

SOCIALIST REPUBLIC OF VIETNAM

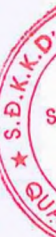
Independence - Freedom – Happiness



CHARTER

BOOK AND EDUCATIONAL EQUIPMENT JOINT STOCK COMPANY OF HO CHI MINH CITY

Ho Chi Minh City, June, 2026



CHARTER OF BOOK AND EDUCATIONAL EQUIPMENT JOINT STOCK COMPANY
OF HO CHI MINH CITY

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CHARTER OF BOOK AND EDUCATIONAL EQUIPMENT JOINT STOCK COMPANY
OF HO CHI MINH CITY

PREAMBLE

This Charter was adopted pursuant to the Resolution of the General Meeting of Shareholders on April 03, 2026.

I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

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

- a) *Charter capital* means the total par value of shares sold or registered for purchase upon the establishment of a joint stock company and as stipulated in Article 6 of this Charter;
- b) *Voting capital* means share capital, whereby the owner has the right to vote on matters falling under the decision-making authority of the General Meeting of Shareholders;
- c) *Law on Enterprises* means Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of The Socialist Republic Of Vietnam on June 17, 2020 and its amending and supplementing documents;
- d) *Law on Securities* means Law on Securities No. 54/2019/QH14 passed by the National Assembly of The Socialist Republic Of Vietnam on November 26, 2019 and its amending and supplementing documents;
- e) *Vietnam means* The Socialist Republic Of Vietnam;
- f) *Establishment date* means the date the Company was first granted its Business Registration Certificate (Business Registration Certificate and equivalent documents);
- g) *Enterprise Operator* means the General Director, Deputy General Director, Chief Accountant;
- h) *Enterprise Manager* means the company's managers, including the Chairman Of The Board Of Directors, members of the Board of Directors, General Director, and other individuals holding management titles appointed by the General Meeting of Shareholders or the Board of Directors;
- i) *Affiliated persons* means individuals, organizations as stipulated in Clause 46, Article 4 of the Law on Securities;
- j) *Shareholder* means an individual or organization owning at least one share of a joint stock company;
- k) *Founding Shareholder* means a shareholder owning at least one common share and signing the list of founding shareholders of the joint stock company;

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- l) *Major shareholders* means a shareholder as stipulated in Clause 18, Article 4 of the Law on Securities;
- m) *Term of operation* means the Company's operating period as stipulated in Article 2 of this Charter and any extended period (if any) approved by the Company's General Meeting of Shareholders;
- n) *The Stock Exchange* means Vietnam Stock Exchange and its Company's subsidiaries.
- o) *Definitions of trade secret, business secret:*

Definition of trade secret: Means confidential business information that provides a competitive advantage to the company.

Trade secrets may include: Formulas, manufacturing processes, designs, customer lists, business strategies, or any other information that is not publicly known and provides economic value.

Business secret: as per the provisions of the Law on Intellectual Property of The Socialist Republic Of Vietnam.

- 2. In this Charter, references to a provision or other document shall include any amendments, supplements, or replacement documents.
- 3. The headings (Sections, Articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.

**II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES,
BUSINESS LOCATIONS, TERM OF OPERATION AND LEGAL
REPRESENTATIVE OF THE COMPANY**

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

1. Name of company

- Company name in Vietnamese: CÔNG TY CỔ PHẦN SÁCH VÀ THIẾT BỊ TRƯỜNG HỌC THÀNH PHỐ HỒ CHÍ MINH

- Name of company in foreign language: Book and Educational Equipment Joint Stock Company of Ho Chi Minh City.

- Abbreviated name of company: STB JSC

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

3. Registered office of the Company:

- Address: 223 Nguyen Tri Phuong, An Dong Ward, Ho Chi Minh City, Vietnam.

- Telephone: 028 38 554 645

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- Fax: 028 38 564 307

- E-mail: lienhe@stb.com.vn

- Website: www.stb.com.vn

4. The Company may establish branches and representative offices within its business area to achieve the Company's operational objectives in accordance with the decision of the Board of Directors and within the limits permitted by law.

5. Unless its operation is terminated prematurely as stipulated in Clause 2, Article 55 or extended as stipulated in Article 56 of this Charter, the term of operation of the Company shall be indefinite from the date of establishment.

Article 3. Legal Representative of the Company

The Company has one legal representative who is the General Director.

The legal representative of the company is an individual who represents the company to exercise the rights and fulfill the obligations arising from the company's transactions, and to represent the company as plaintiff, defendant, or party with related rights and obligations before Arbitration or Court. The responsibilities of the legal representative shall be carried out in accordance with Article 13 of the Enterprise Law and other rights and obligations as stipulated by current laws.

The legal representative of the Company must reside in Vietnam; and must authorize another person in writing to exercise the rights and obligations of the legal representative at the Company when departing from Vietnam.

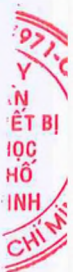
In case the authorization expires and the company's legal representative has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and obligations of the company's legal representative within the scope of the authorization until the company's legal representative returns to work, or until the Board of Directors decides to appoint another person to replace them.

In case of absence from Vietnam for more than 30 days without authorizing another person to exercise the rights and duties of the Company's legal representative, the Board of Directors shall appoint another person to replace them.

III. OBJECTIVES, BUSINESS SCOPE AND ACTIVITIES OF THE COMPANY

Article 4. Operational objectives of the Company

1. The Company's main business lines are:



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Business line code	Business line name
6810	Real estate business, land use rights belonging to owners, users or lessees. Details: Leasing non-residential houses and land such as offices, shops, commercial centers, production workshops, exhibition areas, warehouses, commercial centers...
8511	Nursery education.
8512	Kindergarten education.
8531	Primary vocational training.
8532	Intermediate vocational training.
8533	College-level vocational training.
5911	Production activities of motion pictures, video, and television programs Details: Video film production (excluding broadcasting and not performing fire and explosion effects; not using explosives, flammable substances, chemicals as props, tools for artistic programs, events, films)
4679	Other specialized wholesale not elsewhere classified Details: Trading chemicals (excluding highly toxic chemicals) (not storing chemicals)
4651	Wholesale of computers, peripheral equipment and software Details: Trading audio-visual equipment, computers, peripheral equipment, computer software.
8521	Primary education
8522	Secondary education
8523	High school education
3240	Manufacture of toys and games Details: Manufacture of Minor toys (without wood processing, forging, casting, metal rolling, stamping, forming, welding, painting; electroplating; waste recycling at the head office, excluding toys harmful to the character education, health of Minors or affecting social order and safety).
4649	Wholesale of other household goods Details: Trading textbooks. Trading cabinets, tables, chairs, wooden products, Minor toys (excluding toys harmful to the character education, health of Minors or affecting social order and safety),

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Business line code	Business line name
	sports equipment (excluding business of sports firearms and ammunition, rudimentary weapons).
3290 (Main)	Other manufacturing not elsewhere classified Details: Manufacture and supply of school equipment, teaching aids.
1811	Printing Details: Printing student textbooks and other school publications. Printing labels, packaging.
3101	Manufacture of beds, cabinets, tables, chairs Details: Manufacture of cabinets, tables, chairs, wooden products (without wood processing, forging, casting, metal rolling, stamping, forming, welding, painting; electroplating; waste recycling at the head office).
4711	General retail of food, food products, beverages, waterpipe tobacco, and waterpipe tobacco accounting for a large proportion
1075	Manufacture of prepared meals and dishes
1079	Manufacture of other food products not elsewhere classified.
1050	Processing of milk and dairy products.
5610	Restaurants and mobile food service activities.
5630	Beverage serving activities
5640	Intermediate service activities for food services
9329	Other amusement and recreation activities (excluding dance hall operations; excluding the business of prize-winning electronic games for foreigners and the business of online prize-winning electronic games).

2. Operational objectives of the Company:

The Company is established to mobilize and effectively utilize resources for investing activities, developing the business of producing books and school equipment, as well as other fields permitted by law.

Innovate production organization, management, and corporate governance; effectively leverage location advantages to maximize profit, create jobs for employees, increase returns for shareholders, contribute to the State budget, and develop the Company increasingly strong, ensuring a harmonious balance of interests among society, the enterprise, investors, and employees. Simultaneously serve the cause of education, culture, and local political tasks as regulated.

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Expand domestic and international business markets, enhance competitive capacity to build the Company into a sustainably developing enterprise with strong economic potential.

Article 5. Scope of business and operating activities of the Company

The Company is permitted to conduct operating activities in the registered business lines specified in this Charter, has notified changes in registration Content to the business registration authority, and has published them on the National Business Registration Portal. In cases where the Company conducts conditional investment business lines, the Company must fully meet the business conditions as stipulated by the Investment Law and relevant specialized laws.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Company's Charter capital is 56,655,300,000 VND (Fifty-six billion six hundred fifty-five million three hundred thousand VND).

