturing packaging from plastic and paper. Manufacturing other products from paper and cardboard. Constructing civil and industrial engineering works, industrial park infrastructure, and urban areas. Mining precious metal ores. Wholesaling other machinery, equipment, and spare parts. Commercial business, import-export, materials. Mining stone, sand, gravel, and clay. Crushing construction stone, industrial stone powder. Wholesaling metals and metal ores. Real estate business. Printing packaging. Engaging in other business lines in compliance with the provisions of law.

#### **2. Operating objectives of the Company:**

Mobilizing and using capital effectively to achieve maximum profit; Creating stable employment for workers, increasing dividends for shareholders; Contributing to the State budget and developing the company to become stronger.



**Article 5. Business scope and operations of the Company**

1. The Company is permitted to conduct business operations according to the business lines registered in this Charter, notify changes in business registration content to the business registration authority, and announce them on the national enterprise registration portal.

2. The Company may conduct business operations in other lines and trades permitted by law and approved by the General Meeting of Shareholders.

**IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS****Article 6. Charter capital, shares, founding shareholders**

1. The charter capital of the Company is: **80,457,440,000 VND** (in words: Eighty billion four hundred fifty-seven million four hundred forty thousand dong).

The total charter capital of the Company is divided into **8,045,744** shares with a par value of **10,000 VND/share**.

2. The Company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with legal regulations.

3. The shares of the Company on the date of passing this Charter are ordinary shares.

The rights and obligations of shareholders are prescribed in Article 12 and Article 13 of this Charter.

4. The Company may issue other types of preference shares after obtaining approval from the General Meeting of Shareholders and in accordance with legal regulations.

5. Ordinary shares must be offered preferentially to existing shareholders in proportion to their ordinary share ownership in the Company, unless the General Meeting of Shareholders decides otherwise; the number of shares not fully registered for purchase by shareholders will be decided by the Board of Directors of the Company.

The Board of Directors may distribute those shares to shareholders and others on conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase shares issued by the Company itself in the manners prescribed in this Charter and current law.

7. The Company may issue other types of securities as prescribed by law.

**Article 7. Share certificates**

1. Shareholders of the Company are granted share certificates corresponding to the number and type of shares owned.

2. A share certificate is a type of security confirming the legitimate rights and interests of the owner over a portion of the share capital of the issuing organization; the share certificate must contain all details as prescribed in Clause 1, Article 121 of the Enterprise Law.

3. Within 30 days from the date of submitting a complete dossier requesting the transfer of share ownership according to the Company's regulations, or within 60 days from the date of full payment for the purchase of shares according to the Company's share issuance plan (or another time limit according to the issuance terms), the share owner shall be granted a share



certificate. The share owner is not required to pay the Company for the cost of printing the share certificate.

4. In case a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued a share certificate by the Company upon the request of that shareholder. The shareholder's request must include the following contents:

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

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

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

#### **Article 9. Share transfer**

1. All shares are freely transferable unless otherwise prescribed by law; shares listed or registered for trading on the Stock Exchange are transferred in accordance with the legal regulations on securities and the stock market.

2. Shares that are not fully paid shall not be transferred or enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from owners' equity, the right to purchase newly offered shares, and other rights as prescribed by law.

#### **Article 10. Recall of shares**

1. If a shareholder does not fully and timely pay the amount payable to purchase shares, the Board of Directors shall notify and has the right to require that shareholder to pay the remaining amount and bear corresponding responsibility up to the total par value of the registered shares for the financial obligations of the Company arising from the failure to pay fully.

2. The aforementioned payment notice must clearly specify a new payment deadline (a minimum of 07 days from the date of sending the notice) and the payment location, and the notice must clearly state that if payment is not made as required, the fully unpaid shares will be recalled.

3. The Board of Directors has the right to recall unpaid and overdue shares in the event that the requirements in the aforementioned notice are not met.

4. Recalled shares are considered authorized shares for offering as prescribed in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly sell, redistribute, or authorize the sale or redistribution under conditions and methods that the Board of Directors deems appropriate.

5. A shareholder holding recalled shares must forfeit their shareholder status for those shares, but must still bear corresponding responsibility up to the total par value of the registered shares for the financial obligations of the Company arising at the time of recall according to the Board of Directors' decision, from the date of recall until the date of payment



execution. The Board of Directors has full discretion to force payment of the entire value of the shares at the time of recall.

6. The recall notice is sent to the holder of the recalled shares prior to the time of recall. The recall remains effective even in the event of an error or negligence in sending the notice.

## **V. ORGANIZATIONAL, MANAGEMENT AND CONTROL STRUCTURE**

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

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

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

## **VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS**

### **Article 12. Rights of shareholders**

1. Ordinary shareholders have the following rights:

a) To attend and speak at the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or other forms regulated by the Company Charter and law.

Each ordinary share carries one vote;

b) To receive dividends at the rate decided by the General Meeting of Shareholders;

c) Priority to purchase new shares corresponding to the ordinary share ownership ratio of each shareholder in the Company;

d) To freely transfer their shares to others, except as prescribed in Clause 3 Article 120, Clause 1 Article 127 of the Enterprise Law, and other relevant laws;

đ) To review, search, and extract information on names and contact addresses in the list of voting shareholders;

to request corrections of their inaccurate information;

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

g) Upon dissolution or bankruptcy of the Company, to receive a remaining portion of assets corresponding to their share ownership ratio in the Company;

h) To require the Company to repurchase shares in cases prescribed in Article 132 of the Enterprise Law;

i) To be treated equally. Each share of the same class entitles the owning shareholder to equal rights, obligations, and interests.

If the Company has preference shares, the rights and obligations attached to preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

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

l) To have their legal rights and interests protected;

to propose suspending or canceling resolutions or decisions of the General Meeting of Shareholders or the Board of Directors according to the Enterprise Law;

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

2. A shareholder or a group of shareholders owning 05% or more of the total ordinary shares has the following rights:

a) To request the Board of Directors to convene a General Meeting of Shareholders as prescribed in Clause 3 Article 115 and Article 140 of the Enterprise Law;

b) To review, search, and extract minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, and contracts/transactions requiring Board approval and other documents, excluding commercial and business secrets of the Company;

c) To request the Supervisory Board to inspect specific issues related to the Company's management and operations when deemed necessary.

The request must be in writing and include: full name, contact address, nationality, legal document number for individual shareholders;

name, enterprise code or legal document number of the organization, headquarters address for institutional shareholders;

number of shares and registration date of each shareholder, total shares of the group, and ownership ratio;

the issue to be inspected and the purpose of the inspection;

d) To propose items for the General Meeting of Shareholders' agenda.

The proposal must be in writing and sent to the Company at least 03 working days before the opening date.

The proposal must state the shareholder's name, number of each class of shares held, and the item proposed for the agenda;

đ) A shareholder or group of shareholders owning 05% or more of the total ordinary shares has the right to nominate candidates for the Board of Directors and Supervisory Board.

