

Số: 142/CNT

No: 142/CNT

TP. Hồ Chí Minh, ngày 29 tháng 04 năm 2025

Ho Chi Minh City, April 29th, 2025**Kính gửi:****- Ủy Ban Chứng Khoán Nhà Nước;****- Sở Giao Dịch Chứng Khoán Hà Nội****Respectfully to:****- State Securities Commission of Vietnam;****- Hanoi Stock Exchange**

1. Tên tổ chức: Công ty Cổ phần Tập đoàn CNT

*1. Name of organization: CNT Group Corporation***- Mã chứng khoán: CNT****- Stock code: CNT****- Trụ sở chính: 9-19 (lầu 2) Hồ Tùng Mậu, phường Nguyễn Thái Bình, Quận 1, TP Hồ Chí Minh****- Address: 9-19 (2nd Floor) Ho Tung Mau Street, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City.****- Điện thoại: 028 3829 5488****Fax: 028 3821 1096****- Tel: 028 3829 5488****Fax: 028 3821 1096****- Email: info@cnt.com.vn****- Loại thông tin công bố: ☐24 giờ ☐bất thường ☐theo yêu cầu ☒định kỳ****- Information disclosure type: ☐24 hours ☐irregular ☐on demand ☒periodic**2. Nội dung thông tin công bố/*Content of information disclosure:*

Công ty Cổ phần Tập đoàn CNT xin công bố Biên bản họp ĐHĐCĐ thường niên 2025, Nghị quyết ĐHĐCĐ thường niên năm 2025 và tài liệu đính kèm cuộc họp.

CNT Group Corporation respectfully announce the Meeting Minutes of the 2025 Annual General Meeting of Shareholder, Resolution of the 2025 Annual General Meeting of Shareholder and attached documents of the 2025 Annual General Meeting of Shareholder.

3. Thông tin này đã được công bố thông tin trên trang điện tử của công ty vào ngày 29/04/2025 tại đường dẫn: <https://cnt.com.vn> ở mục Quan hệ cổ đông/Đại hội đồng cổ đông.

3. This information was published on the company's website on April 29th 2025, as in the link <https://cnt.com.vn> at the category **Shareholder relation/General Meeting of Shareholders**.

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố./.

We hereby certify that the information provided is true and correct; we bear the full responsibility to the law./.

Nơi nhận/Recipients:

- Như trên/As above;
- Lưu: HĐQT/Archives: the BOD.

Tài liệu đính kèm/Attached documents:

- Biên bản họp ĐHĐCĐ ngày 28/04/2025;
- Meeting Minutes of the 2025 AGMS dated April 28th, 2025;
- Nghị quyết ĐHĐCĐ ngày 28/04/2025;
- Resolution of the 2025 AGMS dated April 28th, 2025;
- Tài liệu đính kèm cuộc họp ĐHĐCĐ;
- Attached documents of the 2025 AGMS.

**ĐẠI DIỆN CÔNG TY CP TẬP ĐOÀN CNT
CNT GROUP REPRESENTATIVE**

Người được UQ CBTT

Person authorized to disclose information *nu*



**PHÓ CHỦ TỊCH
HỘI ĐỒNG QUẢN TRỊ
TRẦN CÔNG QUÝ**



RESOLUTION
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
CNT GROUP CORPORATION

Pursuant to the Law on Enterprise 59/2020/QH14 dated June 17th, 2020;
Pursuant to CNT Group Corporation's Charter;
Pursuant to the Minutes of the General Meeting of Shareholders dated April 28th, 2025.

RESOLVED:

Article 1: Approve the Report on activities of the Boards of Directors in 2024 and orienting activities in 2025 (*Report No. 01/BC-HĐQT dated April 07th, 2025 as attached to the Documents of 2025 AGMS*).

Article 2: Approve the Report on business performance 2024 and business plan for 2025 (*Report No. 02/BC-BĐH dated April 07th, 2025 as attached to the Documents of 2025 AGMS*) with following indicators:

2.1. Results of business performance in 2024:

Unit: VND Billion

No.	Indicator	Plan	Implementation	% Implementation /Plan
1	Consolidated revenue	240	233	97%
2	Consolidated profit before tax	145	167	115%
3	Consolidated profit after tax	118	135	114%



2.2. Business plan for 2025:

Unit: VND Million

No.	Indicator	Plan
1	Consolidated revenue	63,590.90
2	Consolidated profit before tax	12,516.56
3	Consolidated profit after tax	9,357.57

Article 3: Approve the Report on activities of the Audit Committee in 2025 and orienting activities in 2025 (*Report No. 03/BC-UBKT dated April 07th, 2025 as attached to the Documents of 2025 AGMS*).

Article 4: Approve the Proposal on approval of Audited Financial Statements of 2024 by MOORE AISC Auditing and Informatics Services Company Limited (*Proposal No. 04/TTr-HĐQT dated April 07th, 2025 as attached to the Documents of 2025 AGMS*).

Article 5: Approve the Proposal on reporting on remuneration for the BOD in 2024 and plan for 2025 (*Proposal No. 05/TTr-HĐQT dated April 07th, 2025 as attached to the Documents of 2025 AGMS*).

Article 6: Approve the Proposal on profit distribution for 2024 and profit distribution for 2025 (*Proposal No. 06/TTr-HĐQT dated April 07th, 2025 as attached to the Documents of 2025 AGMS*).

The dividend payout ratio for 2024 is 32% of the charter capital, of which payment in cash: 2% of the charter capital and payment of stock: 30% of the charter capital.

Article 7: Approve the Proposal on dividend payment for 2024 (*Proposal No. 07/TTr-HĐQT dated April 07th, 2025 as attached to the Documents of 2025 AGMS*).

Article 8: Approve the Proposal on selection of audit firm for Financial Statements of 2025 (*Proposal No. 08/TTr-UBKT dated April 07th, 2025 as attached to the Documents of 2025*):

The GMS approve the list of independent audit firms and authorize the Board of Directors to decide on selecting an independent audit firm for Financial Statements of 2025, comprising those authorized by the SSC to audit public-interest entities in the securities sector in 2025.

Article 9: Approve the Proposal on transfer of stock transaction registration from UPCOM (HNX) exchange to stock listing on the HCMC Stock Exchange. Ho Chi Minh (HOSE) (Proposal No. 09/TTr-HĐQT dated April 07th, 2025 as attached to the Documents of 2025).

Article 10: Approve the Report on the change of several business lines (Report No. 10/BC-HĐQT dated April 07th, 2025 as attached to the Documents of 2025 AGMS).

