

**EDUCATIONAL BOOK JOINT STOCK
COMPANY IN HO CHI MINH CITY**

No: 20.2026/SGD/CBTT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Ho Chi Minh City, July 13, 2026

To: - State Securities Commission.

- Hanoi Stock Exchange.

1. Name of organization: EDUCATIONAL BOOK JOINT STOCKCOMPANY IN HO CHI MINH CITY.
2. Stock Code: SGD
3. Address: 363 Hung Phu, Chanh Hung Ward, Ho Chi Minh City
4. Tel: 0971.750.333
5. Email: sgd@hungchau.vn
6. Content of Information Disclosure:
 - Charter of Educational Book Joint Stock Company in Ho Chi Minh City dated 13 July 2026.
7. This information has been published on the company's website on: <https://sgd.edu.vn/>

We hereby affirm that the information disclosed above is true and we fully assume legal responsibility for the content of the disclosed information.

Attached Documents:

- Charter.

Representative of the Organization

Legal Representative/Authorized Information Disclosure Officer

(Signature, full name and seal -if any)



PHẠM THỊ MINH NGUYỆT

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness



CHARTER

**EDUCATIONAL BOOK JOINT STOCK COMPANY
IN HO CHI MINH CITY**

Ho Chi Minh City, July 13 2026



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TABLE OF CONTENTS

I. DEFINITIONS OF TERMS USED IN THE CHARTER	5
Article 1. Interpretation of terms	5
II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING TERM AND LEGAL REPRESENTATIVE OF THE COMPANY	6
Article 2. Name, form, head office, branches, representative offices, business locations and operating term of the Company	6
Article 3. Legal Representative of the Company	6
III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY	7
Article 4. Operating objectives of the Company	7
Article 5. Scope of business and operations of the Company	9
IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS	9
Article 6. Charter Capital, shares, founding shareholders	9
Article 7. Share certificates	10
Article 8. Other securities certificates	10
Article 9. Transfer of shares	10
Article 10. Recovery of shares	10
V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL	11
Article 11. Organizational structure, management and control	11
VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS	11
Article 12. Rights of shareholders	11
Article 13. Obligations of shareholders	13
Article 14. The General Meeting of Shareholders	13
Article 15. Rights and obligations of the General Meeting of Shareholders	15
Article 16. Authorization to attend meetings of the General Meeting of Shareholders	16
Article 17. Variation of rights	17
Article 18. Convening, agenda and notice of meetings of the General Meeting of Shareholders	18
Article 19. Conditions for holding meetings of the General Meeting of Shareholders	19
Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders	19
Article 21. Conditions for adopting resolutions of the General Meeting of Shareholders	21
Article 22. Authority and procedures for obtaining shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders	22
Article 23. Resolutions and minutes of meetings of the General Meeting of Shareholders	24
Article 24. Request to annul resolutions of the General Meeting of Shareholders	25
VII. THE BOARD OF DIRECTORS	25
Article 25. Candidacy and nomination of members of the Board of Directors	25
Article 26. Composition and term of members of the Board of Directors	26

Article 27. Powers and obligations of the Board of Directors	27
Article 28. Remuneration, bonuses and other benefits of members of the Board of Directors	29
Article 29. Chairperson of the Board of Directors	29
Article 30. Meetings of the Board of Directors	30
Article 31. Committees of the Board of Directors	32
Article 32. Person in charge of corporate governance	32
VIII. THE GENERAL DIRECTOR AND OTHER EXECUTIVES	33
Article 33. Organization of the management apparatus	33
Article 34. Executives of the Company	33
Article 35. Appointment, dismissal, duties and powers of the General Director	33
Article 36. Company Secretary	34
IX. THE SUPERVISORY BOARD	35
Article 37. Candidacy and nomination of members of the Supervisory Board	35
Article 38. Composition of the Supervisory Board	35
Article 39. Head of the Supervisory Board	35
Article 40. Rights and obligations of the Supervisory Board	36
Article 41. Meetings of the Supervisory Board	36
Article 42. Salary, remuneration, bonuses and other benefits of members of the Supervisory Board	37
X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE GENERAL DIRECTOR AND OTHER EXECUTIVES	37
Article 43. Duty of honesty and avoidance of conflicts of interest	37
Article 44. Liability for damage and compensation	38
XI. RIGHT TO INSPECT THE BOOKS AND RECORDS OF THE COMPANY	38
Article 45. Right to inspect books and records	39
XII. EMPLOYEES AND TRADE UNION	39
Article 46. Employees and trade union	39
XIII. DISTRIBUTION OF PROFITS	39
Article 47. Distribution of profits	39
XIV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING REGIME	40
Article 48. Bank accounts	40
Article 49. Financial year	40
Article 50. Accounting regime	40
XV. FINANCIAL STATEMENTS, ANNUAL REPORT AND INFORMATION DISCLOSURE RESPONSIBILITIES	41
Article 51. Annual, semi-annual and quarterly financial statements	41
Article 52. Annual report	41
XVI. AUDIT OF THE COMPANY	41
Article 53. Audit	41

XVII. SEAL OF THE ENTERPRISE.....	41
Article 54. Seal of the enterprise.....	41
XVIII. DISSOLUTION OF THE COMPANY	42
Article 55. Dissolution of the Company.....	42
Article 56. Extension of operation	42
Article 57. Liquidation	42
XIX. RESOLUTION OF INTERNAL DISPUTES	43
Article 58. Resolution of internal disputes.....	43
XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER	43
Article 59. The Company's Charter	43
XXI. EFFECTIVE DATE	43
Article 60. Effective date	43

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PREAMBLE

This Charter is adopted pursuant to Resolution of the General Meeting of Shareholders No. 02.2026/SGD/NQ-DHD CD dated 26 June 2026, and the General Meeting of Shareholders of Educational Book Joint Stock Company in Ho Chi Minh City has authorized the Board of Directors to amend and supplement the Company's Charter pursuant to Resolution of the Board of Directors No. 24.2026/SGD/NQ-HDQT dated 10 July 2026 in Ho Chi Minh City.

I. DEFINITIONS OF TERMS USED IN THE CHARTER

Article 1. Interpretation of terms

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

- a) *Charter Capital* means the total par value of shares that have been sold or subscribed for upon establishment of the joint stock company, as provided in Article 6 of this Charter;
- b) *Voting capital* means share capital under which the holder is entitled to vote on matters falling within 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 17 June 2020, and the Law amending and supplementing a number of articles of the Law on Enterprises No. 76/2025/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2025;
- d) *Law on Securities* means Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019;
- e) *Vietnam* means the Socialist Republic of Vietnam;
- f) *Establishment date* means the date on which the Company was first granted the Enterprise Registration Certificate (Business Registration Certificate or documents of equivalent value);
- g) *Executive of the enterprise* means the Director (General Director), Deputy Director (Deputy General Director), Chief Accountant and other executives appointed by the Board of Directors;
- h) *Manager of the enterprise* means a manager of the company, including the Chairperson of the Board of Directors, members of the Board of Directors, the Director (General Director) and other individuals holding managerial positions appointed by the General Meeting of Shareholders or the Board of Directors;
- i) *Related person* means an individual or organization defined in Clause 46, Article 4 of the Law on Securities;
- j) *Shareholder* means an individual or organization that owns at least one share of the joint stock company;
- k) *Founding shareholder* means a shareholder that owns at least one ordinary share and has signed the list of founding shareholders of the joint stock company;
- l) *Major shareholder* means a shareholder defined in Clause 18, Article 4 of the Law on Securities;

- m) *Operating term* means the operating period of the Company provided in Article 2 of this Charter and any extension (if any) approved by the General Meeting of Shareholders of the Company;
- n) *Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.
2. In this Charter, references to one or more provisions or other documents shall include any amendments, supplements or replacements thereof.
3. The headings (of Sections and Articles of this Charter) are used for convenience of reference only and do not affect the content of this Charter.

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

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

1. Name of the Company

- Vietnamese name: Công ty Cổ phần Sách Giáo dục tại Thành phố Hồ Chí Minh.
- English name: Educational Book Joint Stock Company in Ho Chi Minh City.
- Transaction name: Educational Book Joint Stock Company in Ho Chi Minh City.
- Abbreviated name: HEBCO.

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

3. Registered head office of the Company:

- Address: 363 Hung Phu, Chanh Hung Ward, Ho Chi Minh City.
- Telephone: (028) 39.540.600 – 39.540.601 – 39.540.602
- Fax: (028) 39.540.598 – 39.540.599
- Email: sachgiaoduchcm@sgd.edu.vn
- Website: www.sgd.edu.vn

4. The Company may establish branches and representative offices within its business territory to carry out the Company's operating objectives, in accordance with resolutions of the Board of Directors and within the limits permitted by law.

5. Unless the Company ceases operation ahead of time as provided in Clause 2, Article 54, or extends its operation as provided in Article 55 of this Charter, the operating term of the Company is 50 years from the establishment date.

Article 3. Legal Representative of the Company

The Company has one (01) Legal Representative, being:

1. The General Director.

2. The Legal Representative of the Company is the individual representing the Company in exercising the rights and performing the obligations arising from the Company's transactions,

representing the Company as plaintiff, defendant or person with related rights and obligations before arbitration or the courts. The responsibilities of the Legal Representative shall be performed in accordance with Article 13 of the Law on Enterprises and other rights and obligations under the applicable law.