The total Charter capital of the Company is divided into 5,665,530 shares (Five million six hundred sixty-five thousand five hundred thirty shares) with a par value of 10,000 VND/share (Ten thousand VND per share).

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

3. The Company's shares on the date this Charter is adopted include Common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are stipulated in Article 12, Article 13 of this Charter.

4. The Company may issue other types of preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of law.

5. The Company officially operates as a Joint Stock Company under Business Registration Certificate No. 0301325347 issued for the first time by the Department of Planning and Investment of HCMC on July 04, 2006. Pursuant to the provisions of the Enterprise Law, as of the current date, the Common shares of the founding shareholders have completed their transfer restriction period.

6. Common shares must be preferentially offered to existing shareholders in proportion to their Percentage of Common shares ownership in the Company, unless the General Meeting of Shareholders decides otherwise, the shares not fully subscribed by shareholders will be decided by the Company's Board of Directors. The Board of Directors may distribute such shares to shareholders and other parties under conditions no more favorable than those offered to existing shareholders, unless the General Meeting of Shareholders approves otherwise or securities law stipulates otherwise.

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7. The Company may repurchase shares issued by itself in the manner stipulated in this Charter and current law.

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

Article 7. Share certificates

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

2. A stock is a type of security that confirms the legal rights and interests of its owners in a portion of the issuing organization's share capital. A stock must contain all the Content as stipulated in Clause 1, Article 121 of the Enterprise Law.

3. Within 30 days from the date of submitting a complete application for the transfer of share ownership as stipulated by the Company, or within two months from the date of full payment for the purchase of shares as stipulated in the Company's stock issuance plan (or other period as stipulated by the issuance terms), the owners of the shares shall be issued a stock certificate. The owners of the shares are not required to pay the Company for the cost of printing stock certificates.

4. In the event that a stock is lost, damaged, or destroyed in any other form, the shareholder shall be reissued a stock by the Company upon their request. The shareholder's request must include the following content:

a) Information about the stock that has been lost, damaged, or destroyed in any other form;

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

Article 8. Other security certificates

Bond certificates or other security certificates of the Company shall be issued with the signature of the legal representative and the Company seal.

Article 9. Transfer of shares

1. All shares are freely transferable unless these Articles of Association and the law stipulate otherwise; stocks listed on the Stock Exchange shall be transferred in accordance with the provisions of securities law and the stock market law.

2. Shares that have not been fully paid may not be transferred or enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from owners' resources, the right to purchase newly offered shares, and other benefits as stipulated by law.

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Article 10. Forfeiture of shares

1. In the event that a shareholder fails to fully and timely pay the amount due for the purchase of shares, the Board of Directors shall notify and have the right to demand that such shareholder pay the remaining amount and be liable for an amount corresponding to the total par value of the subscribed shares for the Company's financial obligations arising from the failure to make full payment.
2. The aforementioned payment notice must clearly state a new payment deadline of at least 07 days from the date the notice is sent, the place of payment, and must clearly state that in case of failure to pay as required, the unpaid shares will be forfeited.
3. The Board of Directors has the right to forfeit shares that have not been fully and timely paid if the requirements in the aforementioned notice are not met.
4. Forfeited shares shall be considered shares available for offer as stipulated in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly or authorize the sale and redistribution under such terms and in such manner as the Board of Directors deems appropriate.
5. Shareholders holding forfeited shares must relinquish their shareholder status with respect to those shares, but shall remain liable for an amount corresponding to the total par value of the subscribed shares for the Company's financial obligations arising at the time of forfeiture as per the decision of the Board of Directors from the date of forfeiture until the date of payment. The Board of Directors has full authority to decide on enforcing the payment of the full value of the shares at the time of forfeiture.
6. A forfeiture notice shall be sent to the holder of the forfeited shares prior to the time of forfeiture. The forfeiture remains effective even in case of error or negligence in sending the notice.

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 11. Organizational structure, governance and control

1. The Company is an enterprise that participates in performing part or all stages in the process of publishing books and educational equipment for which Vietnam Education Publishing House Limited Company (Vietnam Education Publishing House) is responsible according to legal regulations; it is long-term associated with Vietnam Education Publishing House regarding economic benefits, technology, market, and business services.
2. The Company has Vietnam Education Publishing House's contributed capital of 52.54% of its Charter capital, in cases where Vietnam Education Publishing House's contributed capital in the company is below the power level but voluntarily participates in the parent company - Company's subsidiaries Group of Vietnam Education Publishing House and Vietnam Education Publishing House holds the

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power through an agreement signed between the two parties in accordance with legal regulations. The Company is a member enterprise of Vietnam Education Publishing House and is obliged to comply with the general regulations, provisions, and operating procedures of the parent company - Company's subsidiaries Group issued by Vietnam Education Publishing House.

3. The Company's management, governance, and control organizational structure includes:

3.1. General Meeting of Shareholders.

3.2. Board of Directors.

3.3. Board of Supervisors.

3.4. General Director.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Common 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 as stipulated by this Charter and the law. Each Common share carries one vote;
- b) To receive dividends at the rate decided by the General Meeting of Shareholders;
- c) To have priority in purchasing new shares commensurate with the percentage of Common shares held by each shareholder in the Company;
- d) To freely transfer their shares to others, except for cases stipulated in Clause 3, Article 120, Clause 1, Article 127 of the Enterprise Law and other relevant legal provisions;
- e) To examine, look up, and extract information about names and contact addresses in the list of shareholders with voting rights; to request correction of their inaccurate information;
- f) To examine, look up, extract, or copy this Charter, the minutes of the General Meeting of Shareholders and the Resolution of the General Meeting of Shareholders;
- g) When the Company is dissolved or bankrupt, to receive a portion of the remaining assets commensurate with the Percentage of shares held in the Company;
- h) To request the Company to repurchase shares in cases stipulated in Article 132 of the Enterprise Law;
- i) To be treated equally. Each share of the same type grants its holder equal rights, obligations, and benefits. In cases where the Company has preferred shares, the rights

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and obligations associated with preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

- j) To have full access to periodic and extraordinary information disclosed by the Company according to legal regulations;
- k) To have their legitimate rights and interests protected; to propose the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders, Board of Directors according to the provisions of the Enterprise Law;
- l) Other rights as stipulated by law and this Charter.

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

- a) To request the Board of Directors to convene a General Meeting of Shareholders according to the provisions in Clause 3, Article 115 and Article 140 of the Enterprise Law;
- b) Review, look up, and extract minutes, resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board of Supervisors, contracts, transactions requiring approval by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets;
- c) Request the Board of Supervisors to inspect specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following content: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, address for organizational shareholders; number of shares and time of share registration for each shareholder, total number of shares of the entire group of shareholders and the percentage of ownership in the total shares of the Company; the issue to be inspected, the purpose of the inspection;
- d) Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than 05 working days before the opening date. The proposal must clearly state the shareholder's name, the number of each type of shares held by the shareholder, and the issue proposed for inclusion in the meeting agenda;
- e) Other rights as stipulated by law and this Charter.

3. Shareholders or groups of shareholders owning 10% or more of the total Common shares have the right to nominate individuals to the Board of Directors and the Board of Supervisors. The nomination of individuals to the Board of Directors and the Board of Supervisors shall be carried out as follows:

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a) Common shareholders forming a group to nominate individuals to the Board of Directors and the Board of Supervisors must notify the shareholders attending the meeting about the group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of Members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this clause has the right to nominate one or more individuals, as per the decision of the General Meeting of Shareholders, to be candidates for the Board of Directors and the Board of Supervisors. If the number of candidates nominated by the shareholder or group of shareholders is less than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, they shall nominate the remaining candidates. This shall be carried out in accordance with the provisions of Article 25 and Article 37 of this Charter.