Article 11: Approve the Proposal on adjustment of the Company's Charter, the Internal Regulations on Corporate Governance, the Regulations on Operation of the Board of Directors. (Proposal No. 11/TTr-HĐQT dated April 07th, 2025 as attached to the Documents of 2025).

Article 12: Approve the Proposal on dismissal of the independent member of BOD in the term 2021-2026 (Proposal No. 12/TTr-HĐQT dated April 07th, 2025 as attached to the Documents of 2025):

General Meeting of Shareholders approve the dismissal of Mr. Ly Chi Tung from the position as an independent member of the BOD from April 28th, 2025.

Article 13: This Resolution shall take effect from April 28th, 2025. The Board of Directors shall be responsible for disclosing the Resolution to all shareholders on Company's website (<http://cnt.com.vn>) in compliance with applicable laws.

The General Meeting of Shareholders authorize the Board of Directors, the Boards of Management to be responsible for disseminating, implementing, and supervising the execution of this Resolution.

Recipients:

- GMS;
- Archived: Administrative Office, the BOD.

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



PHAM QUOC KHANH

No: **.D1.** /BB-ĐHĐCĐ*Ho Chi Minh City, April 28th, 2025*

MEETING MINUTES

2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Company name: CNT Group Corporation.**Address:** 9-19 (2nd floor) Ho Tung Mau Street, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City.**Điện thoại:** 028.3829 5488**Business Registration Certificate No:** 0301460120**Time:** From 08:45 AM to 11:45 AM, April 28th, 2025.**Venue:** Ho Chi Minh Museum – Ho Chi Minh City Branch, 01 Nguyen Tat Thanh Street, Ward 12, District 4, Ho Chi Minh City.

PART I. PARTICIPANTS

1. Board of Directors:

- | | |
|------------------------|---|
| - Mr. Pham Quoc Khanh | - President of the BOD |
| - Mr. Tran Cong Quy | - Vice President of the BOD, member of the Audit Committee. |
| - Mr. Nguyen Huy Hoang | - Independent member of the BOD, Chairman of the Audit Committee. |

2. Board of Management:

- | | |
|------------------------|-------------------------|
| - Mr. Nguyen Son Nam | - General Director |
| - Mr. Le Viet Nam | - Vice General Director |
| - Mr. Nguyen Tien Dung | - Chief Accountant |

3. Delegate:

Shareholder/Authorized party after completing the procedures for registration of attendance in compliance with the Company Charter.

PART II. MEETING OPENING

1. Report on the results of shareholders' eligibility examinations:

- Mr. Nguyen Huy Vu report the results of shareholders' eligibility examinations.
- Content of the report:

- Invited shareholders: All shareholders of CNT Group Corporation on the list closed on March 27th, 2025, holding 50,392,785 shares, accounting for 50,392,785 of the total votes shares of shareholders of CNT Group Corporation.

• As at: 08:45 AM, the turnout comprises of (in person and authorized): 19 participants, presenting 50.392.785 votes shares, accounting for 93,25091% the total votes shares of shareholders of CNT Group Corporation.

Pursuant to the current Law on Enterprise and the Company Charter, the 2025 Annual General Meeting of Shareholders of CNT Group Coporation was eligible to proceed.

2. Opening procedures.

3. Introducing the Presidium:

Mr. Pham Quoc Khanh	- President of the BOD, Chairperson of the meeting
Mr. Tran Cong Quy	- Vice President of the BOD
Mr. Nguyen Huy Hoang	- Independent member of the BOD
Mr. Nguyen Son Nam	- General Director
Mr. Nguyen Tien Dung	- Chief Accountant

4. Introducing the Secretary:

Ms. Cao Thi Le Na	- Company secretary
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The meeting voted on member of Secretary.

5. Introducing the Vote Counting Committee:

Mr. Nguyen Huy Vu	- Head of Committee
Ms. Nguyen Thi Tuyet Trinh	- Member
Mr. Danh Ut	- Member
Mr. Lam Hoang Thanh	- Member
Ms. Nguyen Thi My Chi	- Member

The meeting voted on member of Vote Counting Committee.

6. Approval of the Meeting Agenda; Working and Voting regulations at the Meeting.

The meeting voted on the Meeting Agenda; Working and Voting regulations at the Meeting.

➤ **Voting results of the above contents:** The meeting voted on member of Secretary, the Meeting Agenda; Working and Voting regulations at the Meeting by holding the Voting Card with an approval of 100% voting rights attending the Meeting Vote Counting Committee.

PART III. MEETING CONTENTS

The General Meeting listen to the Reports and Proposals presented by the Board of Directors and the Board of Management:

Mr. Pham Quoc Khanh - President of the BOD presented Report on activities of the Boards of Directors in 2024 and orienting activities in 2025.

Mr. Tran Cong Quy - Vice President of the BOD presented:

- Proposal on profit distribution for 2024 and profit distribution for 2025.
- Proposal on dividend payment for 2024.
- Report on the change of several business lines.
- Proposal on adjustment of the Company's Charter, the Internal Regulations on Corporate Governance, the Regulations on Operation of the Board of Directors.
- Proposal on dismissal of the independent member of BOD in the term 2021-2026.

Mr. Nguyen Huy Hoang - Independent member of the BOD presented:

- Report on activities of the Audit Committee in 2025 and orienting activities in 2025.
- Proposal on approval of Audited Financial Statements of 2024.
- Proposal on transfer of stock transaction registration from UPCOM (HNX) exchange to stock listing on the HCMC Stock Exchange. Ho Chi Minh (HOSE).

Mr. Nguyen Son Nam - General Director presented the Report on business performance 2024 and business plan for 2025.

Mr. Nguyen Tien Dung - Chief Accountant presented:

- Proposal on approval of Audited Financial Statements of 2024.
- Proposal on reporting on remuneration for the BOD in 2024 and plan for 2025.

PART IV. DISCUSSION

The Chairperson presided the meeting to discuss the Reports and Proposals. Details are as follow:

*** Shareholder 1:**

Question:

1. When will the Thanh Dong project open for sale; How many hectares of the Binh Chieu Thu Duc project, when will it be implemented?
2. Has project Huynh Tan Phat, Quy Nhon opened yet? When is the Dak Lak project implemented?
3. In 2025, will CNT Group list the stock on the HCMC Stock Exchange?

Answer:

1. a) The Thanh Dong project has been open for sale in phase 1 since mid-April 2025, with positive results. In 2025, Bac Thang Long - Thanh Dong Company plans to sell all products of this project in 2025 and early 2026.

Up to now, the company has implemented about 70% of the project infrastructure with facilities such as clubhouse, swimming pool, pickleball field, etc.

b) The project in Binh Chieu, Thu Duc is about 3000m², with a plan to build a high-rise apartment complex. The company purchased the land fund in 2024 and is currently in the process of applying for approval as an investor of the project, which is expected to take about 2 years to complete legal procedures to continue taking the next steps.