The nomination is carried out as follows:

- Ordinary shareholders forming a group to nominate candidates must notify the meeting of the group formation before the opening of the General Meeting of Shareholders;

- Based on the number of members of the Board of Directors and Supervisory Board, the shareholder or group is entitled to nominate one or more candidates as decided by the General Meeting of Shareholders. If the number of candidates nominated by the shareholder/group is lower than they are entitled to nominate, the remaining candidates will be nominated by the Board of Directors, Supervisory Board, and other shareholders.

e) Other rights prescribed by law and this Charter.



**Article 13. Obligations of shareholders**

Ordinary shareholders have the following obligations:

1. To fully and timely pay for the committed shares.
2. Not to withdraw the contributed capital in the form of ordinary shares from the Company in any form, except when the shares are repurchased by the Company or others. If a shareholder withdraws part or all of their contributed share capital contrary to this provision, that shareholder and related beneficiaries in the Company are jointly liable for the debts and other property obligations of the Company up to the value of the withdrawn shares and resulting damages.
3. To comply with the Company Charter and Internal Management Regulations.
4. To abide by Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential information provided by the Company in accordance with the Charter and law; only use provided information to exercise and protect their legal rights and interests; it is strictly forbidden to disseminate, copy, or send provided information to other organizations or individuals.
6. To attend General Meetings of Shareholders and exercise voting rights through the following forms:
  - a) Attending and voting directly at the meeting;
  - b) Authorizing another individual or organization to attend and vote;
  - c) Attending and voting via video conference, electronic voting, or other electronic means;
  - d) Sending voting ballots to the meeting by mail, fax, or email;
7. To bear personal responsibility when acting in the name of the Company to commit any of the following acts:
  - a) Violating the law;
  - b) Conducting business or other transactions for personal gain or to serve the interests of other organizations/individuals;
  - c) Paying premature debts ahead of financial risks to the Company.
8. To fulfill other obligations prescribed by current law.

**Article 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders, comprising all voting shareholders, is the highest decision-making body of the Company. The General Meeting of Shareholders shall convene an annual meeting once a year and within 04 months from the end of the financial year. The Board of Directors may decide to extend the timeframe for convening the annual General Meeting of Shareholders if necessary, but such extension shall not exceed 06 months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.



2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate location. The annual General Meeting of Shareholders shall decide on matters in accordance with the provisions of the law and the Company's Charter, particularly the approval of the audited annual financial statements. In the event that the Audit Report of the Company's annual financial statements contains material exceptions, an adverse opinion, or a disclaimer of opinion, the Company must invite a representative of the approved audit organization that audited the Company's financial statements to attend the annual General Meeting of Shareholders, and the aforementioned representative is obliged to attend the Company's annual General Meeting of Shareholders.

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

- a) The Board of Directors considers it necessary for the interests of the Company;
- b) The number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number of members prescribed by law;
- c) Upon the request of a shareholder or a group of shareholders holding 05% or more of the total ordinary shares; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, and must contain sufficient signatures of the relevant shareholders, or the written request may be made in multiple copies and gather sufficient signatures of the relevant shareholders;
- d) Upon the request of the Supervisory Board;
- e) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

a) The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board is as prescribed in point b, clause 3 of this Article, or from the date of receiving the request prescribed in points c and d, clause 3 of this Article;

b) In the event that the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in point a, clause 4 of this Article, within the next 30 days, the Supervisory Board shall, in place of the Board of Directors, convene the General Meeting of Shareholders as prescribed in clause 3, Article 140 of the Law on Enterprises;

c) In the event that the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in point b, clause 4 of this Article, the shareholder or group of shareholders prescribed in point c, clause 3 of this Article has the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the sequence and procedures for convening, conducting the meeting, and making decisions by the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not include costs



incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d) Procedures for organizing the General Meeting of Shareholders shall comply with the provisions in clause 5, Article 140 of the Law on Enterprises.

**Article 15. Rights and obligations of the General Meeting of Shareholders**

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

- a) To approve the 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 for sale; 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 the investment or sale of assets valued at 35% or more of the total value of assets recorded in the Company's most recent financial statements;
- đ) To decide on amendments and supplements to the Company's Charter;
- e) To approve the annual financial statements;
- g) To decide on the redemption of more than 10% of the total number of sold shares of each type;
- h) To consider and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and the Company's shareholders;
- i) To decide on the reorganization or dissolution of the Company;
- k) To decide on the budget or the total level of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- l) To approve the Internal Corporate Governance Regulations; the Operating Regulations of the Board of Directors and the Supervisory Board;
- m) To approve the list of approved audit firms; to decide on the approved audit firm to inspect the Company's operations, and to dismiss the approved auditor when deemed necessary;
- n) Other rights and obligations as prescribed by law.

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

- a) The Company's annual business plan;
- b) The audited annual financial statements;
- c) The report of the Board of Directors on corporate governance and the performance results of the Board of Directors and each of its members;
- d) The report of the Supervisory Board on the Company's business results, and the performance results of the Board of Directors and the General Director;
- e) The self-assessment report on the performance results 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) Decisions on the budget or the total level of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
  - j) The approval of the list of approved audit firms; decisions on the approved audit firm to inspect the company's operations when deemed necessary;
  - k) Supplements and amendments to the Company's Charter;
  - l) The types of shares and the number of new shares to be issued for each type of share;
  - m) The division, separation, consolidation, merger, or conversion of the Company;
  - n) The reorganization and dissolution (liquidation) of the Company and the appointment of a liquidator;
  - o) Decisions on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent Financial Statements;
  - p) Decisions on the redemption of more than 10% of the total number of sold shares of each type;
  - q) The Company's entry into contracts or transactions with related persons as specified in Clause 1, Article 167 of the Law on Enterprises, with a value equal to or greater than 35% of the Company's total asset value recorded in the most recent financial statements;
  - r) Approval of the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities, including the following contracts and transactions:
    - Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, the General Director, other managers who are not shareholders, and related individuals and organizations of these subjects;
- In the event of granting loans or guarantees to related organizations of members of the Board of Directors, members of the Supervisory Board, the General Director, or other managers where the company and such organizations are companies within the same corporate group or companies operating as a group of companies, including parent-subsidary companies or economic groups, the General Meeting of Shareholders or the Board of Directors shall approve this in accordance with the Company's Charter;
- Transactions with a value of 35% or more, or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction of 35% or more of the total asset value recorded in the most recent financial statements, or another smaller percentage or value as stipulated in the Company's Charter, between the company and one of the following subjects:
    - + Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and related persons of these subjects;
    - + Shareholders, authorized representatives of shareholders owning more than 10% of the company's total ordinary share capital, and their related persons;



+ Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises, including: Members of the Board of Directors, Supervisors, the General Director, and other managers of the company.

- Borrowing contracts or asset sale transactions with a value greater than 10% of the total asset value recorded in the most recent financial statements between the company and a shareholder owning 51% or more of the total voting shares or a related person of that shareholder.

s) 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 that have been included in the meeting agenda must be brought up for discussion and voting at the meeting of the General Meeting of Shareholders.

#### **Article 16. Authorization to attend the General Meeting of Shareholders**

1. Shareholders, or authorized representatives of institutional shareholders, may attend the meeting in person or authorize one or more other individuals or organizations to attend the meeting, or attend the meeting via one of the forms stipulated in Clause 3, Article 144 of the Law on Enterprises.