Article 13. Obligations of Shareholders

Common shareholders have the following obligations:

1. Pay in full and on time for the committed shares.
2. Shall not withdraw capital contributed by Common shares from the Company in any form, except when the shares are repurchased by the Company or another party. If a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this clause, that shareholder and related parties in the Company shall be jointly and severally liable for the Company's debts and other assets obligations to the extent of the value of the withdrawn shares and any damages incurred.
3. Comply with this Charter and the Company's Internal Management Regulations.
4. Abide by the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors.
5. Maintain confidentiality of information provided by the Company as stipulated in this Charter and by law; only use the provided information to exercise and protect their legitimate rights and interests; strictly prohibit disseminating, copying, or sending information provided by the Company to other organizations or individuals.
6. Attend the General Meeting of Shareholders and exercise voting/election rights through the following forms:
 - a) Attend and directly vote/elect at the meeting;
 - b) Authorize other individuals or organizations to attend and vote/elect at the meeting;
 - c) Attend and vote/elect via online conference, electronic voting, or other electronic forms;
 - d) Send voting/election ballots to the meeting via mail, fax, or email;

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- e) Send voting/election ballots by other means.
- 7. Bear personal responsibility when acting on behalf of the Company in any form to perform any of the following acts:
 - a) Violate the law;
 - b) Conduct business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c) Pay off undue debts before financial risk to the Company.
- 8. Fulfill other obligations as prescribed by current law.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders convenes annually once a year and within four (04) months from the date of the end of the fiscal year. The Board of Directors may decide to extend the annual General Meeting of Shareholders if necessary, but not exceeding 06 months from the date of the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue for 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 convenes the annual General Meeting of Shareholders and selects an appropriate venue. The annual General Meeting of Shareholders decides on matters as prescribed by law and this Charter, especially approving the audited annual financial statements. If the Company's annual financial statement audit report contains material exceptions, adverse or disclaimer audit opinions, the Company must invite a representative of the approved auditing firm that audited the Company's financial statements to attend the annual General Meeting of Shareholders, and the representative of the aforementioned approved auditing firm is responsible for attending 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 deems it necessary for the benefit of the Company;
 - b) The number of remaining members of the Board of Directors, members of the Board of Supervisors is less than the minimum number of members as prescribed by law;
 - c) At the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request to convene the General Meeting of Shareholders must be in writing, clearly stating the Reasons and purpose of the meeting, with sufficient signatures of the relevant shareholders or the written request

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is made in multiple copies and collects sufficient signatures of the relevant shareholders;

- d) At the request of the Board of Supervisors;
- e) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

The Board of Directors must convene the General Meeting of Shareholders within 60 days from the date the number of remaining members of the Board of Directors, members of the Board of Supervisors is as stipulated in Point b, Clause 3 of this Article or the request stipulated in Point c and Point d, Clause 3 of this Article is received.

- a) The Board of Directors must announce the case where the independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within 06 months from the date of receiving the notification from the relevant independent member of the Board of Directors;
- b) In case the Board of Directors fails to convene a General Meeting of Shareholders as stipulated in point a, Clause 4 of this Article, within the subsequent 30 days, the Board of Supervisors shall replace the Board of Directors in convening a General Meeting of Shareholders as stipulated in Clause 3, Article 140 of the Law on Enterprises;
- c) In case the Board of Supervisors fails to convene a General Meeting of Shareholders as stipulated in point b, Clause 4 of this Article, a shareholder or group of shareholders stipulated in point c, Clause 3 of this Article shall have the right to request the Company's representative to convene a General Meeting of Shareholders as stipulated in the Law on Enterprises;

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

- d) Procedures for organizing a General Meeting of Shareholders as stipulated 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) Approving the Company's development orientation;

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- b) Deciding on the types of shares and the total number of shares of each type authorized for offer; deciding on the annual dividends for each type of share;
- c) Electing, dismissing, and removing members of the Board of Directors, members of the Board of Supervisors;
- d) Deciding to invest in or sell assets valued at 35% or more of the total assets recorded in the Company's latest financial statements;
- e) Deciding to amend and supplement this Charter;
- f) Approving the annual financial statements;
- g) Deciding to repurchase more than 10% of the total sold shares of each type;
- h) Reviewing and handling violations by members of the Board of Directors, members of the Board of Supervisors that cause damage to the Company and its shareholders;
- i) Deciding on the reorganization or dissolution of the Company;
- j) Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors, Board of Supervisors;
- k) Approving/Amending, supplementing the Internal Governance Regulations; Operating Regulations of the Board of Directors, Board of Supervisors;
- l) Approving the list of approved auditing firms; deciding on the approved auditing firm to conduct audits of the Company's operations, dismissing approved auditors when deemed necessary;
- m) Other rights and obligations as stipulated by law.

2. The General Meeting of Shareholders discusses and approves the following matters:

- a) The Company's annual business plan;
- b) Audited annual financial statements;
- c) Report of the Board of Directors on governance and the performance of the Board of Directors and each member of the Board of Directors;
- d) Report of the Board of Supervisors on the Company's business results, the performance of the Board of Directors, and the General Director;
- e) Self-assessment report on the performance of the Board of Supervisors and its members;
- f) The level of dividends for each share of each type;
- g) The number of members of the Board of Directors, Board of Supervisors;
- h) Electing, dismissing, and removing members of the Board of Directors, members of the Board of Supervisors;

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- i) Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and Board of Supervisors;
- j) Approving the list of approved auditing firms; deciding on the approved auditing firm to conduct inspections of the company's operations when deemed necessary;
- k) Supplementing and amending this Charter;
- l) The type and number of new shares issued for each type of share and the transfer of shares by founding members within the first 03 years from the establishment date;
- m) Division, separation, consolidation, merger, or conversion of the Company;
- n) Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
- o) Decision on investing in or selling assets with a value of 35% or more of the total assets recorded in the Company's latest Financial Statement;
- p) Decision to repurchase over 10% of the total sold shares of each type;
- q) The Company entering into contracts and transactions with subjects specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the Company's total assets recorded in the latest financial report;
- r) Approving transactions specified in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP, December 31, 2020 of the government detailing the implementation of a number of articles of the Securities Law;
- s) Approving/Amending, supplementing the Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, the Operating Regulations of the Board of Supervisors;
- t) Other matters as stipulated by law and this Charter.

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

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders, or authorized representatives of institutional shareholders, may directly attend the meeting or authorize one or more other individuals or organizations to attend, or attend through one of the forms specified in Clause 3, Article 144 of the Enterprise Law, according to the following specific provisions:

- a) For individual shareholders, authorization may only be granted to 01 other individual or 01 other organization to attend the meeting;
- b) For institutional shareholders holding less than 10% of the total voting shares, a maximum of 02 other individuals or 02 other organizations may be authorized; for those holding from 10% to less than 50% of the total voting shares, a maximum of 03

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other individuals or 03 other organizations may be authorized to attend; for those holding 50% or more of the total voting shares, a maximum of 04 other individuals or 04 other organizations may be authorized to attend the meeting.

2. The authorization for individuals or organizations to represent at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in writing. The authorization document must be prepared in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the term of authorization, and the signatures of the authorizing party and the authorized party.

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

3. The ballot/voting slip of the authorized person attending the meeting, within the scope of authorization, remains valid if one of the following cases occurs:

- a) The principal is deceased, has restricted legal capacity, or is incapacitated;
- b) The principal has revoked the proxy appointment;
- c) The principal has revoked the authority of the proxy holder.

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

Article 17. Amendment of rights

1. Any amendment or cancellation of special rights attached to a class of preference shares shall be effective when approved by shareholders representing 65% or more of the total votes of all shareholders present at the meeting. A Resolution of the General Meeting of Shareholders regarding Content that adversely changes the rights and obligations of shareholders holding preference shares shall only be approved if assented to by preference shareholders of the same class present at the meeting holding 75% or more of the total preference shares of that class, or if assented to by preference shareholders of the same class holding 75% or more of the total preference shares of that class in the case of approving a resolution by way of written opinion.

2. The convening of a meeting of shareholders holding a class of preference shares to approve the aforementioned amendment of rights shall only be valid if there are at least 02 shareholders (or their authorized representatives) and holding at least 1/3 of the par value of the issued shares of that class. If there are not enough representatives as stated

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above, the meeting shall be reconvened within the next 30 days, and those holding shares of that class (regardless of the number of individuals and shares) present in person or by proxy shall be deemed to constitute the required quorum. At such meetings of preference shareholders, those holding shares of that class present in person or by proxy may request a secret ballot. Each share of the same class shall have equal voting rights at the aforementioned meetings.

3. The procedures for conducting such separate meetings shall be carried out in a similar manner to the provisions in Articles 19, 20 and 21 of these Articles of Association.

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

Article 18. Convening, agenda, and notice of General Meeting of Shareholders

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene extraordinary General Meetings of Shareholders in the cases stipulated in Clause 3, Article 14 of these Articles of Association.

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

- a) Prepare a list of shareholders eligible to participate and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of dispatching the notice of the General Meeting of Shareholders. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date;
- b) Prepare the agenda and content of the meeting;
- c) Prepare documents for the meeting;
- d) Draft the resolution of the General Meeting of Shareholders according to the proposed content of the meeting;
- e) Determine the time and venue for the meeting;
- f) Announce and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;
- g) Other tasks serving the meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures delivery to the shareholders' contact addresses, and simultaneously published on the Company's website and The State Securities

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Commission of Vietnam, The Stock Exchange where the Company's shares are listed. The convener of the General Meeting of Shareholders must send the notice of invitation to all shareholders on the list of shareholders entitled to attend no later than 21 days before the opening date of the meeting (calculated from the date the notice is validly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In cases where documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation must clearly state the link to all meeting documents for shareholders to access, including:

- a) Meeting agenda, documents used at the meeting;
- b) List and detailed information of candidates in case of electing members of the Board of Directors, members of the Board of Supervisors;
- c) Voting/election ballot;
- d) Draft Resolution for each issue on the meeting agenda.