2. Project Huynh Tan Phat, Quy Nhon was successfully auctioned by CNT Group and is implementing the design work and applying for a construction permit. CNT Group aims to launch sales in early 2026. Also, CNT Group is continuing to explore and develop projects in Dak Lak province

3. At the Annual GSM meeting in 2024, the Board of Management presented the GSM through the transfer of transactions from the UPCOM Stock Exchange managed by the Hanoi Department of Education to the HOSE Stock Exchange.

However, the Board of Management has considered not conducting implementation to focus on completing documents and implementing the stock listing on the HCMC Stock Exchange in 2025. The process of implementing takes times, first of all, in 2025, the company will carry out capital increase by issuing shares to shareholders and is scheduled to be completed in September this year, after which CNT Group will push for the implementation of listing registration on HOSE.

*** Shareholder 2:**

Question:

1. Why is the Tra Duoc Quarry working ineffectively? What is the plan of the Board of Directors to improve the operation of this quarry?

2. When will CNT Group apply for the 1/500 planning for the 98 hectares - Ha Tien project encroaching the sea in Ha Tien?

3. In the short-term accounts receivable section of the 2024 audited financial statement, there is a lack of explanation of this clause, I request the Board of Management to explain.

Answer:

1. The Tra Duoc Quarry stopped mining because the operation license had expired. CNT Group is carrying out environmental renovation work to hand over to local authorities and continues to stick to local plans for quarry bidding and auctions in the upcoming periods 2026-2027.

2. The 98 hectare - Ha Tien New Town Project is continuing to sell some of the remaining land with less than 100 foundations.

CNT Group is tracking the bidding and auction plan to have an opportunity to participate in 2025-2026.

In addition, CNT Group also has cash funds enough to carry out M&A projects as well as participate in bidding and auction of new projects.

3. In the 2024 audited financial statement, the contents of Short-term accounts receivable as of December 31th, 2024 including 8 items and were about 162 billion VND, compared to about 106 billion VND on January 1st, 2024. The Section. **1. Trade receivables** is from the material sales business with the amount of 227.26 billion VND, so far have become uncollectible accounts receivable in Section **7. Provision for doubtful debts** is a provisional fund of more than -235 billion VND; Section **2. Prepayment to suppliers** with the amount of 108.45 billion VND is for making advance payment to invest in collecting projects such as: Binh Chieu, Thu Duc project as of

December 31st, 2024 but transfer has been completed so far; Section 6. **Other receivables** is an advance money to raise land funds and other related items in real estate activities with the amount of 60 billion VND.

PART V. VOTING

As at 10:30 AM, the turnouts comprised of: 58 participants, representing 47.126.951 voting shares, accounting for 93,51924% of the total number of voting shares of shareholders.

Report on the number of ballots issued, collected and uncollected:

Total ballots issued: 58; representing 47.126.951 voting shares, accounting for 100% of the total number of voting shares of attending shareholders.

Total ballots collected: 55; representing 47.126.937 voting shares, accounting for 99,99997% of the total number of voting shares of attending shareholders.

Total ballots collected: 3; representing 14 voting shares, accounting for 0,00003% of the total number of voting shares of attending shareholders.

The General Meeting listened and voted for following contents:

Content 1: Approve the Report on activities of the Boards of Directors in 2024 and orienting activities in 2025 (Report No. 01/BC-HDQT dated April 7th, 2025)

➤ Voting result:

Voting method: voting by ballots.

Total valid ballots: 54 representing: 47.126.936 voting shares, accounting for: 99,99997% of the total number of voting shares of attending shareholders, including:

- *Total ballots of approval: 54; representing: 47.126.936 voting shares, accounting for: 99,99997% of the total number of voting shares of attending shareholders.*

- *Total ballots of disapproval: 0; representing: 0 voting shares, accounting for: 0,00000% of the total number of voting shares of attending shareholders.*

- *Total ballots of abstention: 0; representing: 0 voting shares, accounting for: 0,00000% of the total number of voting shares of attending shareholders.*

Total invalid ballots: 1 representing: 1 voting shares, accounting for: 0,00000% of the total number of voting shares of attending shareholders.

As a result, Content 10 is approved at an approval rate of 99,99997% of the total number of voting shares of attending shareholders.

Content 2: Approve the Report of Production-business activities results and Orientation for 2025 (Report No. 02/BC-BDH dated April 7th, 2025).

➤ Voting result:

Voting method: voting by ballots.

Total valid ballots: 54 representing: 47.126.936 voting shares, accounting for: 99,99997% of the total number of voting shares of attending shareholders, including:

- *Total ballots of approval: 54; representing: 47.126.936 voting shares, accounting for: 99,99997% of the total number of voting shares of attending shareholders.*

- *Total ballots of disapproval: 0; representing: 0 voting shares, accounting for: 0,00000% of the total number of voting shares of attending shareholders.*

- *Total ballots of abstention: 0; representing: 0 voting shares, accounting for: 0,00000% of the total number of voting shares of attending shareholders.*

Total invalid ballots: 1 representing: 1 voting shares, accounting for: 0,00000% of the total number of voting shares of attending shareholders.

As a result, Content 10 is approved at an approval rate of 99,99997% of the total number of voting shares of attending shareholders.

Content 3: Approve the Report on activities of the Audit Committee in 2025 and orienting activities in 2025. (Report No. 03/BC-UBKT dated April 7th, 2025).

➤ Voting result:

Voting method: voting by ballots.

Total valid ballots: 54 representing: 47.126.936 voting shares, accounting for: 99,99997% of the total number of voting shares of attending shareholders, including:

- *Total ballots of approval: 54; representing: 47.126.936 voting shares, accounting for: 99,99997% of the total number of voting shares of attending shareholders.*

- *Total ballots of disapproval: 0; representing: 0 voting shares, accounting for: 0,00000% of the total number of voting shares of attending shareholders.*

- *Total ballots of abstention: 0; representing: 0 voting shares, accounting for: 0,00000% of the total number of voting shares of attending shareholders.*

Total invalid ballots: 1 representing: 1 voting shares, accounting for: 0,00000% of the total number of voting shares of attending shareholders.

As a result, Content 10 is approved at an approval rate of 99,99997% of the total number of voting shares of attending shareholders.

Content 4: Approve the Proposal on approval of Audited Financial Statements of 2024 (Proposal No. 04/TTr-HĐQT dated April 7th, 2025).

➤ Voting result:

Voting method: voting by ballots.