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

The person authorized to attend the General Meeting of Shareholders must submit the written authorization upon registering to attend the meeting. In the case of sub-authorization, the meeting attendee must additionally present the original written authorization of the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

3. The voting ballot of the authorized person attending the meeting within the authorized scope shall remain valid even if one of the following cases occurs:

- a) The authorizing person has died, or has had their civil act capacity restricted or lost;
- b) The authorizing person has revoked the authorization designation;
- c) The authorizing person has revoked the authority of the person executing the authorization.

This clause does not apply in the event that the Company receives notification of one of the aforementioned events prior to the opening time of the General Meeting of Shareholders or before the meeting is reconvened.



**Article 17. Convening, meeting agenda, and notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene annual and extraordinary meetings of the General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases prescribed in Clause 3, Article 14 of this Charter.

2. The convener of the General Meeting of Shareholders must perform the following tasks:

a) Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be compiled no more than 10 days prior to the date of sending the meeting notice of the General Meeting of Shareholders. The Company must disclose information regarding the compilation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the final registration date (record date);

b) Prepare the agenda and contents of the meeting;

c) Prepare documents for the meeting;

d) Draft resolutions of the General Meeting of Shareholders according to the proposed contents of the meeting;

e) Determine the time and venue for organizing the meeting;

f) Notify and send the meeting notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g) Other tasks to facilitate the meeting.

3. The notice of the meeting of the General Meeting of Shareholders must be sent to all shareholders by a method ensuring it reaches the shareholder's contact address, and simultaneously published on the websites of the Company, the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the meeting notice to all shareholders on the List of shareholders entitled to attend at least 21 days before 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 the matters to be voted on at the meeting shall be sent to shareholders by posting them on the Company's website. In the event that the documents are not attached to the meeting notice of the General Meeting of Shareholders, the meeting notice must clearly state the link to all meeting documents so that shareholders can access them, including:

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

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

c) Voting ballots;

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

4. A shareholder or a group of shareholders as prescribed 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. The proposal must be made in writing and sent to the Company at least 03 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of shares held by the shareholder, and the matter proposed to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to refuse the proposal prescribed in Clause 4 of this Article if it falls into one of the following cases:

- a) The proposal is not sent in compliance with the provisions of Clause 4 of this Article;
- b) At the time of making the proposal, the shareholder or group of shareholders does not hold at least 5% or more of ordinary shares as prescribed in Clause 2, Article 12 of this Charter;
- c) The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include the proposal prescribed in Clause 4 of this Article into the tentative agenda and contents of the meeting, except in the cases prescribed in Clause 5 of this Article; the proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

#### **Article 18. Conditions for conducting the General Meeting of Shareholders**

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

2. In the event that the first meeting does not meet the conditions to be conducted as prescribed in Clause 1 of this Article, the notice of invitation for the second meeting must be sent within 30 days from the intended date of the first meeting. The second meeting of the General Meeting of Shareholders shall be conducted when the number of attending shareholders represents 33% or more of the total voting rights.

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

#### **Article 19. Methods of conducting meetings and voting at the General Meeting of Shareholders**

1. Before opening the meeting, the Company must conduct shareholder registration and continue until all shareholders entitled to attend the meeting are fully registered in the following order:

a) Upon registering shareholders, the Company issues to each shareholder or authorized representative with voting rights:

+ Voting card: Used to vote on passing matters such as the Working Regulations of the General Meeting of Shareholders, voting rules, election rules, meeting agenda, election of the



Chairperson, Secretariat, Vote-counting committee, approval of the Meeting Minutes, resolutions of the General Meeting, and other contents as decided by the General Meeting of Shareholders.

+ Voting ballot: Used to vote on passing matters under the decision-making authority of the General Meeting of Shareholders for the contents recorded on the Voting ballot.

+ Election ballot: Used to elect members of the Board of Directors and members of the Supervisory Board (if any).

The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting. The General Meeting shall elect persons responsible for counting votes or supervising the vote counting at the proposal of the Chairperson. The number of members of the vote-counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting.

b) Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has opened have the right to register immediately and subsequently have the right to participate and vote at the meeting immediately after registration. The Chairperson is not responsible for pausing the meeting for late-arriving shareholders to register, and the validity of previously voted contents remains unchanged.

2. The election of the chairperson, secretary, and vote-counting committee is prescribed as follows:

a) The Chairperson of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairperson is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one among themselves to chair the meeting by majority rule. In the event that a chairperson cannot be elected, the Head of the Supervisory Board shall steer the General Meeting of Shareholders to elect a chairperson of the meeting from among the attendees, and the person with the highest number of votes shall chair the meeting;

b) Except for the case prescribed in point a of this clause, the person who signs to convene the General Meeting of Shareholders shall steer the General Meeting of Shareholders to elect a chairperson of the meeting, and the person with the highest number of votes shall chair the meeting;

c) The chairperson appoints one or more persons to act as the meeting secretary;

d) The General Meeting of Shareholders elects one or more persons to the vote-counting committee upon the proposal of the chairperson of the meeting.

3. The meeting agenda and contents must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically define the time for each matter in the meeting agenda contents.

4. The chairperson of the meeting 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:

a) Arrange seating at the meeting venue of the General Meeting of Shareholders;



- b) Ensure safety for everyone present at the meeting venues;
- c) Facilitate shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has full authority to change the aforementioned measures and apply all necessary measures. The applied measures may include issuing admission passes or using other alternative forms.

5. The General Meeting of Shareholders discusses and votes on each matter in the agenda contents. Voting is conducted by voting for, against, and abstaining. The vote-counting results shall be announced by the chairperson immediately before the closing of the meeting.

6. Shareholders or authorized persons attending the meeting who arrive after the meeting has opened may still register and have the right to participate in voting immediately after registration; in this case, the validity of the previously voted contents remains unchanged.

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

- a) Require all attendees to undergo inspection or other lawful and reasonable security measures;
- b) Request competent authorities to maintain order at the meeting; expel from the General Meeting of Shareholders those who do not comply with the chairperson's steering authority, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security check requirements.

8. The chairperson has the right to postpone a General Meeting of Shareholders with a sufficient number of registered attendees for a maximum of no more than 03 working days from the intended opening date and may only postpone the meeting or change the meeting venue in the following cases:

- a) The meeting venue does not have adequate and convenient seating for all attendees;
- b) The communication facilities at the meeting venue do not ensure the attending shareholders can participate, discuss, and vote;
- c) There is an attendee obstructing or disrupting order, risking the meeting not being conducted in a fair and lawful manner.

9. In the event that the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions in Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson in steering the meeting until its conclusion; all resolutions passed at such meeting shall be effective for implementation.

10. In the event that the Company applies modern technology to organize the General Meeting of Shareholders via an online meeting, the Company is responsible for ensuring that shareholders can attend and vote via electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities.



**Article 20. Conditions for passing resolutions of the General Meeting of Shareholders**

1. A resolution on the following matters shall be passed if it is approved by shareholders representing at least 65% of the total votes of all shareholders attending the meeting, except for the cases prescribed 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 the business lines and sectors;
- c) Changes to the organizational and management structure of the Company;
- d) Investment projects or the sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statements of the Company;
- e) Reorganization or dissolution of the Company.