4. A shareholder or group of shareholders as stipulated in Clause 2, Article 12 of these Articles of Association has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company no later than 05 working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of each type of shares held by the shareholder, contact address, nationality, ID card number, Citizen Identification Card, Passport, or other legal personal identification for individual shareholders; name, enterprise code or establishment Decision number, Address for organizational shareholders; the number and type of shares held by that shareholder, and the issue proposed to be included in the meeting agenda.

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

- a) The proposal is not submitted in accordance with the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the total Common shares as stipulated in Clause 2, Article 12 of these Articles of Association;
- c) The proposed issue is not within the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as stipulated by law and these Articles of Association.

6. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and content of the

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meeting, except for the cases specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and Content of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50% of the total voting shares.
2. In case the first meeting does not meet the conditions for conducting as stipulated in Clause 1 of this Article, a notice of invitation for the second meeting shall be sent within 30 days from the date scheduled for the first meeting. The second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents 33% or more of the total voting shares.
3. If the second meeting does not meet the conditions for conducting as stipulated in Clause 2 of this Article, the notice for the third meeting must be sent within 20 days from the date scheduled for the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting shares of the attending shareholders.

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

1. Before the opening of the meeting, the Company must carry out shareholder registration procedures and continue registration until all shareholders entitled to attend the meeting have registered in the following order:
 - a) When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/ballot, on which the registration number, the name of the shareholder, the name of the authorized representative, and the number of voting shares/ballots of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each issue in the program content. Voting shall be conducted by approving, disapproving, and abstaining. The vote counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting. The General Meeting shall elect those responsible for vote counting or supervising vote counting at the proposal of the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting;
 - b) Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has commenced shall have the right to register immediately and thereafter have the right to participate and vote/elect at the General Meeting immediately after registration. The Chairperson is not responsible for pausing

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the General Meeting to allow late-arriving shareholders to register, and the validity of the content already voted/elected on prior to that shall not change.

2. The election of the Chairperson, secretary, Shareholder/Delegate Eligibility Verification Committee, and Vote Counting Committee shall be stipulated as follows:

a) The Chairman of The Board of Directors shall act as Chairperson or authorize another Member of the Board of Directors to act as Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one among themselves to chair the meeting by majority rule. If a Chairperson cannot be elected, the Head of the Supervisors shall preside to allow the General Meeting of Shareholders to elect a Chairperson from among the attendees, and the person with the highest number of votes shall be the Chairperson of the meeting;

b) Except for the case stipulated in point a of this Clause, the person who signed the convocation for the General Meeting of Shareholders shall preside to allow the General Meeting of Shareholders to elect a Chairperson for the meeting, and the person with the highest number of votes shall be the Chairperson of the meeting;

c) The Chairperson shall appoint one or more persons to act as secretary of the meeting; the Shareholder/Delegate Eligibility Verification Committee shall serve the meeting;

d) The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee at the proposal of the Chairperson of the meeting.

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

4. The Chairperson of the General 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 to reflect the wishes of the majority of attendees.

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

b) Ensure the safety of everyone present at the meeting venues;

c) Facilitate shareholders' attendance (or continued attendance) at the General Meeting of Shareholders. The convener of the General Meeting of Shareholders has full authority to change the aforementioned measures and apply all necessary measures. Applied measures may include issuing admission tickets or using other alternative forms.

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

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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 authority, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to comply with security check requirements.

6. The chairperson has the right to postpone the General Meeting of Shareholders for which a sufficient number of attendees have registered for a maximum of 03 working days from the scheduled opening date of the meeting, and may only postpone the meeting or change the meeting venue in the following cases:

a) The meeting venue does not have sufficient convenient seating for all attendees;

b) Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;

c) An attendee obstructs or disrupts order, posing a risk that the meeting cannot be conducted fairly and lawfully.

7. If the chairperson postpones or temporarily adjourns the General Meeting of Shareholders contrary to the provisions of Clause 6 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and preside over the meeting until its conclusion; all Resolutions passed at that meeting shall be effective.

8. If the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic forms as stipulated in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/NĐ-CP of December 31, 2020 of the government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be passed

1. Resolutions on the following content shall be passed if approved by shareholders representing 65% or more of the total Voting rate of all attending and voting shareholders, except for cases specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

a) Types of shares and total number of shares of each type;

b) Changes in business lines, trades, and sectors;

c) Changes in the Company's management organizational structure;

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- d) Investment projects or sale of assets with a value of 35% or more of the total value of assets recorded in the Company's most recent financial statements, unless this Charter stipulates a different Percentage or value;
 - e) Reorganization, dissolution of the Company;
 - f) Extension of the company's operation;
2. Resolutions shall be passed when approved by shareholders holding more than 50% of the total Voting rate of all attending and voting shareholders, except for cases specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.
3. In the case of electing members of the Board of Directors and members of the Board of Supervisors, the election of members of the BOD/BOS may be conducted by cumulative voting as stipulated in Clause 3, Article 148 of the Law on Enterprises.
4. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares are legal and effective even if the order and procedures for convening and passing such resolutions violate the provisions of the Enterprise Law and this Charter.

Article 22. Authority and procedures for collecting shareholders' written comments to approve Resolutions of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' written comments to approve Resolutions of the General Meeting of Shareholders shall be implemented according to the following provisions:

- 1. The Board of Directors is authorized to collect shareholders' written comments to approve resolutions of the General Meeting of Shareholders on the following matters:
 - a) Amending and supplementing the Content of this Charter;
 - b) Approving/amending, supplementing the Regulations on Corporate Governance; the Regulations on Operation of the Board of Directors; the Regulations on Operation of the Board of Supervisors
 - c) Company development orientation;
 - d) Type of shares and total number of shares of each type;
 - e) Electing, dismissing, removing Members of the Board of Directors and the Board of Supervisors;
 - f) Investment projects or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the company's most recent financial statements;
 - g) Restructuring, dissolving the company;
 - h) Changing business lines, trades, and fields of business;

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- i) Changing the company's management organizational structure;
 - j) Other matters under the authority of the General Meeting of Shareholders when deemed necessary for the benefit of the Company (excluding the provisions of Clause 6, Article 148 of the Enterprise Law).
2. The Board of Directors must prepare the opinion ballot, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution, and send them to all shareholders with voting rights at least 15 days before the deadline for returning the opinion ballot. The requirements and method for sending the opinion ballot and accompanying documents shall be implemented according to the provisions in Clause 3, Article 18 of this Charter.
3. The opinion ballot must include the following main content:
- a) Name, address, enterprise code;
 - b) Purpose of collecting comments;
 - c) Full name, contact Address, nationality, personal legal document number for individual shareholders; name, enterprise code or organizational legal document number, Address for institutional shareholders or full name, contact Address, nationality, personal legal document number for the representative of an institutional shareholder; number of shares of each type and the shareholder's voting shares;
 - d) Matter for which comments are needed to approve a decision;
 - e) Voting options including approval, disapproval, and no opinion for each matter on which comments are collected;
 - f) Deadline for returning the answered opinion ballot to the Company;
 - g) Full name, signature of the Chairman of The Board of Directors;
 - h) Ballots for The Board of Directors/Board of Supervisors using cumulative voting method (if any).
4. Shareholders may send the answered opinion ballot to the Company by mail, fax, or email according to the following provisions:
- a) In case of sending by mail, the answered opinion ballot must bear the signature of the individual shareholder, or the authorized representative or legal representative of the institutional shareholder. The opinion ballot sent to the Company must be enclosed in a sealed envelope and no one is allowed to open it before the vote count;
 - b) In case of sending by fax or email, the opinion ballot sent to the Company must be kept confidential until the time of the vote count;
 - c) Ballot papers sent to the Company after the deadline specified in the content of the ballot paper, or that have been opened in the case of mail delivery and disclosed in the

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case of fax or email submission, are invalid. Ballot papers not returned are considered as not participating in the voting.

5. The Board of Directors counts the ballots and prepares a ballot counting record under the supervision of the Board of Supervisors or a shareholder who does not hold a management Position in the Company. The ballot counting record must include the following main contents:

- a) Name, address, enterprise registration number;
- b) Purpose and issues for which opinions are to be collected to pass a resolution;
- c) Number of shareholders with the total number of votes/ballots cast, distinguishing between valid votes/ballots and invalid votes/ballots, and the method of submitting votes/ballots, along with an appendix listing shareholders participating in the voting/election;
- d) Total number of affirmative votes, negative votes, and abstentions for each issue, total number of votes for each candidate (if any);
- e) Issues that have been approved and the corresponding Voting rate;
- f) Full name, signature of the Chairman of The Board of Directors, ballot counter, and ballot supervisor.