Total valid ballots: 54; representing: 47.126.936 voting shares, accounting for: 99,99997% of the total number of voting shares of attending shareholders, including:

• *Total ballots of approval: 53; representing: 47.116.856 voting shares, accounting for: 99,97858% of the total number of voting shares of attending shareholders.*

• *Total ballots of disapproval: 0 representing: 0 voting shares, accounting for: 0,00000% of the total number of voting shares of attending shareholders.*

• *Total ballots of abstention: 1 representing: 10.080 voting shares, accounting for: 0,02139% of the total number of voting shares of attending shareholders.*

Total invalid ballots: 1 representing: 1 voting shares, accounting for: 0,0000% of the total number of voting shares of attending shareholders.

As a result, Content 4 is approved at an approval rate of 99,97858% of the total number of voting shares of attending shareholders.

Content 5: Approve the Proposal on reporting on remuneration for the BOD in 2024 and plan for 2025 (Proposal No. 05/TTr-HĐQT dated April 7th, 2025).

➤ Voting result:

Voting method: voting by ballots.

Total valid ballots: 54 representing: 47.126.936 voting shares, accounting for: 99,99997% of the total number of voting shares of attending shareholders, including:

• *Total ballots of approval: 54; representing: 47.126.936 voting shares, accounting for: 99,99997% of the total number of voting shares of attending shareholders.*

• *Total ballots of disapproval: 0; representing: 0 voting shares, accounting for: 0,00000% of the total number of voting shares of attending shareholders.*

• *Total ballots of abstention: 0; representing: 0 voting shares, accounting for: 0,00000% of the total number of voting shares of attending shareholders.*

Total invalid ballots: 1 representing: 1 voting shares, accounting for: 0,00000% of the total number of voting shares of attending shareholders.

As a result, Content 10 is approved at an approval rate of 99,99997% of the total number of voting shares of attending shareholders.

Content 6: Approve the Proposal on profit distribution for 2024 and the plan for profit distribution in 2025 (Proposal No. 06/TTr-HĐQT dated April 7th, 2025).

➤ Voting result:

Voting method: voting by ballots.

Total valid ballots: 54; representing: 47.126.936 voting shares, accounting for: 99,99997% of the total number of voting shares of attending shareholders, including:

• *Total ballots of approval: 53; representing: 47.116.856 voting shares, accounting for: 99,97858% of the total number of voting shares of attending shareholders.*

• *Total ballots of disapproval: 0 representing: 0 voting shares, accounting for: 0,00000% of the total number of voting shares of attending shareholders.*

• *Total ballots of abstention: 1 representing: 10.080 voting shares, accounting for: 0,02139% of the total number of voting shares of attending shareholders.*

Total invalid ballots: 1 representing: 1 voting shares, accounting for: 0,0000% of the total number of voting shares of attending shareholders.

As a result, Content 6 is approved at an approval rate of 99,97858% of the total number of voting shares of attending shareholders.

Content 7: Approve the Proposal on approving the plan to issue shares to pay dividends for the year 2024 (Proposal No. 07/TTr-HĐQT dated April 7th, 2025).

➤ Voting result:

Voting method: voting by ballots.

Total valid ballots: 54; representing: 47.126.936 voting shares, accounting for: 99,99997% of the total number of voting shares of attending shareholders, including:

• *Total ballots of approval: 53; representing: 47.116.856 voting shares, accounting for: 99,97858% of the total number of voting shares of attending shareholders.*

• *Total ballots of disapproval: 0 representing: 0 voting shares, accounting for: 0,00000% of the total number of voting shares of attending shareholders.*

• *Total ballots of abstention: 1 representing: 10.080 voting shares, accounting for: 0,02139% of the total number of voting shares of attending shareholders.*

Total invalid ballots: 1 representing: 1 voting shares, accounting for: 0,0000% of the total number of voting shares of attending shareholders.

As a result, Content 7 is approved at an approval rate of 99,97858% of the total number of voting shares of attending shareholders.

Content 8: Approve the Proposal on selection of audit firm for Financial Statements of 2025 (Proposal No. 08/TTr-UBKT dated April 7th, 2025).

➤ Voting result:

Voting method: voting by ballots.

Total valid ballots: 54; representing: 47.126.936 voting shares, accounting for: 99,99997% of the total number of voting shares of attending shareholders, including:

• *Total ballots of approval: 53; representing: 47.116.856 voting shares, accounting for: 99,97858% of the total number of voting shares of attending shareholders.*

• *Total ballots of disapproval: 0 representing: 0 voting shares, accounting for: 0,00000% of the total number of voting shares of attending shareholders.*

• *Total ballots of abstention: 1 representing: 10.080 voting shares, accounting for: 0,02139% of the total number of voting shares of attending shareholders.*

Total invalid ballots: 1 representing: 1 voting shares, accounting for: 0,0000% of the total number of voting shares of attending shareholders.

As a result, Content 8 is approved at an approval rate of 99,97858% of the total number of voting shares of attending shareholders.

Content 9: Approve the Proposal on transfer of stock transaction registration from UPCOM (HNX) exchange to stock listing on the HCMC Stock Exchange. Ho Chi Minh (HOSE) (Proposal No. 09/TTr-HĐQT dated April 7th, 2025).

➤ Voting result:

Voting method: voting by ballots.

Total valid ballots: 54 representing: 47.126.936 voting shares, accounting for: 99,99997% of the total number of voting shares of attending shareholders, including:

- *Total ballots of approval: 54; representing: 47.126.936 voting shares, accounting for: 99,99997% of the total number of voting shares of attending shareholders.*

- *Total ballots of disapproval: 0; representing: 0 voting shares, accounting for: 0,00000% of the total number of voting shares of attending shareholders.*

- *Total ballots of abstention: 0; representing: 0 voting shares, accounting for: 0,00000% of the total number of voting shares of attending shareholders.*

Total invalid ballots: 1 representing: 1 voting shares, accounting for: 0,00000% of the total number of voting shares of attending shareholders.

As a result, Content 9 is approved at an approval rate of 99,99997% of the total number of voting shares of attending shareholders.

Content 10: Approve the Report on the Change of Several Business Lines (Report No. 10/BC-HĐQT dated April 7th, 2025)

➤ Voting result:

Voting method: voting by ballots.

Total valid ballots: 54 representing: 47.126.936 voting shares, accounting for: 99,99997% of the total number of voting shares of attending shareholders, including:

- *Total ballots of approval: 54; representing: 47.126.936 voting shares, accounting for: 99,99997% of the total number of voting shares of attending shareholders.*

- *Total ballots of disapproval: 0; representing: 0 voting shares, accounting for: 0,00000% of the total number of voting shares of attending shareholders.*

- *Total ballots of abstention: 0; representing: 0 voting shares, accounting for: 0,00000% of the total number of voting shares of attending shareholders.*

Total invalid ballots: 1 representing: 1 voting shares, accounting for: 0,00000% of the total number of voting shares of attending shareholders.