3. The Legal Representative of the Company must reside in Vietnam and must authorize another person in writing to exercise the rights and perform the obligations of the Legal Representative of the Company when leaving Vietnam.
4. Where the authorization has expired but the Legal Representative of the Company has not returned to Vietnam and no other authorization has been made, the authorized person shall continue to exercise the rights and perform the obligations of the Legal Representative of the Company within the scope of the authorization until the Legal Representative of the Company resumes work, or until the Board of Directors decides to appoint another person to replace him/her.
5. Where the Legal Representative is absent from Vietnam for more than thirty (30) days without authorizing another person to exercise the rights and perform the duties of the Legal Representative of the Company, the Board of Directors shall appoint another person to replace him/her.

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

Article 4. Operating objectives of the Company

1. Business lines of the Company:

No.	Business line	Code
1	Book publishing <i>Details: Printing and trading of books published by the Education Publishing House in accordance with the regulations of the Education Publishing House; trading of cultural products and publications of other publishing houses.</i>	5811 (Main)
2	Wholesale of other household goods <i>Details: Trading of educational equipment, teaching aids, office equipment and stationery.</i>	4649
3	Restaurants and mobile food service activities <i>Details: Operation of ordinary food and beverage outlets (not operated at the head office).</i>	5610
4	Real estate business, land use rights of owners, users or lessees <i>Details: Real estate business (implemented in accordance with Clause 1, Article 10 of the Law on Real Estate Business).</i>	6810
5	Other business support service activities not elsewhere classified <i>Details: Import and export of goods related to the Company's business lines and scope.</i>	8299
6	Nursery education	8511
7	Manufacture of other articles of paper and paperboard not elsewhere classified	1709

No.	Business line	Code
	<i>Details: Manufacture of student notebooks (no recycling of waste, no pulp production at the head office).</i>	
8	Wholesale of other machinery, equipment and spare parts <i>Details: Wholesale of water purifiers.</i>	4659
9	Kindergarten education	8512
10	Primary education	8521
11	Lower secondary education	8522
12	Upper secondary education	8523
13	Elementary training <i>Details: Vocational training.</i>	8531
14	Agency, brokerage and auction of goods <i>Details: Agency for trading of petroleum.</i>	4610
15	Rental of other machinery, equipment and tangible goods without operator <i>Details: Rental of construction machinery and equipment.</i>	7730
16	Installation of electrical systems <i>(excluding mechanical processing, waste recycling and electroplating at the head office).</i>	4321
17	Installation of other construction systems <i>Details: Installation of solar energy equipment.</i>	4329
18	Specialized design activities <i>Details: Interior and exterior decoration of works.</i>	7410
19	Other specialized construction activities	4390
20	Wholesale of spare parts and accessories of automobiles and other motor vehicles	4662
21	Other specialized wholesale not elsewhere classified	4679
22	Electricity generation from renewable energy sources <i>Details: Generation of wind power and solar power (excluding transmission, national power system dispatch and distribution grid management, multi-purpose hydropower and nuclear power).</i>	3512
23	Transmission and distribution of electricity <i>Details: Sale of electricity to users (excluding transmission, national power system dispatch and distribution grid management, multi-purpose hydropower and nuclear power).</i>	3513
24	Retail of other new goods (excluding automobiles, motorcycles, mopeds and accessories)	4773
25	The enterprise must comply with the provisions of law on land, construction, fire prevention and fighting, environmental protection, and other legal provisions related to the enterprise's operations, as well as the business conditions applicable to conditional business lines.	Business line not yet matched with the Vietnam

No.	Business line	Code
		Standard Industrial Classification

2. Operating objectives of the Company:

To mobilize and use capital effectively; to continuously innovate technology and management methods; to enhance the efficiency of production and business; to expand business fields and business scale in response to market demand in order to satisfy customers' needs and maximize profits; to create stable employment for employees; to increase returns for shareholders; and to fully perform obligations to the State so that the Company remains stable and develops.

Article 5. Scope of business and operations of the Company

The Company is entitled to conduct business in the lines provided in this Charter that have been registered, notified for change with the business registration authority, and published on the National Business Registration Portal.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter Capital, shares, founding shareholders

1. The Charter Capital of the Company is VND 41,370,000,000 (in words: Forty-one billion three hundred and seventy million Vietnamese dong).

The total Charter Capital of the Company is divided into 4,137,000 (four million one hundred and thirty-seven thousand) shares with a par value of VND 10,000 (ten thousand Vietnamese dong) per share.

2. The Company may change its Charter Capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.
3. The shares of the Company as at the date of adoption of this Charter comprise ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each class of shares are provided in Articles 12 and 13 of this Charter.
4. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.
5. The Company officially operates in the form of a joint stock company under Enterprise Registration Certificate No. 0303280405 first granted by the Department of Planning and Investment of Ho Chi Minh City on 20 May 2004. Pursuant to the provisions of the Law on Enterprises, as at the present time the ordinary shares of the founding shareholders have passed the transfer restriction period.
6. Ordinary shares must be offered on a priority basis to existing shareholders in proportion to their respective ownership of ordinary shares in the Company, unless the General Meeting of Shareholders decides otherwise. Any shares not fully subscribed by shareholders shall be dealt with as decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons on terms no more favorable than those

offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

7. The Company may repurchase shares that it has issued in the manner provided in this Charter and the applicable law.
8. The Company may issue other classes of securities in accordance with the provisions of law.

Article 7. Share certificates

1. Shareholders of the Company are issued share certificates corresponding to the number and class of shares they own.
2. A share is a type of security certifying the lawful rights and interests of its holder in respect of a portion of the share capital of the issuer. A share must contain all the particulars provided in Clause 1, Article 121 of the Law on Enterprises.
3. Within 30 days from the date of submission of a complete dossier requesting the transfer of share ownership as prescribed by the Company, or within 2 months (or another period as provided by the issuance terms) from the date of full payment for the subscribed shares under the Company's share issuance plan (or another period as provided by the issuance terms), the shareholder shall be issued a share certificate. The shareholder shall not bear the cost of printing the share certificate.
4. Where a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be re-issued a share certificate at his/her request. The shareholder's request must include the following:
 - a) Information on the share certificate that was lost, damaged or otherwise destroyed;
 - b) An undertaking to bear responsibility for any disputes arising from the re-issuance of the new share certificate.

Article 8. Other securities certificates

Bond certificates or other securities certificates of the Company that are issued shall bear the signature of the Legal Representative and the seal of the Company.

Article 9. Transfer of shares

1. All shares are freely transferable unless otherwise provided in this Charter and by law. Shares listed or registered for trading on the Stock Exchange are transferred in accordance with the laws on securities and the securities market.
2. Shares that have not been fully paid up may not be transferred and shall not be entitled to related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from owner's equity, the right to purchase newly offered shares, and other rights as prescribed by law.

Article 10. Recovery of shares

1. Where a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall so notify and may require that shareholder to pay the remaining amount and to bear liability, up to the total par value of the shares subscribed, for the financial obligations of the Company arising from the failure to pay in full.

2. The above payment notice must clearly specify the new payment deadline (at least 07 days from the date the notice is sent), the place of payment, and must clearly state that if payment is not made as required, the shares not fully paid up shall be recovered.
3. The Board of Directors may recover shares that are not fully paid up on time where the requirements in the above notice are not complied with.
4. Recovered shares shall be regarded as authorized shares for offering as provided in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may, directly or by authorization, sell or redistribute such shares on such terms and in such manner as the Board of Directors deems appropriate.
5. A shareholder holding recovered shares must relinquish shareholder status in respect of such shares, but shall remain liable, up to the total par value of the shares subscribed, for the financial obligations of the Company arising at the time of recovery under the Board of Directors' decision, from the date of recovery until the date of payment. The Board of Directors has full authority to decide on the enforced payment of the entire value of the shares at the time of recovery.
6. A recovery notice shall be sent to the holder of the shares to be recovered before the time of recovery. The recovery remains valid even in the event of any error or negligence in sending the notice.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL

Article 11. Organizational structure, management and control

The organizational, management and control structure of the Company comprises:

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

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders have the following rights:
 - a) To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights directly or through an authorized representative or another form provided by the Company's Charter and by law. Each ordinary share carries one vote;
 - b) To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c) To be given priority to purchase new shares in proportion to each shareholder's ownership of ordinary shares in the Company;
 - d) To freely transfer their shares to others, except in the cases provided in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of law;

- e) To examine, look up and extract information on the names and contact addresses in the list of shareholders entitled to vote, and to request correction of inaccurate information about themselves;
 - f) To examine, look up, extract or copy the Company's Charter, the minutes and resolutions of the General Meeting of Shareholders;
 - g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their ownership of shares in the Company, after the Company has paid its debts (including debt obligations to the State, taxes and fees) and shareholders holding other classes of shares as prescribed by law;
 - h) To request the Company to repurchase their shares in the cases provided in Article 132 of the Law on Enterprises;
 - i) To be treated equally. Each share of the same class gives its holder equal rights, obligations and interests. Where the Company has classes of preference shares, the rights and obligations attached to such classes 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 as prescribed by law;
 - k) To have their lawful rights and interests protected; to request suspension or annulment of resolutions and decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
 - l) Other rights as provided by law and this Charter.
2. A shareholder or group of shareholders owning 5% or more of the total ordinary shares has the following rights:
- a) To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in the cases provided in Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - b) To examine, look up and extract the minute book, resolutions and decisions of the Board of Directors, the semi-annual and annual financial statements, the reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except those relating to the Company's trade secrets and business secrets;
 - c) To request the Supervisory Board to examine specific matters relating to the management and administration of the Company's operations where deemed necessary. The request must be in writing and include: the full name, contact address, nationality and legal document number of an individual shareholder; the name, enterprise identification number or legal document number and head office address of an organizational shareholder; the number of shares and the time of share registration of each shareholder; the total number of shares of the group of shareholders and their percentage ownership of the total shares of the Company; and the matter to be examined and the purpose of the examination;
 - d) To propose matters for inclusion in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before

the opening date. The proposal must clearly state the name of the shareholder, the number of each class of shares held, and the matter proposed for inclusion in the agenda;

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

3. A shareholder or group of shareholders owning 10% or more of the total ordinary shares has the right to nominate persons to the Board of Directors and the Supervisory Board in accordance with Articles 25 and 36 of this Charter, respectively.

Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. To pay in full and on time for the shares they have committed to purchase.
2. Not to withdraw the capital contributed in ordinary shares from the Company in any form, except where such shares are repurchased by the Company or another person. Where a shareholder withdraws part or all of the contributed share capital in breach of this clause, that shareholder and persons with related interests in the Company shall be jointly liable for the debts and other property obligations of the Company up to the value of the shares withdrawn and any damage caused.
3. To comply with the Company's Charter and internal management regulations.
4. To comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential the information provided by the Company in accordance with the Company's Charter and law; to use the information provided only to exercise and protect their own lawful rights and interests; and not to disseminate, copy or send the information provided by the Company to any other organization or individual.
6. To attend meetings of the General Meeting of Shareholders and exercise voting rights through the following forms:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing another individual or organization to attend and vote at the meeting;
 - c) Attending and voting via online conference, electronic voting or another electronic form;
 - d) Sending ballots to the meeting by post, fax or email.
7. To send ballots by (other means) as provided in the Company's Charter. To bear personal liability where, acting in the name of the Company in any form, they commit any of the following acts:
 - a) Breach of law;
 - b) Conducting business or other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c) Paying debts not yet due in the face of financial risks to the Company.
8. To fulfill other obligations as provided by the applicable law.

Article 14. The General Meeting of Shareholders

1. The General Meeting of Shareholders comprises all shareholders entitled to vote and is the highest decision-making body of the Company. The General Meeting of Shareholders holds an annual meeting once a year within four (04) months from the end of the financial year. The Board of Directors may decide to extend the annual meeting of the General Meeting of Shareholders where necessary, but by no more than 06 months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of a meeting of the General Meeting of Shareholders is the place where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors convenes the annual meeting of the General Meeting of Shareholders and selects an appropriate venue. The annual General Meeting of Shareholders decides on matters provided by law and the Company's Charter, in particular the approval of the audited annual financial statements. Where the audit report on the Company's annual financial statements contains material qualifications, an adverse opinion or a disclaimer of opinion, the Company must invite a representative of the approved auditing organization performing the audit of the Company's financial statements to attend the annual meeting of the General Meeting of Shareholders, and such representative of the approved auditing organization is responsible for attending the annual meeting of the General Meeting of Shareholders of the Company.
3. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:
 - a) The Board of Directors deems it necessary in the interests of the Company;
 - b) The number of remaining members of the Board of Directors or the Supervisory Board is fewer than the minimum number required by law;
 - c) At the request of a shareholder or group of shareholders provided in Clause 2, Article 115 of the Law on Enterprises. The request to convene the meeting must be in writing, clearly stating the reasons and purpose of the meeting and bearing the signatures of all relevant shareholders, or the request may be made in several counterparts collectively bearing the signatures of all relevant shareholders;
 - d) At the request of the Supervisory Board;
 - e) Other cases as provided by law and this Charter.
4. Convening of an extraordinary meeting of the General Meeting of Shareholders
 - a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors or members of the Supervisory Board falls below the level provided in point b, Clause 3 of this Article, or from the date of receipt of a request provided in points c and d, Clause 3 of this Article;
 - b) Where the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as provided in point a, Clause 4 of this Article, then within the following 30 days the Supervisory Board shall, in place of the Board of Directors, convene the meeting of the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;

- c) Where the Supervisory Board fails to convene the meeting of the General Meeting of Shareholders as provided in point b, Clause 4 of this Article, the shareholder or group of shareholders provided in point c, Clause 3 of this Article has the right to request a representative of the Company to convene the meeting of the General Meeting of Shareholders in accordance with the Law on Enterprises. In this case, the shareholder or group of shareholders convening the meeting may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting and adopting the decisions of the General Meeting of Shareholders. All expenses for convening and conducting the meeting of the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses do not include those incurred by shareholders in attending the meeting of the General Meeting of Shareholders, including accommodation and travel expenses;
- d) The procedures for organizing the meeting of the General Meeting of Shareholders are as provided in Clause 5, Article 140 of the Law on Enterprises.

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

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

- a) To approve the development orientation of the Company;
- b) To decide on the classes of shares and the total number of shares of each class authorized for offering; to decide on the annual dividend of each class of shares;
- c) To elect, dismiss and remove members of the Board of Directors and members of the Supervisory Board;
- d) To decide on the investment in or sale of assets with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Company;
- e) To decide on amendments and supplements to the Company's Charter;
- f) To approve the annual financial statements;
- g) To decide on the repurchase of more than 10% of the total shares of each class already sold;
- h) To consider and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
- i) To decide on the reorganization or dissolution of the Company;
- j) To decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
- k) To approve the internal corporate governance regulations and the operating regulations of the Board of Directors and the Supervisory Board;
- l) To approve the list of approved auditing firms; to decide on the approved auditing firm to examine the Company's operations and to dismiss the approved auditor where deemed necessary;
- m) Other rights and obligations as provided by law.

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

- a) The annual business plan of the Company;

- b) The audited annual financial statements;
 - c) The activity report of the Board of Directors;
 - d) The activity report of the Supervisory Board;
 - e) The dividend rate for each share of each class;
 - f) The number of members of the Board of Directors and the Supervisory Board;
 - g) The election, dismissal and removal of members of the Board of Directors and members of the Supervisory Board;
 - h) The budget or total remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
 - i) The approval of the list of approved auditing firms; the decision on the approved auditing firm to examine the Company's operations where deemed necessary;
 - j) Supplements and amendments to the Company's Charter;
 - k) The classes and number of newly issued shares of each class and the transfer of shares by founding members within the first 03 years from the establishment date;
 - l) The division, separation, consolidation, merger or conversion of the Company;
 - m) The reorganization and dissolution (liquidation) of the Company and the appointment of the liquidator;
 - n) The decision on the investment in or sale of assets with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Company;
 - o) The decision on the repurchase of more than 10% of the total shares of each class already sold;
 - p) The Company's entry into contracts and transactions with the entities provided in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statements;
 - q) The approval of the transactions provided in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
 - r) The approval of the internal corporate governance regulations, the operating regulations of the Board of Directors and the operating regulations of the Supervisory Board;
 - s) Other matters as provided by law and this Charter.
3. All resolutions and matters included in the agenda must be discussed and put to a vote at the meeting of the General Meeting of Shareholders.

Article 16. Authorization to attend meetings of the General Meeting of Shareholders

1. A shareholder, or the authorized representative of a shareholder that is an organization, may attend the meeting directly or authorize one or more other individuals or organizations to attend, or attend through one of the forms provided in Clause 3, Article 144 of the Law on Enterprises.
2. The authorization of an individual or organization to attend the meeting of the General Meeting of Shareholders as provided in Clause 1 of this Article must be made in writing. The power

of attorney shall be made in accordance with the civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content and scope of the authorization, the term of the authorization, and the signatures of the authorizing and authorized parties.

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

3. The ballot of a person authorized to attend the meeting within the scope of the authorization remains valid where any of the following events occurs, except:
 - a) The authorizing person has died or has had his/her civil act capacity restricted or lost;
 - b) The authorizing person has revoked the appointment of the authorization;
 - c) The authorizing person has revoked the authority of the person exercising the authorization.

This provision does not apply where the Company receives notice of one of the above events before the opening of the meeting of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Variation of rights

1. Any variation or cancellation of special rights attached to a class of preference shares takes effect 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 on a matter that adversely varies the rights and obligations of holders of preference shares shall be adopted only if approved by holders of the same class of preference shares present at the meeting holding 75% or more of the total preference shares of that class, or, where the resolution is adopted by way of written opinion, if approved by holders of the same class of preference shares holding 75% or more of the total preference shares of that class.
2. A meeting of holders of a class of preference shares to approve the above variation of rights is valid only if attended by at least 02 shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that class. Where the required quorum is not met, the meeting shall be reconvened within the following 30 days, and the holders of shares of that class (regardless of the number of persons and shares) present in person or through authorized representatives shall be deemed to constitute the required quorum. At the above meetings of holders of preference shares, the holders of shares of that class present in person or through representatives may request a secret ballot. Each share of the same class carries equal voting rights at such meetings.
3. The procedures for conducting such separate meetings are carried out in the same manner as provided in Articles 19, 20 and 21 of this Charter.
4. Unless the terms of issuance of the shares provide otherwise, the special rights attached to classes of shares carrying preferential rights in respect of some or all matters relating to the distribution of the Company's profits or assets shall not be varied when the Company issues additional shares of the same class.