Members of the Board of Directors, ballot counters, and ballot supervisors are jointly and severally liable for the honesty and accuracy of the ballot counting record; jointly and severally liable for damages arising from decisions that are passed due to dishonest or inaccurate ballot counting.

6. The ballot counting record and Resolution must be sent to shareholders within 15 days from the date of the conclusion of ballot counting. The sending of the ballot counting record and Resolution may be replaced by posting them on the Company's website within 24 hours from the time of the conclusion of ballot counting.

7. Returned ballot papers, ballot counting records, approved Resolutions, and related documents enclosed with the ballot papers must all be kept at the Company's head office.

8. The resolution was passed through the method of obtaining shareholders' opinions in writing, which is equivalent to a resolution passed at a General Shareholders' Meeting. The resolution was adopted with the contents specified in points d, f, h, i, and j, Clause 1 of this Article, through the written opinion method if the number of shareholders holding 65% of the total voting shares of all shareholders entitled to vote agrees. For other matters, the resolution is adopted if it is approved by shareholders holding more than 50% of the total voting shares of all shareholders entitled to vote..

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Article 23. Resolution, Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language and must include the following main contents:

- a) Name, head office address, enterprise registration number;
- b) Time and venue of the General Meeting of Shareholders;
- c) Meeting agenda and content of the meeting;
- d) Full name of the chairperson and secretary;
- e) Summary of the meeting's proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
- f) Number of shareholders and total voting rights of attending shareholders, appendix of registered shareholders, shareholder representatives attending the meeting with corresponding shares and votes;
- g) Total number of votes for each voting issue, specifying the voting method, total valid votes, invalid votes, affirmative, negative, and abstentions; corresponding percentage of the total votes of attending shareholders;
- h) Summary of votes for each candidate (if any);
- i) The issues that were approved and the corresponding percentage of approving votes;
- j) Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and containing full content as stipulated in this clause. The meeting minutes shall clearly state the chairperson's and secretary's refusal to sign the meeting minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting or other signatories in the meeting minutes shall be jointly responsible for the honesty and accuracy of the content of the minutes.

3. Minutes prepared in both Vietnamese and foreign languages shall have equal legal validity. In case of any difference in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall prevail.

4. The Resolution, minutes of the General Meeting of Shareholders, appendix of the list of shareholders registered to attend the meeting, power of attorney to attend the meeting, all documents attached to the minutes (if any) and related documents accompanying the notice of meeting invitation must be kept at the Company's head office.

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The Resolution, minutes of the General Meeting of Shareholders, and accompanying documents in the minutes and Resolution must be disclosed in accordance with the law on information disclosure in the securities market.

Article 24. Request to annul the Resolution of the General Meeting of Shareholders

Within 90 days from the date of receiving the Resolution or minutes of the General Meeting of Shareholders or the vote counting results minutes of the General Meeting of Shareholders, a shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law has the right to request the Court or Arbitration to review and annul the Resolution or part of the content of the Resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening and making a decision by the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and this Charter, except for the case specified in Clause 3, Article 21 of this Charter.
2. The Content of the Resolution violates the law or this Charter.

VII. BOARD OF DIRECTORS

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

1. If candidates for the Board of Directors have been identified, the Company must disclose information related to these candidates at least 10 days before the opening Date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the honesty and accuracy of the disclosed personal information and must commit to performing their duties honestly, diligently, and for the highest benefit of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a) Full name, date of birth;
- b) Qualification;
- c) Work experience;
- d) Other management positions (including positions on the Board of Directors of other companies);
- e) Interests related to the Company and its related parties;
- f) Other information (if any);

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The Company is responsible for disclosing information about the companies where the candidate holds the position as a member of the Board of Directors, other management Positions, and the candidate's interests related to the company (if any).

2. A shareholder or group of shareholders owning 10% or more of the total common shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and these Articles of Association. Shareholders holding common shares have the right to pool their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares are entitled to nominate one (01) candidate; from 20% to less than 30% are entitled to nominate a maximum of two (02) candidates; from 30% to less than 40% are entitled to nominate a maximum of three (03) candidates; from 40% to less than 50% are entitled to nominate a maximum of four (04) candidates; from 50% to less than 65% are entitled to nominate a maximum of five (05) candidates; from 65% or more are entitled to nominate a maximum of seven (07) candidates.

3. In case the number of Board of Directors candidates through nomination and self-nomination is still insufficient as stipulated in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with these Articles of Association, the Regulations on corporate governance, and the Regulations on operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must meet the standards and conditions as stipulated in Clause 1, Clause 2, Article 155 of the Law on Enterprises, these Articles of Association, and the Regulations on corporate governance.

Article 26. Composition and term of members of the Board of Directors

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

2. The term 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 a maximum of 02 consecutive terms. In case all members of the Board of Directors simultaneously complete their terms, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

3. The composition of the Board of Directors is as follows:

The company's Board of Directors structure must ensure at least 01 member of the Board of Directors is a non-executive member.

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The company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.

The number of Independent members of the Board of Directors must ensure that there is at least 01 independent member.

The rights, obligations, and methods of organizing and coordinating the activities of the Independent members of the Board of Directors shall be specifically stipulated in the Regulations on operation of the Board of Directors.

4. A member of the Board of Directors shall cease to be a member of the Board of Directors if dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

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

6. Members of the Board of Directors are not necessarily shareholders of the Company.

Article 27. Rights and obligations of the Board of Directors

1. The Board of Directors is the Company's management body, having full authority on behalf of the Company to decide and exercise the Company's rights and obligations, except for the 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, this Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

- a) Decide the Company's strategies, medium-term development plans, and annual business plans;
- b) Propose the classes of shares and the total number of shares of each class authorized for offer;
- c) Decide to sell unsold shares within the total number of shares of each class authorized for offer; decide to raise additional capital in other forms;
- d) Decide the selling price of the Company's shares and bonds;
- e) Decide to repurchase shares in accordance with the provisions of Clauses 1 and 2, Article 133 of the Law on Enterprises;
- f) Decide investment plans and investment projects within the authority and limits prescribed by law;
- g) Decide market development, marketing, and technology solutions;

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- h) Approve purchase, sale, borrowing, lending contracts and other contracts and transactions with a value of 35% or more of the total assets recorded in the Company's most recent financial statements, except for contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;
- i) Elect, relieve from duty, dismiss the Chairman of The Board of Directors; appoint, relieve from duty, sign contracts, terminate contracts with the General Director and other key managers as stipulated by this Charter; decide the salaries, remuneration, bonuses, and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, decide the remuneration and other benefits of such persons;
- j) Supervise, direct the General Director and other managers in the daily business operations of the Company;
- k) Decide the organizational structure, internal management regulations of the Company, decide to establish Company's subsidiaries, branches, representative offices, and the capital contribution, share purchase in other enterprises;
- l) Approve the agenda, content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass a resolution;
- m) Submit the audited annual financial statements to the General Meeting of Shareholders;
- n) Propose the dividends to be paid; decide the time limit and procedures for paying dividends or handling losses arising during business operations;
- o) Propose the reorganization, dissolution of the Company; request the Company's bankruptcy;
- p) Decide to issue the Regulations on Operation of the Board of Directors, the Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; the Regulations on Information Disclosure of the Company;
- q) Request the General Director, Deputy General Director, and other managers in the Company to provide information and documents regarding the financial status, operating activities of the Company and its units within the Company.
- r) The requested managers must provide timely, complete, and accurate information and documents as requested by the Member of the Board of Directors. The order and procedures for requesting and providing information are specifically stipulated in the Regulations on Operation of the Board of Directors.

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s) Other rights and obligations as stipulated by the Law on Enterprises, the Law on Securities, other legal provisions, and this Charter.

3. The Board of Directors must report the operational results of the Board of Directors to the General Meeting of Shareholders as stipulated in Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the government detailing the implementation of a number of articles of the Law on Securities, and Decree No. 245/2025/NĐ-CP of the government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the government detailing the implementation of a number of articles of the Law on Securities dated September 11, 2025.

Article 28. Remuneration, bonuses, and other benefits of Members of the Board of Directors

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

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

3. The remuneration of each member of the Board of Directors is included in the Company's business expenses as stipulated by the law on corporate income tax, is 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 on sub-committees of the Board of Directors or performing other tasks beyond the normal scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum fee per instance, salary, commission, percentage of profit, 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, accommodation, and other reasonable expenses that they 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 be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance

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does not cover the liabilities of members of the Board of Directors related to violations of the law and this Charter.