As a result, Content 10 is approved at an approval rate of 99,99997% of the total number of voting shares of attending shareholders.

Content 11: Approve the Proposal on amendments and supplements to the Company's Charter, the Internal Regulations on Corporate Governance, the Regulations on Operation of the Board of Directors of CNT Group Corporation (Proposal No. 11/TTr-HĐQT dated April 7th, 2025).

➤ Voting result:

Voting method: voting by ballots.

Total valid ballots: 54; representing: 47.126.936 voting shares, accounting for: 99,99997% of the total number of voting shares of attending shareholders, including:

- *Total ballots of approval: 53; representing: 47.116.856 voting shares, accounting for: 99,97858% of the total number of voting shares of attending shareholders.*

- *Total ballots of disapproval: 0 representing: 0 voting shares, accounting for: 0,00000% of the total number of voting shares of attending shareholders.*

- *Total ballots of abstention: 1 representing: 10.080 voting shares, accounting for: 0,02139% of the total number of voting shares of attending shareholders.*

Total invalid ballots: 1 representing: 1 voting shares, accounting for: 0,0000% of the total number of voting shares of attending shareholders.

As a result, Content 11 is approved at an approval rate of 99,97858% of the total number of voting shares of attending shareholders.

Content 12: Approve the Proposal on dismissal of the independent member of BOD in the term 2021-2026 (Proposal No. 12/TTr-HĐQT dated April 7th, 2025).

➤ Voting result:

Voting method: voting by ballots.

Total valid ballots: 54; representing: 47.126.936 voting shares, accounting for: 99,99997% of the total number of voting shares of attending shareholders, including:

- *Total ballots of approval: 53; representing: 47.116.856 voting shares, accounting for: 99,97858% of the total number of voting shares of attending shareholders.*

- *Total ballots of disapproval: 0 representing: 0 voting shares, accounting for: 0,00000% of the total number of voting shares of attending shareholders.*

- *Total ballots of abstention: 1 representing: 10.080 voting shares, accounting for: 0,02139% of the total number of voting shares of attending shareholders.*

Total invalid ballots: 1 representing: 1 voting shares, accounting for: 0,0000% of the total number of voting shares of attending shareholders.

As a result, Content 12 is approved at an approval rate of 99,97858% of the total number of voting shares of attending shareholders.

PART VI. APPROVE THE MINUTES & RESOLUTIONS OF THE MEETING

Presenter: Ms. Cao Thi Le Na read the Minutes and Resolution of the Meeting.

The General Meeting of Shareholder voted and approved the Minutes and Resolution of the 2025 Annual General Meeting of Shareholders by holding the Voting Card with an approval of 100% voting rights attending the Meeting.

PART VII. CLOSING THE MEETING

Mr. Pham Quoc Khanh – Chairman of the meeting declares to wrap up the meeting.

This Minutes shall be prepared in 03 (three) copies and kept in the CNT Group Corporation.

The 2025 Annual General Meeting of Shareholders of CNT Group Corporation finished at 11:45 AM on the same day.

SECRETARY



Cao Thi Le Na

CHAIRMAN OF THE MEETING



Pham Quoc Khanh





No: 01/BC-HDQT

Ho Chi Minh City, April 7th, 2025

REPORT OF THE BOARD OF DIRECTORS AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

To: Shareholders of CNT Group Corporation

In implementing the duties and authorities of the Board of Directors (BOD) stipulated in the Company's Charter and the Law on Enterprise, the BOD of CNT Group Corporation ("CNT Group") would like to report on the operations of the BOD in 2024 and the goals/orientations for 2025 as follows:

A. REPORT ON THE OPERATIONS OF THE BOD IN 2024

I. Report on the implementation results of the AGM Resolution in 2024.

1. Report on the production-business operation situation in 2024.

At the end of the 2024 fiscal year, the Company's business operations (according to the consolidated audited financial statements) had the following results:

Unit: Billion VND

N o .	Item	PLAN	IMPLEMENT ATION	% implementa tion/plan
1	Net revenue	240	233	97%
2	Profit before tax	145	167	115%
3	Profit after tax	118	135	114%

To achieve the above results, the BOD has closely coordinated with the Audit Committee and the Board of Management to develop specific business orientations, strategies, and plans, build appropriate business plans for each market scenario, and supervise the organization and daily operations of the Company. As a result, the Company's business operations recorded positive and encouraging results.

2. Report on the dividend payment results of 2023.

In 2024, CNT Group completed the payment of dividends in cash and in shares on schedule to shareholders according to the following specific results:

Item	Percentage	Result
-------------	-------------------	---------------

Cash dividend payment	100 VND/ shares	Total cash dividend payout: 3,991,506,902 VND.
Stock dividend payment	26%	Charter capital increased by 103,777,160 VND (equivalent to the number of shares issued being 10,377,716 shares).

3. Report on the selection of an auditing unit for the 2024 financial statements.

Pursuant to the Resolution of the General Meeting of Shareholders No. 01/NQ-DHDCD dated 2024-04-23, the BOD has selected an auditing unit from the list approved by the Ministry of Finance, which is Moore AISC Auditing and Informatics Services Company Limited, to audit the 2024 financial statements for CNT Group.

Result: Moore AISC Auditing and Informatics Services Company Limited has completed the review of the separate and consolidated semi-annual and annual financial statements for 2024 for CNT Group.

4. Report on the divestment situation at affiliated companies.

In order to be proactive in financial management and supplement investment capital for the company, the BOD submitted to the General Meeting of Shareholders for approval the plan to divest capital at the following companies: Southern Civil and Industrial Construction Joint Stock Company and Phuoc Hoa Investment and Development Co., Ltd.

Result: The BOD has not yet carried out the divestment at affiliated companies after careful consideration of the implementation conditions. Therefore, in 2025, the BOD will continue to carry out the divestment at these companies to bring the highest benefits to the Company and shareholders.

5. Report on the transfer of the Company's share trading registration from the UPCOM trading floor (HNX) to listing shares on the Ho Chi Minh City Stock Exchange (HOSE).

Pursuant to the Resolution of the General Meeting of Shareholders No. 01/NQ-DHDCD dated 2024-04-23, to enhance the Company's new position, promoting its image and brand, creating prestige and opportunities to attract new investment capital sources, bringing benefits to the Company's shareholders; and to increase the liquidity of CNT shares, the plan to transfer the Company's share registration from UPCOM (managed by the Hanoi Stock Exchange (HNX)) to listing shares on Ho Chi Minh City Stock Exchange (HOSE) has been approved by the General Meeting of Shareholders.