2. Resolutions shall be passed when approved by shareholders owning over 50% of the total votes of all shareholders attending the meeting, except for the cases prescribed in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares shall be lawful and effective even if the order and procedures for convening the meeting and passing such resolutions violate the provisions of the Law on Enterprises and the Company Charter.

**Article 21. Authority and procedures for collecting written opinions of shareholders to pass resolutions of the General Meeting of Shareholders**

The authority and procedures for collecting written opinions of shareholders to pass resolutions of the General Meeting of Shareholders shall be carried out in accordance with the following provisions:

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

2. The Board of Directors must prepare the opinion forms, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution, and send them to all shareholders with voting rights at least 10 days prior to the deadline for returning the opinion forms. The requirements and methods for sending opinion forms and accompanying documents shall comply with the provisions in Clause 3, Article 17 of this Charter.

3. The opinion form must include the following principal contents:

- a) Name, head office address, and enterprise identification number;
- b) Purpose of collecting opinions;
- c) Full name, contact address, nationality, and number of legal documents of the individual (for individual shareholders); name, enterprise identification number or number of legal documents of the organization, and head office address (for institutional shareholders); or full name, contact address, nationality, and number of legal documents of the individual



representing the institutional shareholder; quantity of shares of each type and number of votes of the shareholder;

d) Matters requiring opinions to pass a decision;

đ) Voting options including approval, disapproval, and no opinion for each matter requiring opinions;

e) The deadline for returning the answered opinion forms to the Company;

g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the answered opinion forms to the Company by mail, fax, or email in accordance with the following provisions:

a) In case of sending by mail, the answered opinion form must be signed by the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The opinion form sent to the Company must be enclosed in a sealed envelope, and no one is permitted to open it prior to the vote counting;

b) In case of sending by fax or email, the opinion form sent to the Company must be kept confidential until the time of vote counting;

c) Opinion forms sent to the Company after the deadline specified in the opinion form, or opened in the case of mail, or disclosed in the case of fax or email, are invalid. Opinion forms that are not returned shall be considered as not participating in the voting.

5. The Board of Directors shall count the votes and prepare a vote-counting minute under the witness of the Supervisory Board or a shareholder holding no management positions in the Company. The vote-counting minute must include the following principal contents:

a) Name, head office address, and enterprise identification number;

b) Purpose and matters requiring opinions to pass the resolution;

c) Number of shareholders with the total number of participating votes, distinguishing between valid and invalid votes, and the methods of sending the voting forms, along with an attached list of shareholders participating in the voting;

d) Total number of approval, disapproval, and no opinion votes for each matter;

đ) Matters that have been passed and their corresponding approval voting percentages;

e) Full names and signatures of the Chairman of the Board of Directors, the vote counters, and the vote-counting supervisors.

The members of the Board of Directors, the vote counters, and the vote-counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote-counting minute; and jointly liable for any damages arising from decisions passed due to untruthful or inaccurate vote counting.

6. The vote-counting minute and the resolution must be sent to the shareholders within 15 days from the completion of the vote counting. The sending of the vote-counting minute and resolution may be replaced by posting them on the Company's website within 24 hours from the completion of the vote counting.

7. The answered opinion forms, vote-counting minute, passed resolution, and relevant documents enclosed with the opinion forms must be kept at the head office of the Company.



8. A resolution is passed in the form of collecting written opinions of shareholders if approved by shareholders owning over 50% of the total votes of all shareholders with voting rights, and it shall have the same validity as a resolution passed at a meeting of the General Meeting of Shareholders.

#### **Article 22. Resolutions and Minutes of the General Meeting of Shareholders**

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may additionally be prepared in English, and must include the following principal contents:

- a) Name, head office address, and enterprise identification number;
- b) Time and venue of the General Meeting of Shareholders;
- c) Agenda and contents of the meeting;
- d) Full names of the chairperson and secretary;
- d) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each matter on the agenda;
- e) Number of shareholders and total votes of the attending shareholders; an attached list of registered shareholders and representatives of attending shareholders with their corresponding numbers of shares and votes;
- g) Total number of votes for each voting matter, clearly stating the voting method, the total number of valid and invalid votes, approval, disapproval, and no opinion votes; and the corresponding percentages of the total votes of the attending shareholders;
- h) Matters that have been passed and their corresponding approval voting percentages;
- i) Full names and signatures of the chairperson and secretary. In case the chairperson or secretary refuses to sign the meeting minutes, such minutes shall remain effective if signed by all other members of the Board of Directors attending the meeting and containing all contents prescribed in this Clause. The meeting minutes shall clearly state the refusal of the chairperson or secretary to sign.

2. The minutes of the General Meeting of Shareholders must be completed and passed before the conclusion of the meeting. The chairperson and secretary of the meeting, or other persons signing the meeting minutes, shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.

3. Minutes prepared in Vietnamese and English hold equal legal validity. In the event of any discrepancies in content between the Vietnamese and English minutes, the content of the Vietnamese minutes shall prevail.

4. Resolutions, minutes of the General Meeting of Shareholders, the attached list of shareholders registering to attend the meeting with signatures of shareholders, powers of attorney to attend the meeting, and relevant documents must be kept at the head office of the Company.



**Article 23. Request for cancellation of resolutions of the General Meeting of Shareholders**

Within 90 days from the date of receiving the resolution, the minutes of the General Meeting of Shareholders, or the vote-counting minute of the General Meeting of Shareholders' written opinions, a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises has the right to request a Court or Arbitration to review and cancel a resolution, or a part of the content of a resolution, of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and passing the decision of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case prescribed in Clause 3, Article 20 of this Charter.

2. The content of the resolution violates the law or this Charter.

**VII. BOARD OF DIRECTORS****Article 24. Candidacy and nomination of members of the Board of Directors**

1. In the event that candidates for the Board of Directors have been identified, the Company must disclose information relating to the candidates on the Company's website at least 10 days before the opening date of the General Meeting of Shareholders so that shareholders can review these candidates before voting. Candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of their disclosed personal information and must commit to performing their duties honestly, prudently, and for the highest interests of the Company if elected as a member of the Board of Directors. Disclosed information relating to the candidates for the Board of Directors includes:

- a) Full name, date, month, and year of birth;
- b) Professional qualifications;
- c) Working history;
- d) Other managerial titles (including Board of Directors positions at other companies);
- đ) Interests related to the Company and related parties of the Company;
- e) Other information (if any) as prescribed in the Company's Charter;
- g) The public company is responsible for disclosing information about the companies where the candidate holds the position of a member of the Board of Directors, other managerial titles, and interests related to the company of the Board of Directors candidate (if any).

2. A shareholder or a group of shareholders owning 05% or more of the total number of ordinary shares has the right to nominate candidates for the Board of Directors. A shareholder or a group of shareholders holding from 5% to less than 10% of the total voting shares has the right to nominate 01 candidate; from 10% to less than 30% to nominate up to 02 candidates; from 30% to less than 40% to nominate up to 03 candidates; from 40% to less than 50% to nominate up to 04 candidates; from 50% to less than 60% to nominate up to 05 candidates;



from 60% to less than 70% to nominate up to 06 candidates; from 70% to less than 80% to nominate up to 07 candidates; and from 80% to less than 90% to nominate up to 08 candidates.