Article 29. Chairman of The Board of Directors, Vice Chairman of the Board of Directors

1. The Chairman of The Board of Directors is elected, relieved from duty, or dismissed by the Board of Directors from among its members of the Board of Directors and elects one of the remaining members as Vice Chairman of the Board of Directors.

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

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

- a) Develop the operational program and plan of the Board of Directors;
- b) Prepare the agenda, content, and documents for the meeting; convene, preside over, and chair meetings of the Board of Directors;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Supervise the implementation process of the resolutions and decisions of the Board of Directors;
- e) Preside over the General Meeting of Shareholders;
- f) Other rights and obligations as stipulated by the Enterprise Law and this Charter.

4. The Vice Chairman of The Board of Directors has the same rights and obligations as the Chairman of The Board of Directors in cases where the Chairman authorizes and when the Chairman has informed the Board of Directors of his/her absence. In cases where the Chairman of The Board of Directors is absent due to force majeure or no longer has full civil capacity to perform his/her duties, the Vice Chairman shall exercise the rights and obligations of the Chairman.

5. In cases where the Chairman of The Board of Directors or Vice Chairman of The Board of Directors submits a letter of resignation or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receiving the letter of resignation or being dismissed or removed.

6. In cases where the Chairman of The Board of Directors is absent or is impracticable to perform his/her duties, he/she must authorize in writing another Member to exercise the rights and obligations of the Chairman of The Board of Directors according to the principles stipulated in this Charter. In cases where there is no authorized person or the Chairman of The Board of Directors is deceased, missing, temporarily detained, serving a prison sentence, serving an administrative sanction at a compulsory drug rehabilitation facility, compulsory education facility, has fled from his/her place of residence, has limited or lost civil capacity, has difficulty in perception, controlling behavior, is

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prohibited by the Court from holding a position, practicing a profession or performing certain work, the remaining members shall elect one among them to hold the position of Chairman of The Board of Directors based on the principle of majority approval of the remaining Members until a new decision of the Board of Directors is issued.

Article 30. Meeting of the Board of Directors

1. The Chairman of The Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the Date of conclusion of the election of that Board of Directors. This meeting shall be convened and presided over by the Member with the highest number of votes or the highest percentage of votes. In cases where there is more than one Member with the highest and equal number of votes or Percentage of votes, the members shall elect by majority rule to choose one among them to convene the meeting of the Board of Directors.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
3. The Chairman of The Board of Directors convenes a meeting of the Board of Directors in the following cases:
 - a) Upon request by the Board of Supervisors or an independent member of the Board of Directors;
 - b) Upon request by the General Director or at least 05 other managers;
 - c) Upon request by at least 02 members of the Board of Directors;
 - d) Other cases (if any).
4. The request specified 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 Chairman of The Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article. If the Chairman of The Board of Directors fails to convene a meeting of the Board of Directors as requested, the Chairman of The Board of Directors shall be responsible for any damages incurred by the Company; the requesting party has the right to replace the Chairman of The Board of Directors to convene the meeting of the Board of Directors.
6. The Chairman of the Board of Directors or the convener of the Board of Directors meeting must send the notice of meeting at least 05 business days before the meeting date. The notice of meeting must specify the time and place of the meeting, the agenda, matters to be discussed and decided. The notice of meeting must be accompanied by documents to be used at the meeting and the member's ballot.

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The notice of the Board of Directors meeting may be sent by invitation letter, telephone, fax, electronic means, or other methods stipulated by this Charter, ensuring it reaches the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the notice of meeting and accompanying documents to members of the Board of Supervisors as for members of the Board of Directors.

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

8. A Board of Directors meeting shall be conducted when at least 3/4 of the total members attend. If the meeting convened under this clause does not have the required number of attending members, it shall be convened for a second time within 07 days from the date originally scheduled for 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. Members of the Board of Directors shall be deemed to have attended and voted at the meeting in the following cases:

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

10. In case of sending ballots to the meeting via mail, the ballots must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. Ballots shall only be opened in the presence of all attendees.

11. Voting

- a) Except for the provisions in point b, Clause 11, Article 30, each member of the Board of Directors or authorized person as stipulated in Clause 9 of this Article, personally present at the Board of Directors meeting, shall have one (01) vote;
- b) Members of the Board of Directors shall not vote on contracts, transactions, or proposals in which that member or a person related to that member has an interest, and that interest conflicts or may conflict with the Company's interests. Members of the Board of Directors shall not be counted towards the minimum percentage of members present to hold a Board of Directors meeting for decisions on which that member has no right to vote;
- c) As stipulated in point d, Clause 11, Article 30, when an issue arises at the meeting related to the interest or voting right of a Member of the Board of Directors and that

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member does not voluntarily relinquish their voting right, the chairperson's ruling shall be the final Decision, unless the nature or extent of the related Member of the Board of Directors' interest has not been fully disclosed;

- d) A Member of the Board of Directors who benefits from a contract stipulated in points a and b, Clause 6, Article 43 of this Charter shall be deemed to have a significant interest in that contract;
- e) A Supervisor has the right to attend Board of Directors meetings, has the right to discuss but not to vote.

12. A Member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been or is proposed to be entered into with the Company, and knows they have an interest therein, is responsible for disclosing this interest at the first meeting of the Board discussing the execution of such contract or transaction. If a member of the Board of Directors does not know that they and their related persons have an interest at the time the contract or transaction is signed with the Company, such member of the Board of Directors must disclose the relevant interests at the first meeting of the Board of Directors held after such member becomes aware that they have or will have an interest in the aforementioned transaction or contract.

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

14. Resolutions, Decisions of the Board of Directors shall be approved if assented to by a majority of the members present at the meeting; in case of an equal number of votes, the final decision rests with the side supported by the opinion of the Chairman of The Board of Directors.

15. The Board of Directors has the right to solicit written opinions from Members of the Board of Directors to approve a Resolution of the Board of Directors when approving matters within the authority of the Board of Directors as stipulated in Clause 2, Article 27 of this Charter.

A Resolution in the form of soliciting written opinions shall be approved based on the affirmative votes of a majority of members of the Board of Directors with voting rights. This Resolution has the same legal effect and value as a resolution approved at a meeting.

16. Meetings of the Board of Directors may be held in the form of online conferences among members of the Board of Directors when all or some members are in different locations, provided that each participant can:

- a) Hear each other member of the Board of Directors participating and speaking in the meeting;

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- b) Speak simultaneously with all other participants. Discussions among members may be conducted directly via Telephone or by other communication means, or a combination of these methods. A member of the Board of Directors participating in such a meeting shall be deemed "present" at that meeting. The location where a meeting held under this provision is deemed to take place is the location with the largest number of members of the Board of Directors, or the location where the Chairman of the meeting is present.

Decisions approved in a meeting held and conducted legitimately via telephone shall take effect immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors who participated in this meeting.

17. The Chairman of The Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and such minutes shall be conclusive evidence of the business transacted at the meeting unless an objection to the content of the minutes is raised within ten (10) days from the date of dispatch. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may also be prepared in English. The minutes must bear the signatures of the chairman and the minute-taker.

Article 31. Sub-committees of the Board of Directors

1. The Board of Directors may establish sub-committees to be responsible for development policy, human resources, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors, with a minimum of 02 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 sub-committee, and one of these members shall be appointed as the Head of the sub-committee by decision of the Board of Directors. The activities of the sub-committee must comply with the regulations of the Board of Directors. A resolution of the sub-committee shall only be effective when approved by a majority of the participants present and voting at the sub-committee meeting.

2. The execution of a decision of the Board of Directors, or of a sub-committee directly under the Board of Directors, must comply with current legal provisions and the provisions of this Charter, and the Regulations on corporate governance.

Article 32. Person in charge of corporate governance

1. The Company's Board of Directors 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 in accordance with the provisions of Clause 5, Article 156 of the Law on Enterprises.

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2. The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.
3. The person in charge of corporate governance has the following rights and obligations:
 - a) Advise the Board of Directors on organizing the General Meeting of Shareholders as prescribed and on related matters between the Company and shareholders;
 - b) Prepare meetings of the Board of Directors, Board of Supervisors, and General Meeting of Shareholders at the request of the Board of Directors or Board of Supervisors;
 - c) Advise on meeting procedures;
 - d) Attend meetings;
 - e) Advise on the procedures for drafting resolutions of the Board of Directors in accordance with legal provisions;
 - f) Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Board of Supervisors;
 - g) Monitor and report to the Board of Directors on the Company's information disclosure activities;
 - h) Serve as the liaison with stakeholders;
 - i) Maintain information confidentiality in accordance with legal provisions and this Charter;
 - j) Other rights and obligations as prescribed by law and this Charter.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Management apparatus organization

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company has a General Director, Deputy General Directors, a Chief Accountant, and other management titles appointed by the Board of Directors. The appointment, dismissal, or removal of the aforementioned titles must be approved by a resolution or decision of the Board of Directors.