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

1. The Board of Directors convenes annual and extraordinary meetings of the General Meeting of Shareholders. The Board of Directors convenes extraordinary meetings of the General Meeting of Shareholders in the cases provided in Clause 3, Article 14 of this Charter.
2. The person convening the meeting of the General Meeting of Shareholders must carry out the following tasks:
 - a) Prepare the list of shareholders eligible to attend and vote at the meeting of the General Meeting of Shareholders. The list of shareholders entitled to attend the meeting is prepared no more than 10 days before the date of sending the notice of the meeting. The Company must disclose information on the preparation of the list of shareholders entitled to attend the meeting at least 20 days before the record date;
 - b) Prepare the agenda and contents of the meeting;
 - c) Prepare the meeting documents;
 - d) Draft the resolution of the General Meeting of Shareholders based on the intended contents of the meeting;
 - e) Determine the time and venue of the meeting;
 - f) Notify and send the notice of the meeting of the General Meeting of Shareholders to all shareholders entitled to attend;
 - g) Other tasks in service of the meeting.
3. The notice of the meeting of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring it reaches their contact addresses, and concurrently published on the Company's website and those of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the meeting must send the notice to all shareholders on the list of shareholders entitled to attend at least 21 days before the opening date of the meeting (counted from the date the notice is duly sent or dispatched). The agenda of the meeting and the documents relating to the matters to be voted on are sent to shareholders and/or posted on the Company's website. Where the documents are not enclosed with the notice, the notice must clearly indicate the link to the full meeting documents so that shareholders can access them, including:
 - a) The agenda and the documents used at the meeting;
 - b) The list and detailed information of the candidates in the case of election of members of the Board of Directors or the Supervisory Board;
 - c) The ballots;
 - d) The draft resolution on each matter in the agenda;
 - e) A shareholder or group of shareholders provided in Clause 2, Article 12 of this Charter has the right to propose matters for inclusion in the agenda. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. It must clearly state the name of the shareholder, the number of each class of shares held, and the matter proposed for inclusion in the agenda.

4. The person convening the meeting of the General Meeting of Shareholders may reject a proposal provided in Clause 3 of this Article in any of the following cases:
 - a) The proposal was not sent in accordance with Clause 3 of this Article;
 - b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as provided in Clause 2, Article 12 of this Charter;
 - c) The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
 - d) Other cases as provided by law and this Charter.
5. The person convening the meeting of the General Meeting of Shareholders must accept and include the proposal provided in Clause 3 of this Article in the draft agenda and contents of the meeting, except in the cases provided in Clause 4 of this Article; the proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for holding meetings of the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders is held where the shareholders attending represent more than 50% of the total votes.
2. Where the first meeting does not meet the conditions for being held as provided in Clause 1 of this Article, the notice of the second meeting shall be sent within 30 days from the intended date of the first meeting. The second meeting of the General Meeting of Shareholders is held where the shareholders attending represent 33% or more of the total votes.
3. Where the second meeting does not meet the conditions for being held as provided in Clause 2 of this Article, the notice of the third meeting shall be sent within 20 days from the intended date of the second meeting. The third meeting of the General Meeting of Shareholders is held regardless of the total votes of the shareholders attending.

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

1. Before the opening of the meeting, the Company must carry out shareholder registration and must continue such registration until all attending shareholders entitled to vote have registered, in the following order:
 - a) When conducting shareholder registration, the Company issues to each shareholder or authorized representative entitled to vote a voting card bearing the registration number, the full name of the shareholder, the full name of the authorized representative and the number of votes of that shareholder. The General Meeting of Shareholders discusses and votes on each matter in the agenda. Voting is conducted by voting in favor, against or with no opinion. At the meeting, the cards in favor of a resolution are collected first, the cards against are collected afterwards, and finally the total votes in favor or against are counted to make a decision. The vote count result is announced by the chairperson immediately before the closing of the meeting. The meeting elects the persons responsible for or supervising the vote count as proposed by the chairperson. The number of members of the vote-counting board is decided by the General Meeting of Shareholders based on the proposal of the chairperson;

- b) A shareholder, the authorized representative of an organizational shareholder or an authorized person who arrives after the meeting has opened is entitled to register immediately and thereafter to participate and vote at the meeting immediately after registration. The chairperson is not responsible for suspending the meeting to allow late-arriving shareholders to register, and the validity of matters already voted on remains unchanged.
2. The election of the chairperson, secretary and vote-counting board is provided as follows:
- a) The Chairperson of the Board of Directors acts as chairperson or authorizes another member of the Board of Directors to act as chairperson of the meeting of the General Meeting of Shareholders convened by the Board of Directors. Where the Chairperson is absent or temporarily unable to work, the remaining members of the Board of Directors elect one of them as chairperson of the meeting on a majority basis. Where no chairperson can be elected, the Head of the Supervisory Board conducts proceedings for the General Meeting of Shareholders to elect a chairperson from among the attendees, and the person with the highest number of votes acts as chairperson;
 - b) Except in the case provided in point a of this Clause, the person who signed the convening of the meeting conducts proceedings for the General Meeting of Shareholders to elect a chairperson, and the person with the highest number of votes acts as chairperson;
 - c) The chairperson appoints one or more persons as secretary of the meeting;
 - d) The General Meeting of Shareholders elects one or more persons to the vote-counting board as proposed by the chairperson.
3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically determine the time allocated to each matter in the meeting contents.
4. The chairperson of the meeting has the right to take necessary and reasonable measures to conduct the meeting of the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.
- a) To arrange seating at the meeting venue;
 - b) To ensure the safety of all persons present at the meeting venue;
 - c) To facilitate the attendance (or continued attendance) of shareholders. The person convening the meeting has full authority to alter the above measures and to apply all necessary measures. The measures applied may include the issuance of entry passes or other means of selection.
5. The General Meeting of Shareholders discusses and votes on each matter in the agenda. Voting is conducted by voting in favor, against or with no opinion. The vote count result is announced by the chairperson immediately before the closing of the meeting.
6. A shareholder or authorized person who arrives after the meeting has opened may still register and is entitled to participate in voting immediately after registration; in this case, the validity of matters already voted on remains unchanged.
7. The person convening the meeting or the chairperson of the meeting of the General Meeting of Shareholders has the following rights:

- a) To require all attendees to undergo inspection or other lawful and reasonable security measures;
 - b) To request the competent authority to maintain order at the meeting; to expel from the meeting of the General Meeting of Shareholders those who do not comply with the chairperson's conduct of the meeting, deliberately cause disorder, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements.
8. The chairperson may postpone a meeting of the General Meeting of Shareholders that has a sufficient number of registered attendees for a maximum of 03 working days from the intended opening date, and may postpone the meeting or change the venue only in the following cases:
- a) The meeting venue does not have sufficient convenient seating for all attendees;
 - b) The communication means at the venue do not enable attending shareholders to participate, discuss and vote;
 - c) An attendee obstructs or causes disorder, creating a risk that the meeting will not be conducted fairly and lawfully.
9. Where the chairperson postpones or suspends the meeting of the General Meeting of Shareholders in breach of Clause 8 of this Article, the General Meeting of Shareholders elects another person from among the attendees to replace the chairperson in conducting the meeting until its conclusion; all resolutions adopted at that meeting are valid and enforceable.
10. Where the Company applies modern technology to hold the General Meeting of Shareholders through an online meeting, the Company is responsible for ensuring that shareholders can attend and vote by electronic voting or another electronic form in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for adopting resolutions of the General Meeting of Shareholders

1. A resolution on the following matters is adopted if approved by shareholders representing 65% or more of the total votes of all shareholders present at the meeting, except in the cases provided in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:
 - a) The classes of shares and the total number of shares of each class;
 - b) Changes in business lines and fields;
 - c) Changes in the management organizational structure of the Company;
 - d) Investment projects or the sale of assets with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Company;
 - e) The reorganization or dissolution of the Company.
2. Resolutions are adopted if approved by shareholders owning more than 50% of the total votes of all shareholders present at the meeting, except in the cases provided in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:
 - a) The election of members of the Board of Directors must be conducted by cumulative voting, whereby each shareholder has a total number of votes equal to the total number of shares

owned multiplied by the number of members of the Board of Directors to be elected, and each shareholder may cast all or part of his/her total votes for one or more candidates. The elected members of the Board of Directors are determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members provided in the Company's Charter is reached. Where two (02) or more candidates receive an equal number of votes for the last member of the Board of Directors, a re-election shall be held among the candidates with equal votes, or a selection made according to the criteria provided in the election regulations;

- b) Where a resolution is adopted by way of written opinion, the resolution of the General Meeting of Shareholders is adopted if approved by shareholders owning more than 50% of the total votes of all shareholders entitled to vote;
 - c) A resolution of the General Meeting of Shareholders on a matter that adversely varies the rights and obligations of holders of preference shares shall be adopted only if approved by holders of the same class of preference shares present at the meeting holding 75% or more of the total preference shares of that class, or, where the resolution is adopted by way of written opinion, if approved by holders of the same class of preference shares holding 75% or more of the total preference shares of that class;
 - d) In the case of election of members of the Board of Directors, where the number of candidates is less than or equal to the number of members to be elected, the election may be conducted by cumulative voting as provided in point a, Clause 2 of this Article or by voting (in favor, against, no opinion). The approval ratio under the voting method shall be as provided in Clause 2, Article 21 of the Company's Charter.
3. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares are lawful and effective even if the order and procedures for convening the meeting and adopting the resolution breach the provisions of the Law on Enterprises and the Company's Charter.