3. In the event that the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, the incumbent Board of Directors shall introduce additional candidates or organize a nomination in accordance with the Company's Charter, Internal regulations on corporate governance, and Operation regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must meet the standards and conditions stipulated in Clause 1, Clause 2, Article 155 of the Law on Enterprises and the Company's Charter.

#### **Article 25. Composition and term of office of members of the Board of Directors**

1. The number of members of the Board of Directors is 05 persons.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In the event that all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected as replacements and take over the work.

3. The structure of members of the Board of Directors is as follows:

The structure of the Board of Directors of a public company must ensure that at least 1/3 of the total number of Board of Directors members are non-executive members.

The company's Board of Directors must ensure there is at least 01 independent member of the Board of Directors.

Members of the Board of Directors must meet the following standards and conditions:

a) Having full civil act capacity, and not belonging to the category of persons stipulated in Clause 2, Article 17 of the Law on Enterprises;

b) Having professional qualifications and experience in business administration or in the fields, business lines, and trades of the company, and not necessarily being a shareholder of the company;

c) A member of the company's Board of Directors may simultaneously be a Board member of another company;

d) Having good health, good moral qualities, honesty, and integrity.

Independent members of the Board of Directors must meet the standards and conditions mentioned above, as well as the following standards and conditions:

a) Not being a person currently working for the company, the parent company, or a subsidiary of the company; not being a person who has worked for the company, the parent company, or a subsidiary of the company for at least the 03 preceding consecutive years;



b) Not being a person currently receiving a salary or remuneration from the company, except for the allowances that members of the Board of Directors are entitled to in accordance with regulations;

c) Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, or biological sister is a major shareholder of the company; or is a manager of the company or a subsidiary of the company;

d) Not being a person who directly or indirectly owns at least 01% of the total voting shares of the company;

e) Not being a person who has been a member of the Board of Directors or the Supervisory Board of the company for at least the 05 preceding consecutive years, except in cases of consecutive appointment for 02 terms.

An independent member of the Board of Directors must notify the Board of Directors upon no longer meeting the qualified conditions.

4. A member of the Board of Directors loses their status as a member of the Board of Directors in the event of being dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with the provisions of Article 160 of the Law on Enterprises.

5. The appointment of members of the Board of Directors must be disclosed as information in accordance with legal regulations on information disclosure on the securities market.

6. A member of the Board of Directors does not necessarily have to be a shareholder of the Company.

#### **Article 26. Powers and duties of the Board of Directors**

1. The Board of Directors is the managing body of the Company, having full authority in the name of the Company to decide and exercise the rights and obligations of the Company, except for those rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:

a) To decide on the strategy, medium-term development plan, and annual business plan of the Company;

b) To recommend the types of shares and the total number of shares authorized to be offered for sale of each type;

c) To decide on the sale of unsold shares within the number of shares authorized to be offered for sale of each type; to decide on raising additional capital through other forms;

d) To decide on the selling prices of shares and bonds of the Company;

đ) To decide on the repurchase of shares in accordance with the provisions of Clause 1 and Clause 2, Article 133 of the Law on Enterprises;



- e) To decide on investment plans and investment projects within its authority and limits as prescribed by law;
- g) To decide on solutions for market development, marketing, and technology;
- h) To approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions valued at 35% or more of the total asset value recorded in the most recent financial statement of the Company, and contracts and transactions under the decision-making authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
- i) To elect, relieve from duty, and dismiss the Chairman of the Board of Directors; to appoint, relieve from duty, sign contracts, and terminate contracts with the General Director and other important managers as stipulated by the Company's Charter; to decide on the salary, remuneration, bonus, and other benefits of those managers; to appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders in other companies, and to decide on the remuneration and other benefits of such persons;
- k) To supervise and direct the General Director and other managers in conducting the daily business operations of the Company;
- l) To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, and representative offices, and the capital contribution to or purchase of shares of other enterprises;
- m) To approve the agenda and content of documents serving the General Meeting of Shareholders; to convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
- n) To submit the audited annual financial statements to the General Meeting of Shareholders;
- o) To recommend the dividend rate to be paid; to decide on the time limit and procedures for paying dividends or handling losses incurred during business operations;
- p) To recommend the reorganization or dissolution of the Company; to request the bankruptcy of the Company;
- q) To decide on issuing the Operation Regulations of the Board of Directors and the Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; and the Regulations on Information Disclosure of the Company;
- s) To decide on investments not included in the business plan ranging from 01 billion VND to less than 35% of the total asset value recorded in the most recent financial statement of the company. In case an investment project falls under the decision-making authority of the General Meeting of Shareholders, but the company has not been able to hold a Meeting in time to seek a decision on the investment, the Board of Directors shall, based on the feasibility and efficiency of the project, approve the investment policy of the project and report it to the General Meeting of Shareholders at the nearest subsequent session. In this case, the company's Board of Directors must take responsibility for its decision before the General Meeting of Shareholders;



t) Other rights and obligations in accordance with the Law on Enterprises, the Law on Securities, other legal regulations, and the Company's Charter.

3. The Board of Directors must report to the General Meeting of Shareholders the operational results of the Board of Directors in accordance with the provisions of 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 27. Remuneration, bonuses, and other benefits of members of the Board of Directors**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the working days necessary to complete the duties of a member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration level for each member on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is accounted for as a business 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 must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions, or members of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks outside the ordinary scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum payment per occasion, salary, commission, a percentage of profits, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, meals, accommodation, and other reasonable expenses they have incurred while performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

6. Members of the Board of Directors may have liability insurance purchased for them by the Company upon the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of members of the Board of Directors related to violations of the law and the Company's Charter.

#### **Article 28. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors is elected, relieved of duty, and dismissed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors shall not concurrently serve as the General Director.

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



- a) To formulate the working programs and plans of the Board of Directors;
- b) To prepare the agenda, contents, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;
- c) To organize the passing of resolutions and decisions of the Board of Directors;
- d) To supervise the process of implementing the resolutions and decisions of the Board of Directors;
- đ) To chair the meetings of the General Meeting of Shareholders;
- e) Other rights and obligations in accordance with the Law on Enterprises and the Company's Charter.

4. In the event that the Chairman of the Board of Directors submits a resignation letter or is relieved of duty or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or the date of relief of duty or dismissal.

5. In the event that the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles stipulated in the Company's Charter. If there is no authorized person, or the Chairman of the Board of Directors is dead, missing, held in temporary detention, serving a prison sentence, serving an administrative handling measure at a compulsory drug rehabilitation establishment or compulsory educational establishment, absconding from their place of residence, has limited or lost civil act capacity, has cognitive and behavioral control difficulties, or is prohibited by a Court from holding a position, practicing a profession, or doing certain jobs, the remaining members shall elect one person from among the members to hold the position of Chairman of the Board of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

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

1. The Chairperson of the Board of Directors shall be elected in the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member who received the highest number of votes or the highest percentage of votes. In the event that more than one member has the highest and equal number or percentage of votes, the members shall elect by majority vote to select 01 person among them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once a quarter and may hold extraordinary meetings.

3. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a) Upon the request of the Supervisory Board or an independent member of the Board of Directors;
- b) Upon the request of the General Director or at least 05 other managers;
- c) Upon the request of at least 02 members of the Board of Directors.



4. The request stipulated in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions within the authority of the Board of Directors.

5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request stipulated in Clause 3 of this Article. In case of failure to convene the meeting of the Board of Directors as requested, the Chairperson of the Board of Directors must bear responsibility for any damages caused to the Company; the requester(s) shall have the right to convene the meeting of the Board of Directors in place of the Chairperson.

6. The Chairperson of the Board of Directors or the convener of the Board of Directors meeting must send a notice of invitation to the meeting at least 03 working days before the meeting date. The notice of invitation must specify the time and venue of the meeting, the agenda, the issues to be discussed, and the decisions to be made. The notice of invitation must be accompanied by the documents to be used at the meeting and the members' voting slips.

The notice of invitation to the Board of Directors meeting may be sent by physical invitation, telephone, fax, electronic means, or other methods prescribed by the Company's Charter, ensuring that it reaches the contact address of each member of the Board of Directors registered with the Company.

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

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

8. A meeting of the Board of Directors shall be conducted when at least 3/4 of the total number of members attend. In the event that a meeting convened in accordance with this clause does not have a sufficient number of attending members as prescribed, it may be convened for a second time within 07 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend.

9. A member of the Board of Directors is considered to have attended and voted at the meeting in the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend and vote as prescribed in Clause 11 of this Article;
- c) Attending and voting via video conference, electronic voting, or other electronic forms;
- d) Sending a voting slip to the meeting by mail, fax, or email.

10. In case the voting slip is sent to the meeting by mail, it must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors at least 01 hour before the opening of the meeting. The voting slips may only be opened in the presence of all attendees.



11. Members must fully attend the meetings of the Board of Directors. A member may authorize another person to attend the meeting and vote if approved by a majority of the members of the Board of Directors.

12. Resolutions and decisions of the Board of Directors shall be passed if approved by a majority of the attending members; in case of an equal number of votes, the final decision shall rest with the side supported by the Chairperson of the Board of Directors.

#### **Article 30. Subcommittees of the Board of Directors**

1. The Board of Directors may establish affiliated subcommittees to be in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of members of a subcommittee shall be decided by the Board of Directors, with a minimum of 03 persons, including members of the Board of Directors and external members. Independent members of the Board of Directors / non-executive members of the Board of Directors should constitute a majority in the subcommittee, and one of these members shall be appointed as the Head of the subcommittee pursuant to a decision of the Board of Directors. The operations of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are only valid when approved by a majority vote of the members attending the subcommittee meeting.

2. The implementation of decisions made by the Board of Directors or its affiliated subcommittees must comply with current legal regulations, the provisions of the Company's Charter, and the Internal Regulations on Corporate Governance.

#### **Article 31. Person in charge of corporate governance**

1. The Board of Directors of the Company must appoint at least 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 as prescribed in Clause 5, Article 156 of the Law on Enterprises.

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

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

a) Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on related matters between the Company and its shareholders;

b) Preparing for meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;

c) Advising on the procedures of the meetings;

d) Attending the meetings;

đ) Advising on the procedures for drafting resolutions of the Board of Directors in accordance with the provisions of law;



e) Providing financial information, copies of minutes of the Board of Directors' meetings, and other information to members of the Board of Directors and members of the Supervisory Board;

g) Monitoring and reporting to the Board of Directors on the Company's information disclosure activities; h) Acting as the focal point of contact with stakeholders;

i) Keeping information confidential in accordance with the provisions of law and the Company's Charter.

## **VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Article 32. Organization of the management apparatus**

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company has a General Director, Deputy General Directors, a Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be passed by resolutions and decisions of the Board of Directors.

### **Article 33. Executives of the Company**

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

2. Upon the recommendation of the General Director and the approval of the Board of Directors, the Company may recruit other executives in a quantity and with standards suitable to the organizational structure and management regulations of the Company as prescribed by the Board of Directors. Enterprise executives must be responsible for assisting the Company in achieving its set objectives in operations and organization.

3. The General Director is entitled to a salary and bonus. The salary and bonus of the General Director are decided by the Board of Directors.

4. The salaries of the executives are included in the business expenses of the Company in accordance with the provisions of the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

### **Article 34. Appointment, dismissal, duties, and powers of the General Director**

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to serve as the General Director.

2. The General Director is the person who manages the daily business operations of the Company; is under the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of delegated rights and obligations.

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

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



- a) Deciding on matters related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;
- b) Organizing the implementation of resolutions and decisions of the Board of Directors;
- c) Organizing the implementation of the Company's business plans and investment plans;
- d) Proposing the organizational structure and internal management regulations of the Company;
- đ) Appointing, dismissing, and removing managerial positions within the Company, except for those under the authority of the Board of Directors;
- e) Deciding on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;
- g) Recruiting employees;
- h) Proposing plans for dividend payment or handling business losses;
- i) Other rights and obligations as prescribed by law, the Company's Charter, and the resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when a majority of the attending members of the Board of Directors with voting rights give their approval, and appoint a new General Director as a replacement.

## **IX. SUPERVISORY BOARD OR AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS**

### **Article 35. Nomination and self-nomination of members of the Supervisory Board (Supervisors)**

1. The nomination and self-nomination of members of the Supervisory Board shall be carried out similarly to the provisions in Clauses 1 and 2, Article 24 of this Charter.

2. In case 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 a nomination according to the provisions of the Company's Charter, Internal Regulations on Corporate Governance, and the Operational Regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

### **Article 36. Composition of the Supervisory Board**

1. The number of members of the Company's Supervisory Board is 03 persons. The term of office of a member of the Supervisory Board shall not exceed 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 the independent audit company that has conducted an audit of the Company's financial statements for the preceding 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 to be a member of the Supervisory Board as prescribed in Clause 2 of this Article;

b) Submitting a resignation letter that is approved;

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

a) Failing to complete the assigned tasks or duties;

b) Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;

c) Committing multiple or serious violations of the obligations of a Supervisory Board member as prescribed by the Law on Enterprises and the Company's Charter;

d) Other cases pursuant to a resolution of the General Meeting of Shareholders.

#### **Article 37. 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 based on the majority rule. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business operations of the enterprise.

2. Rights and obligations of the Head of the Supervisory Board:

a) Convening meetings of the Supervisory Board;

b) Requesting the Board of Directors, the General Director, and other executives to provide relevant information to report to the Supervisory Board;

c) Preparing and signing the report of the Supervisory Board after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

#### **Article 38. Rights and obligations of the Supervisory Board**

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

1. Proposing and recommending the General Meeting of Shareholders to approve the list of approved audit organizations to conduct the audit of the Company's Financial Statements; deciding on the approved audit organization to conduct an inspection of the Company's operations, and dismissing the approved auditors when deemed necessary.