Article 34. Business Executive

1. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with numbers and standards consistent with the Company's organizational structure and management regulations as

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stipulated by the Board of Directors. Business Executives must be responsible for assisting the Company in achieving its stated operational and organizational objectives.

2. The General Director shall be paid salary and bonus. The General Director's salary and bonus shall be decided by the Board of Directors.
3. The salary of executives shall be included in the Company's business expenses in accordance with the law on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, dismissal, rights and obligations 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 General Director.
2. The General Director is the person who manages the Company's daily business operations; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the exercise of assigned rights and obligations.
3. The term 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 as stipulated by law and this Charter.
4. The General Director shall have the following rights and obligations:
 - a) Decide on matters related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;
 - b) Organize the implementation of resolutions and decisions of the Board of Directors;
 - c) Organize the implementation of the Company's business plan and investment plan;
 - d) Propose the Company's organizational structure plan and internal management regulations;
 - e) Appoint, dismiss, and remove management positions within the Company, except for those falling under the authority of the Board of Directors;
 - f) Decide on salaries and other benefits for employees within the Company, including managers appointed by the General Director;
 - g) Recruit employees;
 - h) Propose a plan for paying dividends or handling business losses;
 - i) Other rights and obligations as stipulated by law, this Charter, and resolutions and decisions of the Board of Directors.

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5. The Board of Directors may dismiss the General Director when a majority of the voting members of the Board of Directors present at the meeting approve, and appoint a new General Director as a replacement.

Article 36. Company Secretary

When deemed necessary, the Board of Directors decides to appoint one (01) or more persons as Company Secretary with a term as decided by the Board of Directors. The Board of Directors may remove the Company Secretary when necessary but not contrary to current labor laws. The Company Secretary shall have the following rights and obligations:

- a) Assist in organizing and convening meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
- b) Assist members of the Board of Directors in performing their assigned rights and obligations;
- c) Assist the Board of Directors in applying and implementing corporate governance principles;
- d) Assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; ensuring compliance with information disclosure obligations, information transparency, and administrative procedures;
- e) Other rights and obligations as stipulated in this Charter and the Company's Internal Regulations.

IX. BOARD OF SUPERVISORS

Article 37. Nomination and candidacy of members of the Board of Supervisors (Supervisors)

1. The nomination and candidacy of Members of the Board of Supervisors shall be carried out similarly to the provisions in Clause 1, Article 25 of this Charter. Shareholders holding voting shares have the right to cumulate their voting rights to nominate Supervisors. Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 65% may nominate up to five (05) candidates; from 65% or more may nominate up to seven (07) candidates.

2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations as stipulated in this Charter, the Regulations on Corporate Governance, and the Regulations on operation of the Board of Supervisors.

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The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors as stipulated by law.

Article 38. Composition of the Board of Supervisors

1. The Company's Board of Supervisors shall consist of three (03) members. The term of office for a member of the Board of Supervisors shall not exceed 05 years and they may be re-elected for an unlimited number of terms.

2. A member of the Board of Supervisors must meet the standards and conditions stipulated in Article 169 of the Enterprise Law and must not fall into the following cases:

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

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

- a) No longer meeting the standards and conditions to be a member of the Board of Supervisors as stipulated in Clause 2 of this Article;
- b) Having submitted a resignation letter and it being accepted;
- c) Other cases as stipulated by law and this Charter.

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

- a) Failing to complete assigned duties or tasks;
- b) Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
- c) Repeatedly or seriously violating the obligations of a member of the Board of Supervisors as stipulated by the Enterprise Law and this Charter;
- d) Other cases as per the Resolution of the General Meeting of Shareholders.

Article 39. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members of the Board of Supervisors; the election, dismissal, and removal from office shall be based on the majority principle. More than half of the members of the Board of Supervisors must be permanent residents in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the following specializations: economics, finance, accounting, auditing, law, business administration, or a specialization related to the enterprise's operating activities.

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

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- a) Convening meetings of the Board of Supervisors;
- b) Requesting the Board of Directors, General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;
- c) Preparing and signing the report of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

Article 40. Rights and obligations of the Board of Supervisors

The Board of Supervisors has the rights and obligations stipulated in Article 170 of the Enterprise Law and the following rights and obligations:

- 1. Proposing and recommending the General Meeting of Shareholders to approve the list of approved auditing organizations to audit the Company's Financial Statements; deciding on approved auditing organizations to conduct inspections of the Company's operations, and dismissing approved auditors when deemed necessary.
- 2. Being accountable to shareholders for its supervisory activities.
- 3. Supervising the Company's financial situation, and the compliance with law in the activities of members of the Board of Directors, the General Director, and other managers.
- 4. Ensuring coordination of activities with the Board of Directors, General Director, and shareholders.
- 5. In cases where a violation of law or this Charter by a member of the Board of Directors, the General Director, or other executives of the enterprise is discovered, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, demanding that the violator cease the violation and implement solutions to remedy the consequences.
- 6. Developing the Regulations on operation of the Board of Supervisors and submitting them to the General Meeting of Shareholders for approval.
- 7. Report to the General Meeting of Shareholders as stipulated in Article 290 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.
- 8. Has the right to access the Company's records and documents kept at its head office, branches, and other locations; has the right to visit the workplaces of the Company's managers and employees during working hours.
- 9. Has 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 Company's management, administration, and operating activities.
- 10. Other rights and obligations as stipulated by law and this Charter.

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Article 41. Meeting of the Board of Supervisors

1. The Board of Supervisors must meet at least 02 times a year, with at least 2/3 of the members of the Board of Supervisors attending the meeting. The meeting minutes of the Board of Supervisors must be prepared in detail and clearly. The minute-taker and the members of the Board of Supervisors attending the meeting must sign the meeting minutes. The meeting minutes of the Board of Supervisors must be retained to determine the responsibilities of each member of the Board of Supervisors.
2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and answer questions that need clarification.

Article 42. Salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors

The salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented according to the following provisions:

1. Members of the Board of Supervisors shall be paid salary, remuneration, bonuses, and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors shall be reimbursed for reasonable accommodation, travel expenses, and costs for using independent consulting services. The total amount of remuneration and these expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders has a different decision.
3. The salary and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the law on corporate income tax, other relevant legal provisions, and must be presented as a separate item in the Company's annual financial statements.

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives are responsible for performing their duties, including those as members of sub-committees of the Board of Directors, honestly and diligently for the benefit of the Company.

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Article 43. Fiduciary Duty and avoidance of conflicts of interest

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers must disclose related interests in accordance with the Enterprise Law and relevant legal documents.
2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their affiliated persons may only use information obtained through their position to serve the interests of the Company.
3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers are obliged to notify in writing the Board of Directors and the Board of Supervisors of transactions between the Company, Company's subsidiaries, or other companies in which the Company holds control of 50% or more of the Charter capital, with themselves or with their affiliated persons as stipulated 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 securities law on information disclosure.
4. A member of the Board of Directors shall not vote on a transaction that benefits that member or affiliated persons of that member in accordance with the provisions of the Enterprise Law and this Charter.
5. A member of the Board of Directors, Member of the Board of Supervisors, General Director, other managers, and affiliated persons of these individuals shall not use or disclose inside information to others to execute related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, General Director, other executives, and individuals and organizations related to these individuals shall not be invalidated in the following cases:
 - a) For transactions with a value less than 35% of the total assets value recorded in the most recent financial statements, the important content of the contract or transaction, as well as the Relationships and interests of members of the Board of Directors, members of the Board of Supervisors, General Director, and other executives, have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors who have no related interests;
 - b) For transactions 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 assets value recorded in the most recent financial statements, the important content of this transaction, as well as the relationships and interests of members of the Board of Directors, members of the Board of Supervisors, General Director, and

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other executives, have been disclosed to shareholders and approved by the General Meeting of Shareholders by a vote of shareholders who have no related interests.

c) A contract, loan transaction, or assets sale with a value greater than 10% of the total assets value recorded in the most recent financial statements between the Company and a shareholder owning 51% or more of the total voting shares or affiliated persons of that shareholder has been disclosed to shareholders and approved by the General Meeting of Shareholders by a vote of shareholders who have no related interests.

Article 44. Responsibility for damages and compensation

1. Members of the Board of Directors, members of the Board of Supervisors, General Director, and other executives who violate the duties and responsibilities of honesty and diligence, or fail to fulfill their obligations, shall be responsible for the damages caused by their violations.