Article 22. Authority and procedures for obtaining shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders

The authority and procedures for obtaining shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders are as follows:

- 1. The Board of Directors may obtain shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders on the following matters:
 - a) Amendments and supplements to the contents of the Company's Charter;
 - b) Approval of, supplements to, or adjustments of the internal corporate governance regulations and the operating regulations of the Board of Directors;
 - c) The development orientation of the Company;
 - d) The classes of shares and the total number of shares of each class;
 - e) The election, dismissal and removal of members of the Board of Directors;
 - f) The decision on the investment in or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements of the Company;
 - g) The approval of the annual financial statements;

- h) The reorganization or dissolution of the Company;
 - i) Changes in business lines and fields;
 - j) Changes in the management organizational structure of the Company;
 - k) Other matters where deemed necessary in the interests of the Company.
2. The Board of Directors must prepare the opinion ballots, the draft resolution of the General Meeting of Shareholders and the explanatory documents for the draft resolution, and send them to all shareholders entitled to vote at least 10 days before the deadline for returning the opinion ballots. The requirements and manner of sending the opinion ballots and accompanying documents are as provided in Clause 3, Article 18 of this Charter.
3. The opinion ballot must contain the following principal particulars:
- a) The name, head office address and enterprise identification number;
 - b) The purpose of obtaining opinions;
 - c) The full name, contact address, nationality and legal document number of an individual shareholder; the name, enterprise identification number or legal document number and head office address of an organizational shareholder, or the full name, contact address, nationality and legal document number of the representative of an organizational shareholder; the number of shares of each class and the number of votes of the shareholder;
 - d) The matter on which opinions are sought for adopting the decision;
 - e) The voting options, comprising in favor, against and no opinion, on each matter on which opinions are sought;
 - f) The deadline for returning the completed opinion ballot to the Company;
 - g) The full name and signature of the Chairperson of the Board of Directors.
4. A shareholder may return the completed opinion ballot to the Company by post, fax or email as follows:
- a) Where sent by post, the completed opinion ballot must bear the signature of the individual shareholder, or of the authorized representative or legal representative of the organizational shareholder. The opinion ballot returned to the Company must be enclosed in a sealed envelope which no one may open before the vote count;
 - b) Where sent by fax or email, the opinion ballot returned to the Company must be kept confidential until the time of the vote count;
 - c) Opinion ballots returned to the Company after the deadline specified in the ballot, or opened in the case of post and disclosed in the case of fax or email, are invalid. An opinion ballot not returned is deemed a non-participating vote.
5. The Board of Directors counts the votes and prepares the vote-count minutes in the presence of the Supervisory Board or of a shareholder holding no managerial position in the Company. The vote-count minutes must contain the following principal particulars:
- a) The name, head office address and enterprise identification number;
 - b) The purpose and matters on which opinions were sought to adopt the resolution;

- c) The number of shareholders with the total votes participating in voting, distinguishing valid from invalid votes and the method of sending ballots, together with an appendix listing the shareholders participating in voting;
- d) The total votes in favor, against and with no opinion on each matter;
- e) The matters adopted and the corresponding approval ratios;
- f) The full names and signatures of the Chairperson of the Board of Directors, the vote counter and the vote-count supervisor.

The members of the Board of Directors, the vote counter and the vote-count supervisor are jointly liable for the truthfulness and accuracy of the vote-count minutes, and jointly liable for any damage arising from decisions adopted as a result of an untruthful or inaccurate vote count.

- 6. The vote-count minutes and the resolution must be sent to shareholders within 15 days from the end of the vote count. The sending of the vote-count minutes and the resolution may be replaced by posting them on the Company's website within 24 hours from the end of the vote count.
- 7. The completed opinion ballots, the vote-count minutes, the adopted resolution and the related documents enclosed with the opinion ballots must all be kept at the head office of the Company.
- 8. A resolution adopted by way of obtaining shareholders' written opinions, if approved by shareholders owning more than 50% of the total votes of all shareholders entitled to vote, has the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

Article 23. Resolutions and minutes of meetings of the General Meeting of Shareholders

- 1. A meeting of the General Meeting of Shareholders must be recorded in minutes and may be audio- or otherwise electronically recorded and stored. The minutes must be made in Vietnamese, may additionally be made in a foreign language, and must contain the following principal particulars:
 - a) The name, head office address and enterprise identification number;
 - b) The time and venue of the meeting;
 - c) The agenda and contents of the meeting;
 - d) The full names of the chairperson and the secretary;
 - e) A summary of the proceedings and the opinions expressed at the meeting on each matter in the agenda;
 - f) The number of shareholders and the total votes of the attending shareholders, with an appendix listing the registered shareholders and shareholder representatives attending, together with the corresponding numbers of shares and votes;
 - g) The total votes on each matter voted on, clearly stating the voting method, the total valid and invalid votes, and the votes in favor, against and with no opinion, and the corresponding ratios of the total votes of the attending shareholders;
 - h) The matters adopted and the corresponding approval ratios;

- i) The full names and signatures of the chairperson and the secretary. Where the chairperson or the secretary refuses to sign the minutes, the minutes are valid if signed by all other members of the Board of Directors attending the meeting and contain all the particulars provided in this Clause. The minutes must clearly state that the chairperson or the secretary refused to sign.
2. The minutes of the meeting of the General Meeting of Shareholders must be completed and approved before the meeting is closed. The chairperson and secretary of the meeting, or other persons signing the minutes, are jointly liable for the truthfulness and accuracy of the contents of the minutes.
3. Minutes made in Vietnamese and in a foreign language have equal legal validity. Where there is a discrepancy in content between the Vietnamese and foreign-language minutes, the content of the Vietnamese minutes prevails.
4. The resolutions and minutes of the meeting of the General Meeting of Shareholders, the appendix listing the shareholders registered to attend together with their signatures, the powers of attorney to attend, all documents attached to the minutes (if any) and the related documents accompanying the notice of the meeting must be disclosed in accordance with the law on information disclosure on the securities market and kept at the head office of the Company.

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

Within 90 days from the date of receipt of the resolution or minutes of the meeting of the General Meeting of Shareholders, or the minutes of the results of obtaining shareholders' written opinions, a shareholder or group of shareholders provided in Clause 2, Article 115 of the Law on Enterprises may request the court or arbitration to consider and annul the resolution or a part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and adopting the decision of the General Meeting of Shareholders seriously breach the provisions of the Law on Enterprises and the Company's Charter, except in the case provided in Clause 3, Article 21 of this Charter.
2. The content of the resolution breaches the law or this Charter.

VII. THE BOARD OF DIRECTORS

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

1. Where the candidates for the Board of Directors have been determined, the Company must disclose information relating to the candidates at least 10 days before the opening date of the meeting of the General Meeting of Shareholders on the Company's website so that shareholders can learn about them before voting. Each candidate for the Board of Directors must give a written undertaking as to the truthfulness and accuracy of the personal information disclosed, and must undertake to perform their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. The information disclosed in relation to a candidate for the Board of Directors includes:
 - a) Full name and date of birth;
 - b) Professional qualifications;
 - c) Work experience;

- d) Other managerial positions held (including positions on the boards of directors of other companies);
 - e) Interests related to the Company and its related parties;
 - f) Other information (if any) as provided in the Company's Charter;
 - g) The Company is responsible for disclosing information on the companies in which the candidate holds a position as a member of the board of directors, other managerial positions, and the related interests of the candidate for the Board of Directors (if any).
2. A shareholder or group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.
- a) A shareholder or group of shareholders holding from 10% to under 20% of the total voting shares may nominate one (01) candidate;
 - b) From 20% to under 30%, may nominate a maximum of two (02) candidates;
 - c) From 30% to under 40%, may nominate a maximum of three (03) candidates;
 - d) From 40% to under 50%, may nominate a maximum of four (04) candidates;
 - e) From 50% to under 60%, may nominate a maximum of five (05) candidates;
 - f) From 60% to under 70%, may nominate a maximum of six (06) candidates;
 - g) From 70% to under 80%, may nominate a maximum of seven (07) candidates;
 - h) From 80% to under 90%, may nominate a maximum of eight (08) candidates.
3. Where the number of candidates for the Board of Directors arising from nomination and candidacy is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or arrange nominations in accordance with the Company's Charter, the internal corporate governance regulations and the operating regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors as prescribed by law.
4. Members of the Board of Directors must satisfy the criteria and conditions provided in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter.

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

1. The number of members of the Board of Directors is 06 persons.
2. The term of a member of the Board of Directors is no more than 05 years and the member may be re-elected for an unlimited number of terms. An individual may be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. Where all members of the Board of Directors reach the end of their term at the same time, they shall continue as members 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 composition of the Board of Directors of a public company must ensure that at least one-third of the total members are non-executive members. The Company minimizes the number of members of the Board of Directors concurrently holding executive positions of the Company in order to ensure the independence of the Board of Directors.

For a listed company, the total number of independent members of the Board of Directors must ensure the following: at least 01 independent member where the company has from 03 to 05 members of the Board of Directors.

4. Members of the Board of Directors must satisfy the following criteria and conditions:

- a) Not being among the persons provided in Clause 2, Article 17 of the Law on Enterprises;
- b) A member of the Board of Directors of the Company may not be a member of the board of directors of, or concurrently hold a managerial position at, a competitor, except where appointed by the Company to represent its capital in another enterprise in which the Company has contributed capital.

5. A member of the Board of Directors ceases to be a member where dismissed, removed or replaced by the General Meeting of Shareholders as provided in Article 160 of the Law on Enterprises.

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

7. A member of the Board of Directors need not be a shareholder of the Company.

Article 27. Powers and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, with full authority to make decisions in the name of the Company and to exercise the rights and perform the obligations of the Company, except those falling within the authority of the General Meeting of Shareholders.