2. Bearing responsibility to the shareholders for its supervisory activities.

3. Supervising the financial situation of the Company, and the legal compliance in the activities of members of the Board of Directors, the General Director, and other managers.

4. Ensuring operational coordination with the Board of Directors, the General Director, and the shareholders.

5. In case of detecting any violations of the law or the Company's Charter by a member of the Board of Directors, the General Director, or other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and implement remedial solutions.



6. Formulating the Operational Regulations of the Supervisory Board and submitting them to the General Meeting of Shareholders for approval.

7. Reporting at the General Meeting of Shareholders in accordance with Article 290 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities.

8. Having the right to access the Company's dossiers and documents kept at the head office, branches, and other locations; having the right to visit the working places of managers and employees of the Company during working hours.

9. Having the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company.

10. Other rights and obligations as prescribed by law and this Charter.

#### **Article 39. Meetings of the Supervisory Board**

1. The Supervisory Board must meet at least twice a year, with the number of attending members being at least 2/3 of the Supervisory Board members. Minutes of Supervisory Board meetings must be prepared in detail and clearly. The minutes taker and the members of the Supervisory Board attending the meeting must sign the meeting minutes. The minutes of Supervisory Board meetings must be retained to determine the responsibility of each Supervisory Board member.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the approved audit organization to attend and answer issues that need clarification.

#### **Article 40. Salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board**

Salaries, remuneration, bonuses, and other benefits of the members of the Supervisory Board are implemented according to the following provisions:

1. Members of the Supervisory Board are paid salaries, remuneration, bonuses, and other benefits pursuant to the decisions of the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board are reimbursed for reasonable expenses of meals, accommodation, travel, and expenses for using independent consulting services. The total level of remuneration and these expenses must 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 are included in the business expenses of the Company in accordance with the law on corporate income tax and other relevant laws, and must be set as a separate item in the annual financial statements of the Company.



## **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES**

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives have the responsibility to perform their duties, including those as members of the subcommittees of the Board of Directors, honestly and prudently for the best interests of the Company.

### **Article 41. Responsibility for honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers must disclose related interests in accordance with the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons may only use the information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers have the obligation to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, and other companies where the Company holds controlling rights of 50% or more of the charter capital with those subjects themselves or with their related persons as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the securities law on information disclosure.

4. A member of the Board of Directors must not vote on a transaction that brings benefits to that member 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 General Director, other managers, and their related persons must not use or disclose inside information to others to execute related transactions.

6. A transaction between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and related individuals or organizations to these subjects is not invalidated in the following cases:

a) For a transaction with a value of less than 35% of the total value of assets recorded in the most recent financial statements, the important contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, have been reported to the Board of Directors and approved by the Board of Directors with the majority vote of the Board members who do not have related interests;

b) For a transaction with a value of 35% or more, or transactions resulting in the value of transactions arising within 12 months from the date of the first transaction being 35% or more of the total asset value recorded in the most recent financial statements, the important contents of this transaction, as well as the relationships and interests of the members of the Board of



Directors, members of the Supervisory Board, the General Director, and other executives, have been disclosed to the shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who do not have related interests.

#### **Article 42. Liability for damages and indemnification**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives who violate their obligations, their responsibilities of honesty and prudence, or fail to fulfill their obligations must bear responsibility for any damages caused by their violations.

2. The Company shall indemnify persons who have been, are, or may become a related party in complaints, lawsuits, or prosecutions (including civil and administrative cases, but not lawsuits initiated by the Company) if that person was or is a member of the Board of Directors, a member of the Supervisory Board, the General Director, another executive, an employee, or an authorized representative of the Company who has performed or is performing duties as authorized by the Company, acting honestly and prudently for the best interests of the Company on the basis of compliance with the law, and there is no evidence confirming that such person has violated their responsibilities.

3. Indemnification expenses include judgment costs, fines, and actual payable amounts incurred (including attorney's fees) when resolving these cases within the framework permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned indemnification liabilities.

### **XI. RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS**

#### **Article 43. Right to inspect books and records**

1. Ordinary shareholders have the right to inspect books and records, specifically as follows:

a) Ordinary shareholders have the right to examine, inspect, and extract information regarding names and contact addresses in the list of shareholders with voting rights; to examine, inspect, extract, or copy the Company's Charter, minutes of the General Meetings of Shareholders, and resolutions of the General Meetings of Shareholders;

b) A shareholder or a group of shareholders owning 05% or more of the total ordinary shares has the right to examine, inspect, and extract minutes and resolutions/decisions of the Board of Directors, mid-year and annual financial statements, reports of the Supervisory Board, contracts and transactions requiring approval by the Board of Directors, and other documents, except for documents related to the Company's commercial secrets or business secrets.

2. In the event that an authorized representative of a shareholder or a group of shareholders requests to inspect books and records, it must be accompanied by a power of attorney from the shareholder or group of shareholders that the person represents, or a notarized copy of this power of attorney.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives have the right to inspect the Company's register of



shareholders, list of shareholders, books, and other records of the Company for purposes related to their positions, provided that such information must be kept confidential.

4. The Company must retain this Charter and its amendments and supplements, the Enterprise Registration Certificate, internal regulations, documents proving asset ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, meeting minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as prescribed by law at the head office or another location, provided that the shareholders and the Business Registration Authority are notified of the storage location of these documents.

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

## **XII. EMPLOYEES AND TRADE UNION**

### **Article 44. Employees and trade union**

1. The General Director must prepare a plan for the Board of Directors to approve on matters related to recruitment, termination of employment, salaries, social insurance, welfare, rewards, and discipline for employees and enterprise executives.

2. The General Director must prepare a plan for the Board of Directors to approve on matters related to the Company's relationship with trade union organizations in accordance with the best management standards, practices, and policies, the practices and policies prescribed in this Charter, the Company's regulations, and current legal regulations.

## **XIII. PROFIT DISTRIBUTION**

### **Article 45. Profit distribution**

1. The General Meeting of Shareholders shall decide on the rate of dividend payment and the method of annual dividend payment from the retained earnings of the Company.

2. The Company shall not pay interest on dividend payments or payments related to a class of shares.

3. The Board of Directors may recommend that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors shall be the body responsible for executing this decision.

4. In case dividends or other amounts related to a class of shares are paid in cash, the Company must make the payment in Vietnamese Dong. The payment may be made directly or through banks based on the detailed bank account information provided by the shareholder. In the event the Company has transferred the funds in accordance with the exact bank details provided by the shareholder but that shareholder does not receive the money, the Company shall not be liable for the amount transferred to this shareholder. The payment of dividends for shares listed/registered for trading at the Stock Exchange may be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision determining a specific date to close the list of shareholders.



Based on that date, persons registered as shareholders or owners of other securities are entitled to receive dividends in cash or shares, receive notices, or other documents.

6. Other matters relating to profit distribution:

- The realized profit of the Company, after the payment of corporate income tax in accordance with the law on corporate income tax and the offsetting of previous years' losses, shall be distributed to the bonus and welfare funds, paid as dividends to shareholders, and appropriated to the development investment fund. The level of appropriation to the funds and dividend payment to shareholders shall be implemented in accordance with the plan submitted by the Board of Directors and approved by the General Meeting of Shareholders of the Company, but shall not exceed the maximum level permitted by the State.