2. The Company shall compensate individuals who have been, are currently, or may become a related party in claims, lawsuits, or prosecutions (including civil, administrative cases, and not cases where the Company is the plaintiff) if that person has been or is currently a member of the Board of Directors, member of the Board of Supervisors, General Director, other executive, employee, or authorized representative of the Company, has been or is currently performing duties as authorized by the Company, acting honestly and diligently for the benefit of the Company in compliance with the law, and there is no evidence confirming that the person has violated their responsibilities.

3. Compensation costs include judgment costs, fines, actual payments incurred (including attorney's fees), or those deemed reasonable when resolving these matters within the framework permitted by law. The Company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

Article 45. Responsibility for implementing the framework agreement for joint operation within the parent company - Company's subsidiaries Cluster of Vietnam Education Publishing House:

Members of the Board of Directors, General Director, and other executives have the following obligations:

- Fully implement the Content of the framework agreement on joint operation within the parent company - Company's subsidiaries Cluster of Vietnam Education Publishing House Limited Company.

- Apply and comply with the regulations, provisions, and joint operation procedures of the parent company - Company's subsidiaries Cluster issued by Vietnam Education Publishing House Limited Company in accordance with legal provisions.

XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 46. Right to inspect books and records

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

a) Common shareholders have the right to review, inspect, and extract information regarding names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, inspect, extract, or copy this Charter, minutes of the General Meeting of Shareholders, and resolution of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 05% or more of the total Common shares have the right to review, inspect, and extract the minute book and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. In cases where an authorized representative of a shareholder or group of shareholders requests to inspect books and records, the power of attorney from the shareholder or group of shareholders they represent, or a notarized copy of this power of attorney, must be enclosed.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have the right to inspect the Company's shareholder register, shareholder list, and other books and records of the Company for purposes related to their Position, provided that such information must be kept confidential.

4. The Company must keep this Charter and its amendments, the Business Registration Certificate, regulations, documents proving assets ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial reports, accounting books, and other documents as required by law at its head office or another location, provided that shareholders and the Business Registration Authority are notified of the storage location of these documents.

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

6. The inspection of books and records under this Article and point e – Clause 1 - Article 12, point b - Clause 2 – Article 12, point q – Clause 2 – Article 27 must all be carried out according to the Company's information provision procedures and regulations.

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XII. EMPLOYEES AND TRADE UNION

Article 47. Employees and trade union

1. The General Director must prepare a plan for the Board of Directors to approve matters related to the recruitment, termination of employment, salaries, Social insurance, benefits, rewards, and discipline for employees and business executives.
2. The General Director must prepare a plan for the Board of Directors to approve matters related to the Company's relationship with trade unions in accordance with best management standards, practices, and policies, and the practices and policies stipulated in this Charter, the Company's regulations, and current legal provisions.

XIII. PROFIT DISTRIBUTION

Article 48. Profit distribution

1. The General Meeting of Shareholders decides the level and form of annual dividends payment from the Company's retained earnings.
2. The Company does not pay interest on dividends paid or payments related to a class of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of the dividends in shares, and the Board of Directors is the body that implements this decision.
4. In case dividends or other payments related to a class of shares are paid in cash, the Company must pay in Vietnam dong. The payment can be made directly or through banks based on the bank account details provided by the shareholders. If the Company has transferred the funds according to the bank details provided by the shareholder, and that shareholder does not receive the money, the Company shall not be responsible for the amount the Company has transferred to this shareholder. The payment of dividends for shares listed on the Stock Exchange may be carried out through a securities company or Vietnam Securities Depository and Clearing Corporation.
5. Based on the Enterprise Law and the Securities Law, the Board of Directors adopts a resolution, decision to determine a specific date for closing the shareholder list. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.
6. Other matters related to profit distribution shall be implemented in accordance with the provisions of law.



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XIV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING REGIME

Article 49. Bank accounts

1. The Company opens accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.
2. With prior approval from the competent authority, if necessary, the Company may open bank accounts abroad in accordance with legal provisions.
3. The Company conducts all payments and accounting transactions through Vietnam dong or Foreign currency accounts at the banks where the Company holds accounts.

Article 50. Fiscal year

The Company's fiscal year begins on January 01 of each year and ends on December 31 of the same year. The first financial year begins from the date of issue of the Business Registration Certificate and ends on December 31 of the year following the date of issue of that Business Registration Certificate.

Article 51. Accounting regime

1. The accounting regime used by the Company is the enterprise accounting regime or a specific accounting regime issued and approved by the competent authority.
2. The Company prepares accounting books in Vietnamese and maintains accounting records in accordance with accounting laws and related laws. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.
3. The Company uses Vietnam dong as the accounting currency. If the Company has economic transactions primarily arising in a Foreign currency, it may choose that Foreign currency as the accounting currency, bear responsibility for that choice before the law, and notify the direct tax authority.

**XV. FINANCIAL REPORTS, ANNUAL REPORTS AND INFORMATION
DISCLOSURE RESPONSIBILITIES**

Article 52. Annual, semi-annual, and quarterly financial statements

1. The Company must prepare annual financial statements, and these annual financial statements must be audited in accordance with legal provisions. 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 authority.
2. The annual financial statements must include all reports, appendices, and disclosures as stipulated by the law on corporate accounting. The annual financial statements must truthfully and objectively reflect the Company's operational situation.

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3. The Company must prepare and disclose 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 authority.

Article 53. 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 54. Audit

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

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

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

XVII. COMPANY SEAL

Article 55. Company seal

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

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

3. The Board of Directors and the General Director shall use and manage the seals in accordance with current legal provisions.

XVIII. COMPANY DISSOLUTION

Article 56. Company dissolution

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

- a) The expiration of the operating term stated in this Charter without a decision to extend it;
- b) Pursuant to a resolution or decision of the General Meeting of Shareholders;



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c) Revocation of the Business Registration Certificate, except where the Law on Tax Administration provides otherwise;

d) Other cases as stipulated by law.

2. The dissolution of the Company before its term (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This Decision on dissolution must be notified to or approved by the competent authority (if mandatory) as stipulated.

Article 57. Extension of operations

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least 7 months before the expiration of the operating term for shareholders to vote on the extension of the Company's operations at the proposal of the Board of Directors.

2. The operating term shall be extended if shareholders representing 65% or more of the total voting shares of all shareholders attending the General Meeting of Shareholders approve it.

Article 58. Liquidation

1. At least 06 months before the expiration of the Company's operation term or after a Decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of 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 auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to 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 its establishment date and commencement date of operation. From that point, the Liquidation Committee shall represent the Company in all matters related to the Company's liquidation before the Court and administrative agencies.

3. Cash obtained from the liquidation shall be paid in the following order:

- a) The costs of disposal;
- b) Debts for salaries, severance allowances, Social insurance, and other employee benefits according to the collective labor agreement and signed labor contracts;
- c) Tax debts;
- d) Other debts of the Company;

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- e) The remainder after all debts from items (a) to (d) above have been paid shall be distributed to shareholders. Preferred shares shall be paid first.

XIX. INTERNAL DISPUTE RESOLUTION

Article 59. Internal dispute resolution

1. In the event of disputes or complaints arising related to the Company's operations, the rights and obligations of shareholders as stipulated in the Law on Enterprises, this Charter, other legal provisions, or agreements between:

- a) Shareholders and the Company;
- b) Shareholders and the Board of Directors, Board of Supervisors, General Director, or other executive officers;

The related parties shall attempt to resolve such disputes through negotiation and conciliation. Except for disputes related to the Board of Directors or the Chairman of The Board of Directors, the Chairman of The Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within 10 working days from the date the dispute arises. In the event of a dispute related to the Board of Directors or the Chairman of The Board of Directors, any party may request the Head of the Supervisors to appoint an independent expert to mediate the dispute resolution process.

2. If a conciliation decision is not reached within 06 weeks from the start of the conciliation process or if the conciliator's decision is not accepted by the parties, a party may refer the dispute to Arbitration or the Court.

3. The parties shall bear their own costs related to the negotiation and conciliation procedures. The payment of Court costs shall be made according to the Court's judgment.

XX. AMENDMENTS AND ADDITIONS TO THE CHARTER

Article 60. Company Charter

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

2. In cases where the law contains provisions related to the Company's operations not yet mentioned in this Charter, or in cases where new legal provisions differ from the terms in this Charter, those provisions shall apply to regulate the Company's operations.

XXI. EFFECTIVE DATE

Article 61. Effective date

1. This Charter, comprising 21 sections and 61 articles, was unanimously approved and its full text accepted by the General Meeting of Shareholders of Book and Educational Equipment Joint Stock Company of Ho Chi Minh City.



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2. The Charter is made in 10 copies, all having the same legal value and must be kept at the Company's head office.
3. This Charter is the sole and official Charter of the Company.
4. Copies or extracts of this Charter are valid when bearing the signature of the Chairman of The Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

LEGAL REPRESENTATIVE

(Signature, full name and seal)



Nguyễn Công Dũng