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

- a) To decide on the strategy, medium-term development plan and annual business plan of the Company;
- b) To recommend the classes of shares and the total number of shares of each class authorized for offering;
- c) To decide on the sale of unsold shares within the number of shares of each class authorized for offering; to decide on raising additional capital in other forms;
- d) To decide on the selling price of the Company's shares and bonds;
- e) To decide on the repurchase of shares as provided in Clauses 1 and 2, Article 133 of the Law on Enterprises;
- f) To decide on investment plans and investment projects within its authority and the limits provided by law;
- g) To decide on solutions for market development, marketing and technology;

- h) To approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Company, and contracts and transactions falling within the decision-making authority of the General Meeting of Shareholders as provided in point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;
 - i) To elect, dismiss and remove the Chairperson of the Board of Directors; to appoint, dismiss, enter into and terminate contracts with the General Director and other key managers provided in the Company's Charter; to decide on the salary, remuneration, bonuses and other benefits of such managers; to appoint authorized representatives to participate in the members' council or the general meeting of shareholders of another company, and to decide on their remuneration and other benefits;
 - j) To supervise and direct the General Director and other managers in running the day-to-day business of the Company;
 - k) To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches and representative offices, and on capital contribution to or purchase of shares in other enterprises;
 - l) To approve the agenda and contents of the documents for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or to obtain written opinions for the General Meeting of Shareholders to adopt resolutions;
 - m) To submit the audited annual financial statements to the General Meeting of Shareholders;
 - n) To recommend the dividend to be paid; to decide on the time and procedures for paying dividends or handling losses arising in the course of business;
 - o) To recommend the reorganization or dissolution of the Company, or to request bankruptcy of the Company;
 - p) To decide on the issuance of the operating regulations of the Board of Directors and the internal corporate governance regulations after approval by the General Meeting of Shareholders; to decide on the issuance of the operating regulations of the Audit Committee under the Board of Directors and the information disclosure regulations of the Company;
 - q) To require the General Director, Deputy General Directors and other managers of the Company to provide information and documents on the financial situation and business operations of the Company and its units;
 - r) The managers required to do so must provide information and documents promptly, fully and accurately as requested by members of the Board of Directors. The order and procedures for requesting and providing information are specified in the operating regulations of the Board of Directors;
 - s) Other rights and obligations as provided by the Law on Enterprises, the Law on Securities, other provisions of law and the Company's Charter.
3. The Board of Directors must report to the General Meeting of Shareholders on the results of its operations in accordance with Article 280 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

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

1. The Company may pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.
2. Members of the Board of Directors receive remuneration for their work and bonuses. Remuneration for work is calculated based on the number of working days necessary to complete the duties of a member and the remuneration rate per day. The Board of Directors estimates the remuneration of each member on the principle of unanimity. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at its annual meeting.
3. The remuneration of each member of the Board of Directors is recorded as a business expense of the Company in accordance with the law on corporate income tax, presented as a separate item in the annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at its annual meeting.
4. A member of the Board of Directors who holds an executive position, or who works on committees of the Board of Directors or performs other work beyond the ordinary duties of a member, may be paid additional remuneration in the form of a lump sum per occasion, salary, commission, a percentage of profit, or another form as decided by the Board of Directors.
5. A member of the Board of Directors is entitled to reimbursement of all travel, meal, accommodation and other reasonable expenses actually incurred in performing their responsibilities as a member, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or committees of the Board of Directors.
6. Members of the Board of Directors may be provided with liability insurance by the Company after approval by the General Meeting of Shareholders. Such insurance does not cover the liabilities of members of the Board of Directors relating to breaches of law and the Company's Charter.

Article 29. Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors is elected, dismissed and removed by the Board of Directors from among its members.
2. The Chairperson of the Board of Directors may not concurrently be the General Director.
3. The Chairperson of the Board of Directors has the following rights and obligations:
 - a) To draw up the programs and plans of activities of the Board of Directors;
 - b) To prepare the agenda, contents and documents for meetings; to convene, preside over and chair meetings of the Board of Directors;
 - c) To organize the adoption of resolutions and decisions of the Board of Directors;
 - d) To supervise the process of implementing the resolutions and decisions of the Board of Directors;
 - e) To chair meetings of the General Meeting of Shareholders;
 - f) Other rights and obligations as provided by the Law on Enterprises.

4. Where the Chairperson of the Board of Directors resigns or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or the dismissal or removal.
5. Where the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and perform the obligations of the Chairperson. Where there is no authorized person, or where the Chairperson dies, goes missing, is held in temporary detention, is serving a prison sentence, is subject to administrative handling measures at a compulsory detoxification or education establishment, has fled from his/her place of residence, has restricted or lost civil act capacity, has difficulty in cognition or behavior control, or is banned by the court from holding office or practising a profession or performing certain work, the remaining members elect one of them to act as Chairperson on the principle of majority approval of the remaining members, until a new decision of the Board of Directors is made.

Article 30. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors is elected at the first meeting of the Board of Directors within 07 working days from the end of the election of that Board of Directors. This meeting is convened and presided over by the member with the highest number or ratio of votes. Where more than one member has the same highest number or ratio of votes, the members elect one of them on a majority basis to convene the meeting of the Board of Directors.
2. The Board of Directors must meet at least once per quarter and may hold extraordinary meetings.
3. The Chairperson of the Board of Directors convenes a meeting of the Board of Directors in the following cases:
 - a) At the request of the Supervisory Board or an independent member of the Board of Directors;
 - b) At the request of the General Director or at least 05 other managers;
 - c) At the request of at least 02 members of the Board of Directors.
4. A request provided in Clause 3 of this Article must be made in writing, clearly stating the purpose and the matters to be discussed and decided within the authority of the Board of Directors.
5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of a request provided in Clause 3 of this Article. Where the Chairperson fails to convene the meeting as requested, he/she shall be liable for any damage caused to the Company, and the requesting person may, in place of the Chairperson, convene the meeting of the Board of Directors.
6. The Chairperson of the Board of Directors or the person convening the meeting must send the notice of the meeting at least 05 working days before the meeting date. The notice must specify the time and venue of the meeting, the agenda and the matters to be discussed and decided.

The notice must be accompanied by the documents to be used at the meeting and the ballots of the members. The notice of the meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means or another method provided in the Company's Charter,

ensuring it reaches the contact address of each member of the Board of Directors registered with the Company.

7. The Chairperson of the Board of Directors or the person convening the meeting sends the notice and accompanying documents to the members of the Supervisory Board in the same manner as to the members of the Board of Directors.

Members of the Supervisory Board have the right to attend meetings of the Board of Directors and to participate in discussions but not to vote.

8. A meeting of the Board of Directors is held where at least three-quarters of the total members attend. Where the meeting convened under this Clause does not have the required number of attending members, it is reconvened within 07 days from the intended date of the first meeting. In this case, the meeting is held if more than half of the members of the Board of Directors attend.
9. A member of the Board of Directors is deemed to attend and vote at a meeting in the following cases:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing another person to attend and vote as provided in Clause 11 of this Article;
 - c) Attending and voting via online conference, electronic voting or another electronic form;
 - d) Sending a ballot to the meeting by post, fax or email;
 - e) Sending a ballot by other means.
10. Where a ballot is sent to the meeting by post, the ballot must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors at least 01 hour before the opening. The ballot is opened only in the presence of all attendees.
11. Members must fully attend meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by the majority of the members of the Board of Directors.
12. A resolution or decision of the Board of Directors is adopted if approved by the majority of the attending members; where the votes are equal, the final decision rests with the side supported by the Chairperson of the Board of Directors. A member of the Board of Directors may not vote on a transaction that benefits that member or a related person of that member as provided by the Law on Enterprises and Article 43 of the Company's Charter.
13. The Board of Directors may obtain the written opinions of its members to adopt a resolution of the Board of Directors when deciding on matters within the authority of the Board of Directors under Clause 2, Article 27 of this Charter.

A resolution adopted by way of written opinion is adopted on the basis of the approval of the majority (more than one-half) of the members of the Board of Directors entitled to vote. Such a resolution has the same validity and value as a resolution adopted at a meeting.
14. A meeting of the Board of Directors may be held in the form of an online conference among members of the Board of Directors when all or some members are at different locations, provided that each participating member is able to:
 - a) Hear each other member of the Board of Directors participating in the meeting speak;

- b) Speak to all other participating members simultaneously. Discussion among members may be conducted directly by telephone or by other means of communication, or a combination thereof. A member of the Board of Directors participating in such a meeting is deemed to be "present" at that meeting. The venue of a meeting held under this provision is the place where the largest number of members of the Board of Directors is located, or the place where the chairperson of the meeting is located.

Decisions adopted at a meeting held online that is duly organized and conducted are effective 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 attending that meeting.

15. The Chairperson of the Board of Directors is responsible for sending the minutes of the meeting of the Board of Directors to the members, and such minutes constitute authentic evidence of the work carried out at the meeting unless an objection to the content of the minutes is raised within ten (10) days from the date of sending. The minutes of the meeting of the Board of Directors are made in Vietnamese and may be made in a foreign language. The minutes must bear the signatures of the chairperson of the meeting and the person taking the minutes.

Article 31. Committees of the Board of Directors

1. Where deemed necessary, the Board of Directors may establish committees under it to be responsible for development policy, personnel, remuneration and bonuses, internal audit and risk management. The number of members of a committee is decided by the Board of Directors and is at least 01 person, comprising members of the Board of Directors and external members (if any). Independent members / non-executive members of the Board of Directors should constitute the majority of a committee, and one of these members is appointed as head of the committee as decided by the Board of Directors. The operation of a committee must comply with the regulations of the Board of Directors. A resolution of a committee is effective only if adopted by the majority of members attending and voting at the committee meeting.
2. The implementation of a decision of the Board of Directors, or of a committee under the Board of Directors, must comply with the applicable law and the provisions of the Company's Charter and the internal corporate governance regulations.

Article 32. Person in charge of corporate governance

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support corporate governance work at the enterprise. The person in charge of corporate governance may concurrently act as Company Secretary as provided in Clause 5, Article 156 of the Law on Enterprises.
2. The person in charge of corporate governance may not concurrently work for the approved auditing organization currently auditing the Company's financial statements.
3. The person in charge of corporate governance has the following rights and obligations:
 - a) To advise the Board of Directors on organizing meetings of the General Meeting of Shareholders as prescribed and on matters relating to the Company and its shareholders;
 - b) To prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;

- c) To advise on the procedures of meetings;
- d) To attend meetings;
- e) To advise on the procedures for drawing up resolutions of the Board of Directors in accordance with law;
- f) To provide financial information, copies of the minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Supervisory Board;
- g) To supervise and report to the Board of Directors on the Company's information disclosure activities;
- h) To act as the focal point for contact with stakeholders;
- i) To keep information confidential in accordance with law and the Company's Charter;
- j) Other rights and obligations as provided by law.