Regarding the implementation result: in 2024, in the context of an unfavorable macroeconomic environment and unpredictable listing stock market, the BOD proactively postponed the share listing transfer in 2024 to ensure the benefits of shareholders. Therefore, in 2025, the BOD will submit to the AGM to continue implementing the share listing transfer to the Ho Chi Minh City Stock Exchange (HOSE).

6. Report on the amendment of several business lines.

The Board of Directors submitted to the 2024 Annual General Meeting of Shareholders for approval the adjustment of several business lines and the equivalent adjustment of the content in the Company's Charter.

Regarding the implementation results: after careful consideration, the Board of Directors realized that the situation and business orientation are suitable for the current list of the Company's business lines, therefore, the Board of Directors respectfully requests the General Meeting of Shareholders to approve the termination of the change of the Company's business lines according to the contents approved at the 2024 General Meeting of Shareholders and update the Company's Charter according to the old business lines.

7. Report on amending and supplementing certain contents of the Company's Charter, Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors.

The Board of Directors has completed the amendment and supplement of the Company's Charter, the Internal Regulations on Corporate Governance, and Regulations on Operations of the Board of Directors according to the contents approved at the 2024 Annual General Meeting of Shareholders and disclosed information, posted on the website in accordance with the law.

II. Summary of meetings and decisions of the Board of Directors.

In 2024, the Board of Directors held a total of 27 regular and irregular meetings to promptly issue Decisions/Resolutions related to the organization and operation of the Company, and to carry out the leadership and management of business operations. These Resolutions/Decisions are published by the Company in Section 5 of Part II of the Report on Corporate Governance in 2024 dated 2025-01-22.

III. Salaries, remuneration, and operating expenses of the Board of Directors implemented in 2024.

Total Remuneration and income of the Board of Directors in 2024 were used within the limit approved by the Annual General Meeting of Shareholders ("GMS") in 2024.

Detailed information on the remuneration of each member of the Board of Directors is shown in item VIII.3. Transactions with related parties in the 2024 audited financial statements of CNT Group and published on the Company's website at: <https://cnt.com.vn> in the section Shareholder Relations => Financial Report.

IV. Report on transactions between the company, Company's subsidiaries, companies in which the public company holds controlling rights of 50% or more of the charter capital with members of the Board of Directors and affiliated persons of such members; transactions between the company and companies in which members of the Board of Directors are founders or business managers in the last 03 years.

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These transactions have been disclosed by the Company in the 2024 Report on Corporate Governance dated 2025-01-22 in Items VII.2 and VII.3. The transactions have been fully disclosed and approved in accordance with the provisions of the Company's Charter.

V. Activities of the Audit Committee under the Board of Directors.

Performing functional tasks, the Audit Committee inspects compliance with the provisions of current laws, the Company's Charter, and the Internal Regulations on Corporate Governance; Assesses compliance with accounting processes, regulations, policies, and standards; and supervises independent audit services for the Company's financial statements.

All members fully participate in in-person meetings and make important contributions to the development strategy and operation of CNT Group; proactively exchange on business targets, development orientations in each field of operation, and offer appropriate proposals and solutions.

VI. Activities of independent members of the Board of Directors and assessment results of independent members on the activities of the Board of Directors.

The independent members of the Board of Directors have shown their activeness in fully attending meetings, contributing opinions and making practical suggestions to promote the development of the Company.

Through supervision, the independent member of the Board of Directors noted that the governance activities are implemented with due authority, in strict compliance with the provisions of law and the Company's Charter, ensuring transparency and fairness to all shareholders.

The Board of Directors regularly organizes meetings to review and comprehensively evaluate the company's key activities, including strategic orientation, progress of business plan implementation, risk management, as well as the improvement of the management process system.

Board of Directors meetings are held in accordance with the process, in strict compliance with the regulations in the Charter and the Internal Regulations on Corporate Governance. All decisions of the Board of Directors are approved based on the consensus of the majority of members, ensuring democracy and objectivity.

VII. Supervision results for the General Director and other managers.

In the course of exercising its powers and responsibilities, the Board of Directors always adheres to the Charter, carefully considers, makes recommendations, and directs the Board of Management to operate in the best way to ensure the maximum legitimate benefits of CNT Group and shareholders.

The Board of Management manages the Company's operations according to the Resolutions/Decisions of the Board of Directors, regularly reports, exchanges with the Board of Directors, and makes timely adjustments to ensure the achievement of goals with the highest efficiency.

The Board of Directors and the Board of Management always coordinate closely, implementing the management-executive relationship in accordance with the Charter and the Internal Regulations on Corporate Governance.

B. ORIENTATION FOR THE YEAR 2025

The Board of Directors assesses that 2025 will continue to bring significant challenges, but this is also an opportunity for CNT Group to affirm its position through the realization of sustainable development strategies. The long-term orientation of CNT Group Corporation is towards innovation, building and developing the CNT Group brand to become a reputable and stable development unit in the field of real estate investment and business in Vietnam, focusing on operating in key areas such as real estate and existing business lines.

With the goal of continuing to develop sustainably, stabilizing the company's production-business situation in the current period, and preparing resources to accelerate and promote production-business activities when the opportunity arises. The Company's Board of Directors has identified the following plan targets for 2025:

- Total consolidated net revenue: 63,590.90 million VND.
- Consolidated Profit before tax: 12,516.56 million VND.
- Consolidated Profit after tax: 9,357.57 million VND.

The Board of Directors requests the General Director and the Company's Board of Management to be more drastic, maximize market opportunities, business opportunities, and strengthen and improve financial and human capacity, and best complete the assigned tasks.

Dear Shareholders, the above is the activity report of the Board of Directors of CNT Group Corporation, respectfully submitted to the General Meeting of Shareholders for approval.

Sincerely./.

Recipients:

- GMS;
- Archived: Administrative Office,
Secretary of the BOD.