- The management and use of funds shall comply with the regulations of the State and the financial regulations of the enterprise.

#### **XIV. BANK ACCOUNTS, FINANCIAL YEAR, AND ACCOUNTING SYSTEM**

##### **Article 46. Bank accounts**

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

2. Subject to the prior approval of the competent authority, in necessary cases, the Company may open bank accounts abroad in accordance with the provisions of law.

3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company opens its accounts.

##### **Article 47. Financial year**

The financial year of the Company begins on January 01 and ends on December 31 of the calendar year.

##### **Article 48. Accounting system**

1. The accounting system used by the Company is the corporate accounting system or another accounting system promulgated or approved by the competent authority.

2. The Company shall prepare accounting books in Vietnamese and retain accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the transactions of the Company.

3. The Company uses the Vietnamese Dong as the currency unit in accounting. In case the Company has economic transactions arising mainly in a foreign currency, it may choose that foreign currency as the accounting currency unit, bear responsibility for that choice before the law, and notify the direct tax management authority.

#### **XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND RESPONSIBILITY FOR INFORMATION DISCLOSURE**

##### **Article 49. Annual, semi-annual, and quarterly financial statements**

1. The Company must prepare annual financial statements, and the annual financial statements must be audited in accordance with the provisions of law. The Company shall



disclose the audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authorities.

2. The annual financial statements must fully include the reports, appendices, and explanatory notes in accordance with the law on corporate accounting. The annual financial statements must truthfully and objectively reflect the operational situation of the Company.

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

#### **Article 50. Annual report**

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

### **XVI. COMPANY AUDIT**

#### **Article 51. Auditing**

1. The General Meeting of Shareholders shall appoint an independent audit company or approve a list of independent audit companies and authorize the Board of Directors to decide on the selection of one of these firms to conduct the audit of the Company's financial statements for the next financial year based on the terms and conditions agreed upon with the Board of Directors.

2. The audit report is attached to the annual financial statements of the Company.

3. The independent auditor performing the audit of the Company's financial statements is entitled to attend the General Meetings of Shareholders and has the right to receive notices and other information related to the General Meeting of Shareholders, and to speak at the meeting regarding issues related to the audit of the Company's financial statements.

### **XVII. SEAL OF THE ENTERPRISE**

#### **Article 52. Seal of the enterprise**

1. The seal includes a seal made at a seal-engraving establishment or a seal in the form of a digital signature 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 current legal regulations.

### **XVIII. DISSOLUTION OF THE COMPANY**

#### **Article 53. Dissolution of the Company**

1. The Company may be dissolved in the following cases: a) Pursuant to a resolution or decision of the General Meeting of Shareholders; b) Revocation of the Enterprise Registration Certificate, unless otherwise prescribed by the Law on Tax Administration; c) Other cases as prescribed by law.

2. The dissolution of the Company is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if compulsory) in accordance with regulations.



**Article 54. Liquidation**

1. At least 06 months after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent audit company. The Liquidation Committee shall prepare its own operational regulations. The members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be prioritized for payment by the Company before other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on the date of its establishment and the date of commencing operations. From that moment, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.

3. The proceeds from the liquidation shall be paid in the following order:

- a) Liquidation expenses;
- b) Debts for salaries, severance pay, social insurance, and other benefits of employees pursuant to the collective labor agreement and signed labor contracts;
- c) Tax debts;
- d) Other debts of the Company;
- đ) The remainder after paying all debts from items (a) to (d) above shall be distributed to the shareholders.

**XIX. RESOLUTION OF INTERNAL DISPUTES****Article 55. Resolution of internal disputes**

1. In the event a dispute or complaint arises relating to the operations of the Company, or the rights and obligations of shareholders as prescribed by the Law on Enterprises, the Company's Charter, other legal regulations, or agreements between: a) A shareholder and the Company; b) A shareholder and the Board of Directors, the Supervisory Board, the General Director, or other executives;

The related parties shall attempt to resolve such dispute through negotiation and mediation. Except where the dispute involves the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the dispute resolution and require each party to present information relating to the dispute within 10 working days from the date the dispute arises. In the event the dispute involves the Board of Directors or the Chairperson of the Board of Directors, any party may request the Supervisory Board to appoint an independent expert to act as a mediator for the dispute resolution process.

2. In the event a mediation decision is not reached within 06 weeks from the commencement of the mediation process, or if the decision of the mediator is not accepted by the parties, either party may bring the dispute to Arbitration or the Court.



3. The parties shall bear their own costs relating to the negotiation and mediation procedures. The payment of Court expenses shall be made in accordance with the judgment of the Court.

## **XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER**

### **Article 56. Company Charter**

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

2. In the event that the law contains provisions relating to the Company's operations that have not been mentioned in this Charter, or in the event of new legal provisions that differ from the terms in this Charter, such legal provisions shall apply to regulate the Company's operations.

## **XXI. EFFECTIVE DATE**

### **Article 57. Effective date**

1. This Charter, comprising 21 chapters and 57 articles, was unanimously approved by the General Meeting of Shareholders of Song Da Industry Trade Joint Stock Company on April 24, 2026, in Hanoi, and the full text of this Charter was jointly approved to take effect.

2. The Charter is made in 05 copies with equal validity and must be retained at the head office of the Company.

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

4. Copies or extracts of the Company's Charter are valid only when signed by the Chairperson of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

**LEGAL REPRESENTATIVE  
GENERAL DIRECTOR**



*Nguyen Trong Trai*

**ON BEHALF OF THE GENERAL  
MEETING OF SHAREHOLDERS  
CHAIRMAN OF THE BOARD OF  
DIRECTORS**



*Nguyen Trong San*



No.: 69 /CBTT-STP

Re: Disclosure of information of  
Resolution and minutes of the 2026  
annual general meeting of shareholders

Hanoi, April 24, 2026

## INFORMATION DISCLOSURE

**To:** State Securities Commission of Vietnam  
Hanoi Stock Exchange

1. Organization name: Song Da Industry Trade Joint Stock Company
- Stock code: STP
  - Address: 41 Quyet Thang Street, Duong Noi Ward, Hanoi City
  - Tel.: 024. 33521290/33828440

2. Content of the disclosed information:

- Resolution and minutes of the 2026 Annual General Meeting of Shareholders of Song Da Industry Trade Joint Stock Company held on April 24, 2026.

3. This information has been published on the company's website on April 24, 2026 at the link: [stp.com.vn](http://stp.com.vn)

We hereby commit that the information disclosed above is true and we are fully responsible before the law for the content of the disclosed information.

\* **Attachments:**

- Resolution No. 01/2026/NQ-DHDCD
- Meeting Minutes No. 01/2026/BB-DHDCD
- Report of the Board of Directors; Report of the Board of Supervisors.
- Charter SongDa Industry Trade Joint Stock Company

Person authorized to disclose information



Vu Thuy Quynh

**Recipients:**

- As stated in 'To'
- Filed