VIII. THE GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Organization of the management apparatus

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the day-to-day business of the Company. The Company has a General Director, Deputy General Directors, a Chief Accountant and other managerial positions appointed by the Board of Directors. The appointment, dismissal and removal of the above positions must be adopted by resolution or decision of the Board of Directors.

Article 34. Executives of the Company

1. The executives of the Company comprise the General Director, Deputy General Directors, the Chief Accountant and other executives as provided in the Company's Charter.
2. At the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in numbers and to standards consistent with the structure and management regulations of the Company as provided by the Board of Directors. Executives of the enterprise are responsible for supporting the Company in achieving its operational and organizational objectives.
3. The General Director receives salary and bonuses. The salary and bonuses of the General Director are decided by the Board of Directors.
4. The salary of executives is recorded as a business expense of the Company in accordance with the law on corporate income tax, presented as a separate item in the annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at its annual meeting.

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

1. The Board of Directors appoints one (01) member of the Board of Directors or hires another person as General Director.

2. The General Director runs the day-to-day business of the Company; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and before the law for the exercise of the assigned rights and obligations.
3. The term of the General Director is no more than 05 years and he/she may be re-appointed for an unlimited number of terms. The General Director must satisfy the criteria and conditions provided by law.
4. The General Director has the following rights and obligations:
 - a) To decide on matters relating to the day-to-day business of the Company that do not fall within the authority of the Board of Directors;
 - b) To organize the implementation of the resolutions and decisions of the Board of Directors;
 - c) To organize the implementation of the business plan and investment plan of the Company;
 - d) To recommend plans on the organizational structure and internal management regulations of the Company;
 - e) To appoint, dismiss and remove managerial positions in the Company, except those within the authority of the Board of Directors;
 - f) To decide on the salary and other benefits of employees of the Company, including managers within the appointment authority of the General Director;
 - g) To recruit employees;
 - h) To recommend plans on the payment of dividends or the handling of losses in business;
 - i) Other rights and obligations as provided by law, the Company's Charter and the resolutions and decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director where the majority of the members of the Board of Directors entitled to vote attending the meeting so approve, and appoint a new General Director to replace him/her.

Article 36. Company Secretary

Where deemed necessary, the Board of Directors decides to appoint one (01) or more persons as Company Secretary for a term determined by the Board of Directors. The Board of Directors may remove the Company Secretary where necessary, but not contrary to the applicable law on labor. The Company Secretary has the following rights and obligations:

- a) To support the organization and convening of meetings of the General Meeting of Shareholders and the Board of Directors; to take the minutes of meetings;
- b) To support members of the Board of Directors in exercising their assigned rights and obligations;
- c) To support the Board of Directors in applying and implementing corporate governance principles;
- d) To support the Company in building shareholder relations and protecting the lawful rights and interests of shareholders; and in complying with the obligations to provide information, disclose information and follow administrative procedures;

- e) Other rights and obligations as provided in the Company's Charter and the internal corporate governance regulations of the Company.

IX. THE SUPERVISORY BOARD

Article 37. Candidacy and nomination of members of the Supervisory Board

1. The candidacy and nomination of members of the Supervisory Board are carried out in the same manner as provided in Clauses 1 and 2, Article 25 of this Charter.
2. Where the number of candidates for the Supervisory Board arising from nomination and candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or arrange nominations in accordance with the Company's Charter, the internal corporate governance regulations and the operating regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Supervisory Board as prescribed by law.

Article 38. Composition of the Supervisory Board

1. The number of members of the Supervisory Board of the Company is 03 persons. The term of a member of the Supervisory Board is no more than 05 years and the member may be re-elected for an unlimited number of terms.
2. Members of the Supervisory Board must satisfy the criteria and conditions provided in Article 169 of the Law on Enterprises and must not fall into the following cases:
 - a) Working in the accounting or finance department of the Company;
 - b) Being a member or employee of the independent auditing firm that has audited the Company's financial statements in the preceding 03 years.
3. A member of the Supervisory Board is dismissed in the following cases:
 - a) No longer satisfying the criteria and conditions to be a member of the Supervisory Board as provided in Clause 2 of this Article;
 - b) Resigning and the resignation being accepted.
4. A member of the Supervisory Board is removed in the following cases:
 - a) Failing to complete assigned duties and tasks;
 - b) Failing to exercise his/her rights and perform his/her obligations for 06 consecutive months, except in cases of force majeure;
 - c) Repeatedly or seriously breaching the obligations of a member of the Supervisory Board as provided in the Law on Enterprises;
 - d) Other cases as resolved by the General Meeting of Shareholders.

Article 39. Head of the Supervisory Board

1. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; the election, dismissal and removal are on the principle of majority. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the fields of

economics, finance, accounting, auditing, law, business administration, or a field related to the business operations of the enterprise.

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

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

Article 40. Rights and obligations of the Supervisory Board

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

1. To propose and recommend that the General Meeting of Shareholders approve the list of approved auditing organizations to audit the Company's financial statements; to decide on the approved auditing organization to examine the Company's operations and to dismiss the approved auditor where deemed necessary.
2. To be accountable to shareholders for its supervisory activities.
3. To supervise the financial situation of the Company and the compliance with law in the activities of members of the Board of Directors, the General Director and other managers.
4. To ensure coordination of activities with the Board of Directors, the General Director and shareholders.
5. Where any breach of law or breach of the Company's Charter by a member of the Board of Directors, the General Director or another executive of the enterprise is detected, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the person committing the breach to cease the breach, and provide remedial measures.
6. To develop the operating regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
7. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
8. To have access to the records and documents of the Company kept at the head office, branches and other locations; to have the right to go to the workplaces of the managers and employees of the Company during working hours.
9. To require the Board of Directors, members of the Board of Directors, the General Director and other managers to provide fully, accurately and promptly information and documents on the management, administration and business operations of the Company.
10. Other rights and obligations as provided by law.

Article 41. Meetings of the Supervisory Board

1. The Supervisory Board must meet at least 02 times a year, with at least two-thirds of the members of the Supervisory Board attending. The minutes of the meeting of the Supervisory

Board are prepared in detail and clearly. The person taking the minutes and the members of the Supervisory Board attending the meeting must sign the minutes. The minutes of the meetings of the Supervisory Board must be kept in order to determine the responsibility of each member of the Supervisory Board.

2. The Supervisory Board may require members of the Board of Directors, the General Director and a representative of the approved auditing organization to attend and answer matters that need to be clarified.

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

The salary, remuneration, bonuses and other benefits of members of the Supervisory Board are as follows:

1. Members of the Supervisory Board are paid salary, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total salary, remuneration, bonuses and other benefits, and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board are reimbursed reasonable meal, accommodation, travel and independent consultancy service expenses. The total of such remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.
3. The salary and operating expenses of the Supervisory Board are recorded as business expenses of the Company in accordance with the law on corporate income tax and other relevant provisions of law, and must be presented as a separate item in the annual financial statements of the Company.

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

Members of the Board of Directors, members of the Supervisory Board, the General Director and other executives are responsible for performing their duties, including duties as members of committees of the Board of Directors, honestly and prudently in the interests of the Company.

Article 43. Duty of honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers must disclose related interests in accordance with the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers and their related persons may use information obtained by virtue of their positions only to serve the interests of the Company.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers are obliged to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, or other companies in which the public company holds control of more than 50% of the charter capital, on the one hand,

and such person or the related persons of such person, on the other, as prescribed by law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with the securities law on information disclosure.

4. A member of the Board of Directors may not vote on a transaction that benefits that member or a related person of that member as provided by the Law on Enterprises.
5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers and their related persons may not use or disclose to others internal information to carry out related transactions.
6. A transaction between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and the individuals or organizations related to them is not invalid in the following cases:
 - a) For a transaction with a value less than or equal to 20% of the total asset value recorded in the most recent financial statements, the material contents of the contract or transaction, as well as the relationships and interests of the member of the Board of Directors, member of the Supervisory Board, General Director or other executive, have been reported to the Board of Directors and approved by the Board of Directors by a majority of the votes in favor of the members of the Board of Directors who have no related interest;
 - b) For a transaction with a value greater than 20%, or a transaction that leads to a transaction value arising within 12 months from the date of the first transaction of 20% or more of the total asset value recorded in the most recent financial statements, the material contents of the transaction, as well as the relationships and interests of the member of the Board of Directors, member of the Supervisory Board, General Director or other executive, have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of the shareholders who have no related interest.

Article 44. Liability for damage and compensation

1. Members of the Board of Directors, members of the Supervisory Board, the General Director and other executives who breach the duties of honesty and prudence, or fail to perform their obligations, are liable for the damage caused by their breach.
2. The Company shall indemnify persons who have been, are, or may become a party to claims, lawsuits or prosecutions (including civil and administrative matters, and not lawsuits brought by the Company as plaintiff) where such person has been or is a member of the Board of Directors, member of the Supervisory Board, General Director, other executive, employee or authorized representative of the Company who has performed or is performing duties under the Company's authorization, acting honestly and prudently in the interests of the Company in compliance with law, and where there is no evidence confirming that such person breached their responsibilities.
3. Indemnification costs include the costs of judgments, fines and amounts actually payable arising (including lawyers' fees) in resolving such matters within the limits permitted by law. The Company may purchase insurance for such persons to avoid the above indemnification liabilities.