ON BEHALF OF THE BOARD OF DIRECTORS

PRESIDENT



PHAM QUOC KHANH

**REPORT OF
PRODUCTION-BUSINESS ACTIVITIES RESULTS AND ORIENTATION FOR 2025**

To: General Meeting of Shareholders of CNT Group Corporation

The Board of Management of CNT Group Corporation respectfully reports to the General Meeting of Shareholders (GMS) on the production-business activities results in 2024 and orientation for 2025, according to the following contents:

I. PRODUCTION-BUSINESS ACTIVITIES RESULTS IN 2024

(Unit: Billion VND)

No.	Items	PLAN	IMPLEMENTATION	% implementation/plan
1	Consolidated net revenue	240	233	97%
2	Consolidated Profit before tax	145	167	115%
3	Consolidated Profit after tax	118	135	114%

II. OVERALL ASSESSMENT OF THE ECONOMY AND REAL ESTATE MARKET IN 2024

1. Macroeconomic situation:

a. Bright spots:

- According to the General Statistics Office, Vietnam's GDP in 2024 grew positively. Inflation was controlled, and the Consumer Price Index (CPI) was maintained at a relatively stable level. Import and export activities showed positive signs with total import-export turnover increasing and a trade surplus maintained, and state budget revenue exceeded estimates.

b. Challenges:

- Global economic instability affected the Vietnamese economy, posing a risk of high inflation due to rising world commodity prices. Slow disbursement of public investment capital and risks from climate change.

2. Real estate sector situation in 2024

In 2024, while the macroeconomy showed positive signals, on the contrary, the real estate market still faced many challenges.

a. Bright spots:

- The market showed signs of recovery, especially in the apartment and social housing segments, with the Government issuing many policies to support the market. The supply of



real estate showed signs of improvement. Increased interest from consumers as well as the government in social housing.

b. Challenges:

- Legal obstacles remained the biggest barrier, along with capital pressure. Real estate enterprises still faced many difficulties in accessing capital sources.
- The market remained divided: A large difference between segments and regions.

III. ASSESSMENTS OF PRODUCTION-BUSINESS ACTIVITIES IN 2024

1. General management activities:

- Along with the general difficulties of the economy, facing challenges and pressures from unpredictable market fluctuations, the company continued to face many difficulties in developing new projects, implementing sales, and recovering debts from existing projects, leading to revenue only reaching 97% of the plan. However, thanks to drastic actions to consolidate the foundation, upgrade internal strength, along with timely and flexible decisions and changes from the Board of Directors, the Board of Management, and the consensus of Departments/Boards, staff, CNT still achieved the profit target compared to the set plan.

- In 2024, management focused on stabilizing the organizational structure, implementing restructuring of subsidiaries, along with a lean structure of the Group's personnel apparatus, initially reducing business operating costs, and the consolidated pre-tax profit target was reached and exceeded the set plan (114%).

Some of the Company's typical achievements in 2024:

+For 4 consecutive years, CNT has been in the "Top 500 most profitable enterprises in Vietnam 2024".

+CNT Group has restructured its subsidiaries and established 2 new subsidiaries, Blue Bay Quy Nhon Co., Ltd., and Dream1 Thu Duc Co., Ltd., to implement new projects, demonstrating proactiveness in optimizing operations and focusing on core business areas.

+Development of investment in new real estate projects, such as the "Commercial Apartment Area along Huynh Tan Phat Street" project in Quy Nhon, and the housing project in Binh Chieu Ward, Thu Duc City.

2. Investing activities - real estate business:

- During the year, in the face of market fluctuations and challenges, sales revenue reached 210.84 billion VND, a 5% increase compared to the plan of 200.44 billion VND; the debt recovery reached 65.8% of the plan.

- In parallel with seeking to develop real estate projects in markets where the company has a tradition, such as Kien Giang, the Company is implementing new projects in new markets such as the "Commercial Apartment Area along Huynh Tan Phat Street" project in Quy Nhon to make a significant contribution to sales, output and capital recovery for the coming years.

3. Production and mining activities

- The production and mining sector achieved revenue of 16.9 billion VND, an increase of 4.5 billion VND compared to the same period last year. However, it only reached 50% of the 2024 plan. The reasons for this impact stem from factors such as the real estate market not yet recovering, basic construction, slow disbursement of public investment capital, legal issues, as well as objective factors such as unfavorable weather conditions.

4. Service operation management activities:

- Revenue from service business activities in 2024 reached 4.7 billion VND, while in the same period in 2023 it reached 3.7 billion VND, an increase of 27%. Compared to the 2024 plan, it only reached 78%. The reason is that the economic recovery is slow, and the increase in the consumer price index affects customer consumption sentiment.

5. Salaries and income of the Board of Management implemented in 2024:

Information on the details of salaries and income of the Board of Management is presented in item VIII.3. Transactions with related parties in the audited 2024 Financial Statements of CNT Group and published on the Company's website at the link: <https://cnt.com.vn> in the Shareholder Relations => Financial Statements section.

IV. ORIENTATION FOR 2025

- Continue to solve existing problems in management and administration at all levels, including the Board of Directors, Board of Management, and departments, to ensure effective and sustainable production and business activities.

- Consolidate and stabilize the organizational structure of personnel, management, and administrative apparatus and departments, and strengthen the connection between departments.

- Continue to promote digital transformation and apply information technology to improve labor productivity and seize opportunities.

- Remove obstacles and resolve existing issues and resolve existing legal risks in ongoing projects.

- Promote research and development of projects in markets with great potential such as Hanoi City, Ho Chi Minh City, Binh Dinh, Binh Duong and neighboring areas.

- Closely monitor changes in government policies as well as developments in the economy and the real estate market, proactively make timely response decisions to maintain growth and ensure benefits as committed to shareholders.

1. Real Estate investing activities:

- Focus on selling to collect capital at existing projects. Promote real estate marketing and brokerage, project operation management, and promote the brand. Apply information technology to management and administration.

- Complete the idea and product positioning of the projects.

- New project development: Focus on planning research and planning for access and having specific strategies for each project. Find and buy at least 1 project and implement it in 2025 in the Northern region, such as Hanoi, the Central region, such as Binh Dinh, the Southern region, such as Ho Chi Minh City, Binh Duong, and surrounding areas.

2. Mining production activities:

- The company continues to promote mining capacity, operating at the mine and selling goods according to the consensus policy of the Board of Directors in order to achieve the highest efficiency. In addition, continue to promote the completion of legal work to expand investment in mining.

3. Service operating activities:

- The service business sector in 2025 focuses on expanding and developing more rental services, accommodation services, and restaurants to ensure jobs for employees.



4. 2025 Plan targets:

(Unit: million VND)

No.	Item	Plan
1	Consolidated net revenue	63,590.90
2	Consolidated Profit before tax	12,516.56
3	Consolidated Profit after tax	9,357.57

Above is the report on the production-business activities results in 2024 and the orientation for 2025 of the CNT Group Joint Stock Company's Board of Management.

Respectfully submit it to the General Meeting of Shareholders for consideration.

Sincerely greetings.