XI. RIGHT TO INSPECT THE BOOKS AND RECORDS OF THE COMPANY

Article 45. Right to inspect books and records

1. Ordinary shareholders have the right to inspect the books and records, specifically as follows:
 - a) Ordinary shareholders have the right to examine, look up and extract information on the names and contact addresses in the list of shareholders entitled to vote; to request correction of inaccurate information about themselves; and to examine, look up, extract or copy the Company's Charter, the minutes and resolutions of the General Meeting of Shareholders;
 - b) A shareholder or group of shareholders owning 5% or more of the total ordinary shares has the right to examine, look up and extract the minute book, resolutions and decisions of the Board of Directors, the semi-annual and annual financial statements, the reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except those relating to the Company's trade secrets and business secrets.
2. Where the authorized representative of a shareholder or group of shareholders requests to inspect the books and records, the request must be accompanied by the power of attorney of the shareholder or group of shareholders they represent, or a notarized copy thereof.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director and other executives have the right to inspect the shareholder register of the Company, the list of shareholders, and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.
4. The Company must keep this Charter and its amendments and supplements, the Enterprise Registration Certificate, the regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law, at the head office or another place, provided that shareholders and the Business Registration Authority are notified of the location where such documents are kept.
5. The Company's Charter must be published on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 46. Employees and trade union

1. The General Director must prepare plans for the Board of Directors to approve on matters relating to recruitment, termination of employment, salary, social insurance, welfare, rewards and discipline of employees and executives of the enterprise.
2. The General Director must prepare plans for the Board of Directors to approve on matters relating to the Company's relations with trade union organizations in accordance with the best management standards, practices and policies, and the practices and policies provided in this Charter, the regulations of the Company and the applicable law.

XIII. DISTRIBUTION OF PROFITS

Article 47. Distribution of profits

1. The General Meeting of Shareholders decides on the level and form of annual dividend payment from the retained profits of the Company.
2. The Company does not pay interest on dividends or other payments related to a class of shares.
3. The Board of Directors may recommend that the General Meeting of Shareholders approve the payment of all or part of the dividend in shares, and the Board of Directors is the body implementing this decision.
4. Where a dividend or other amount related to a class of shares is paid in cash, the Company must pay in Vietnamese dong. Payment may be made directly or through banks based on the bank account details provided by the shareholder. Where the Company has made a transfer in accordance with the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not liable for the amount it has transferred to that shareholder. The payment of dividends on shares listed or registered for trading on the Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors adopts a resolution or decision fixing a specific date to finalize the list of shareholders. Based on that date, persons registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, and to receive notices or other documents.
6. Other matters relating to the distribution of profits are carried out in accordance with the provisions of law.

XIV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING REGIME

Article 48. Bank accounts

1. The Company opens accounts at Vietnamese banks or at branches of foreign banks licensed to operate in Vietnam.
2. With the prior approval of the competent authority, where necessary, the Company may open bank accounts abroad in accordance with the provisions of law.
3. The Company carries out all payments and accounting transactions through its Vietnamese dong or foreign currency accounts at the banks where the Company opens its accounts.

Article 49. Financial year

The financial year of the Company begins on 01 October of the current year and ends on 30 September of the following year. The first financial year begins on the date of grant of the Enterprise Registration Certificate and ends on 31 December following the date of grant of the Enterprise Registration Certificate.

Article 50. Accounting regime

1. The accounting regime used by the Company is the enterprise accounting regime or a specific accounting regime issued or approved by the competent authority.
2. The Company maintains accounting books in Vietnamese and keeps accounting records in accordance with the law on accounting and relevant laws. Such records must be accurate, up-to-date, systematic and sufficient to evidence and explain the Company's transactions.

3. The accounting monetary unit used by the Company is Vietnamese dong. Where the Company has economic transactions arising mainly in a foreign currency, it may choose that foreign currency as the accounting monetary unit, shall be responsible for that choice before the law, and shall notify its directly managing tax authority.

XV. FINANCIAL STATEMENTS, ANNUAL REPORT AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 51. Annual, semi-annual and quarterly financial statements

1. The Company must prepare annual financial statements, which must be audited in accordance with law. The Company discloses the audited annual financial statements in accordance with the law on information disclosure on the securities market and submits them to the competent State authority.
2. The annual financial statements must include all reports, appendices and notes as prescribed by the law on enterprise accounting. The annual financial statements must reflect truthfully and objectively the operating situation of the Company.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit them to the competent State authority.

Article 52. Annual report

The Company must prepare and disclose an Annual Report in accordance with the laws on securities and the securities market.

XVI. AUDIT OF THE COMPANY

Article 53. Audit

1. The General Meeting of Shareholders appoints an independent auditing firm, or approves a list of independent auditing firms and authorizes the Board of Directors to select one of them to audit the Company's financial statements for the next financial year, based on the terms and conditions agreed with the Board of Directors.
2. The audit report is enclosed with the annual financial statements of the Company.
3. The independent auditor performing the audit of the Company's financial statements is entitled to attend meetings of the General Meeting of Shareholders and to receive notices and other information relating to the meetings, and may express opinions at the meeting on matters relating to the audit of the Company's financial statements.

XVII. SEAL OF THE ENTERPRISE

Article 54. Seal of the enterprise

1. The seal comprises a seal made at a seal-engraving establishment or a seal in the form of a digital signature as provided by the law on electronic transactions.
2. The Board of Directors decides on the type, number, form and content of the seal of the Company and of the branches and representative offices of the Company (if any).

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

XVIII. DISSOLUTION OF THE COMPANY

Article 55. Dissolution of the Company

1. The Company may be dissolved in the following cases:
 - a) Expiry of the operating term stated in the Company's Charter without a decision on extension;
 - b) Pursuant to a resolution or decision of the General Meeting of Shareholders;
 - c) Revocation of the Enterprise Registration Certificate, unless otherwise provided by the Law on Tax Administration;
 - d) Other cases as provided by law.
2. The dissolution of the Company before the expiry of the term (including the extended term) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to, or approved by, the competent authority (if mandatory) as prescribed.

Article 56. Extension of operation

1. The Board of Directors convenes a meeting of the General Meeting of Shareholders at least 07 months before the end of the operating term so that shareholders may vote on the extension of the Company's operation at the proposal of the Board of Directors.
2. The operating term is extended where shareholders representing 65% or more of the total votes of all shareholders present at the meeting of the General Meeting of Shareholders so approve.

Article 57. Liquidation

1. At least 06 months before the end of the operating term of the Company, or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Board comprising 03 members, of whom 02 are appointed by the General Meeting of Shareholders and 01 is appointed by the Board of Directors from an independent auditing firm. The Liquidation Board prepares its own operating regulations. Members of the Liquidation Board may be selected from among the employees of the Company or independent experts. All expenses relating to the liquidation are paid by the Company in priority to the Company's other debts.
2. The Liquidation Board is responsible for reporting to the Business Registration Authority on the date of its establishment and the date of commencement of its operation. From that time, the Liquidation Board acts on behalf of the Company in all matters relating to the liquidation of the Company before the courts and administrative authorities.
3. The proceeds from the liquidation are paid in the following order:
 - a) The liquidation expenses;
 - b) Debts for salaries, severance allowances, social insurance and other benefits of employees under the collective labor agreement and the signed labor contracts;
 - c) Tax debts;

- d) Other debts of the Company;
- e) The remainder, after payment of all debts from (a) to (d) above, is distributed to the shareholders. Preference shares are paid on a priority basis first.

XIX. RESOLUTION OF INTERNAL DISPUTES

Article 58. Resolution of internal disputes

1. Where a dispute or complaint arises relating to the operations of the Company, or the rights and obligations of shareholders under the Law on Enterprises, the Company's Charter, other legal provisions or agreements, between:
 - a) A shareholder and the Company;
 - b) A shareholder and the Board of Directors, the Supervisory Board, the General Director or another executive;

The relevant parties shall endeavor to resolve such dispute through negotiation and conciliation. Except where the dispute relates to the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors presides over the resolution of the dispute and requires each party to present the information relating to the dispute within 30 working days from the date the dispute arises. Where the dispute relates to the Board of Directors or the Chairperson of the Board of Directors, any party may request the appointment of an independent expert to act as mediator in the dispute resolution process.
2. Where no conciliation decision is reached within 06 weeks from the commencement of the conciliation process, or where the mediator's decision is not accepted by the parties, a party may bring the dispute to arbitration or the court.
3. Each party bears its own costs relating to the negotiation and conciliation procedures. The payment of court costs is made in accordance with the court's judgment.

XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 59. The Company's Charter

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.
2. Where there are legal provisions relating to the operations of the Company that are not addressed in this Charter, or where there are new legal provisions different from the provisions of this Charter, such provisions shall apply to govern the operations of the Company.

XXI. EFFECTIVE DATE

Article 60. Effective date

1. This Charter, comprising 21 chapters and 60 articles, was unanimously adopted by the General Meeting of Shareholders of Educational Book Joint Stock Company in Ho Chi Minh City on July 2026 at the Company's office, No. 363 Hung Phu, Chanh Hung Ward, Ho Chi Minh City, and they jointly approved the full validity of this Charter.
2. This Charter is made in 10 copies of equal validity, which must be kept at the head office of the Company.

3. This Charter is the sole and official Charter of the Company.
4. Copies or extracts of the Company's Charter are valid where signed by the Chairperson of the Board of Directors, or at least one-half of the total members of the Board of Directors, or the General Director.

Ho Chi Minh City, July 13 2026

LEGAL REPRESENTATIVE

(Signature, full name and seal)



PHẠM THỊ MINH NGUYỆT



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