Recipients:

- *GMS;*
- *Archived: Administrative Office, Secretary.*



CNT GROUP CORPORATION
GENERAL DIRECTOR
CÔNG TY
CƠ PHẦN
TẬP ĐOÀN
CNT
THÀNH PHỐ HỒ CHÍ MINH

NGUYEN SON NAM

**REPORT OF AUDIT COMMITTEE FOR 2024
AND ORIENTATION FOR 2025**

To Shareholders,

On behalf of the Audit Committee of CNT Group Corporation (CNT Group), I would like to report to the General Meeting of Shareholders (GMS) on the performance results of the Audit Committee in 2024 with the following contents:

I. ORGANIZATION STRUCTURE AND OPERATIONS OF THE AUDIT COMMITTEE:**1. Composition and structure of the Audit Committee**

The Audit Committee is under the Board of Directors of CNT Group Corporation, consisting of 02 (two) members, in which:

No.	Name	Title	Position
1	Nguyen Huy Hoang	Independent Member of the Board of Directors	President of the Audit Committee
2	Tran Cong Quy	Vice President of the Board of Directors	Member of the Audit Committee

2. Operating mechanism of the Audit Committee

The Audit Committee operates in accordance with the Regulations on Operation of the AC issued by the Board of Directors in accordance with the Company's Charter and current legal regulations.

3. Summary of the Audit Committee meetings

In 2024, the Audit Committee held 02 meetings with the main content being the approval of draft financial statements for 2024; assessing the performance results of the Board of Directors and the Company's Management Board in 2024 to ensure compliance with legal regulations and other internal regulations of the company, as a basis for reporting at the Annual General Meeting of Shareholders in 2025.

4. Remuneration, benefits, and operating expenses of the Audit Committee in 2024:

AC members have received remuneration and benefits as a Member of the Board of Directors of the Company, so they do not receive any additional remuneration or benefits when performing tasks as members of the Audit Committee.

5. Supervisory activities of the Audit Committee on Corporate Governance

- Supervising and evaluating the implementation of the production and business plan compared to the assigned plan of the Company and its affiliated units.

- Inspecting compliance with current legal regulations, the Company's Charter, and the Internal Regulations on Corporate Governance; including but not limited to checking

compliance with legal regulations on tax obligations, compulsory insurance, and other financial obligations.

- Reviewing accounting books, appraising quarterly, semi-annual, and annual financial statements for 2024. Evaluating compliance with accounting processes, regulations, policies, and standards. Supervising independent audit services for the Company's financial statements.

- Checking compliance with the Company's policies, regulations, and processes; Assessing the suitability and effectiveness of the Company's internal control system in preventing, detecting, and handling risks promptly.

- The Audit Committee supervises the activities of the Board of Directors through meetings, exchanges, and methods of issuing Resolutions of the Board of Directors, and at the same time, supervises the activities of the Board of Management through compliance with the Resolutions of the Board of Directors as well as the decentralization mechanism between the Board of Directors and the Board of Management.

- The Audit Committee shall submit periodic or ad-hoc reports to the Board of Directors.

II. INSPECTION AND SUPERVISION RESULTS OF THE AUDIT COMMITTEE

1. Results of supervision of financial statements, operating status, and financial situation of the company.

- In 2024, the accounting work, recording, storing documents, and preparing accounting books and financial statements reflected the Company's financial situation accurately and truthfully.

- The Audit Committee acknowledged and approved the audited financial statements (FS) for 2024. The 2024 FS has been prepared and presented in accordance with Vietnamese accounting standards and current regulations, reflecting the financial and business performance of CNT Group truthfully, without detecting any material errors that could affect the accuracy of the FS.

- CNT Group's production and business activities in a period of many challenges and obstacles, but still achieved good results in 2024:

- + Net revenue reached 233 billion VND, achieving 97% of the plan.

- + Profit before tax reached 167 billion VND, achieving 115% of the plan.

- + Profit after tax reached 135 billion VND, achieving 114% of the plan.

2. Results of supervising the activities of the Board of Directors and the Board of Management

Through inspection and supervision, the Audit Committee found that the Board of Directors and the Board of Management have complied with the provisions of current laws, the Company's Charter, the Internal Governance Regulations and the Resolution of the Annual General Meeting of Shareholders in 2024. The Audit Committee found that the Company's activities are in compliance with the provisions of the Enterprise Law, the Company's Charter and other legal regulations.

2.1. For the Board of Directors

- The Board of Directors has performed well its function and role in orienting the company's development through planning, controlling and adjusting strategic decisions. The key decisions of the Board of Management are always analyzed, critically reviewed and

consulted promptly by the Board of Directors to be able to offer appropriate solutions for the Company's operations.

- In 2024, the Board of Directors focused on implementing the contents of the General Meeting of Shareholders' Resolution and made decisions based on the actual situation and business operating conditions of the company in accordance with the principle of compliance with legal regulations, the charter and the company's governance regulations.

2.2. For the Board of Management

- The Board of Management and company managers have seriously implemented the contents according to the direction of the Board of Directors and have performed well the assigned functions and tasks.

- The Board of Management has organized and managed the company's operations in compliance with internal processes, regulations and the charter. Organizing accounting and financial work in compliance with the requirements and regulations of the accounting system and related regulations, and well organizing the monitoring of the control system in the company's operating management.

3. Results of assessing the company's internal control and risk management system

CNT Group maintains internal control and risk management, participates in close supervision and control of all aspects of the Company's operations, ensuring that professional activities comply with the promulgated procedures.

CNT Group always advocates creating the most transparent and favorable environment for auditing and inspection activities of independent auditing organizations as well as state agencies. The data in the company's financial statements fully and truthfully reflect the financial situation and operations of the company and are consistent with standards and regulations on accounting, auditing and legal regulations.

4. Results of evaluating the coordination of activities between the Audit Committee and the Board of Directors, General Director and shareholders.

In 2024, the Audit Committee reported to the Board of Directors the recorded issues and recommendations of the Audit Committee through meetings of the Board of Directors.

The Board of Directors promptly considered the recommendations of the Audit Committee and directed the Board of Management in organizing the internal control system and risk management for the entire Company.

The Audit Committee has received close cooperation and favorable conditions from the Board of Directors and the Board of Management through the provision of full reports and documents related to the company's governance, business operations and financial situation.

III. COMMENTS AND RECOMMENDATIONS

Through inspection and supervision and based on financial indicators, the Audit Committee makes a number of recommendations to ensure the good implementation of the 2024 production and business plan and the completion of strategic goals in the coming period as follows:

- Regarding the document system in administration and management: update and adjust documents related to the system of processes, regulations and decentralization mechanisms fully to improve productivity and limit errors and risks in the process of operating the Company's production and business activities.

- Continue to maintain and improve the function of monitoring risk management and internal control according to international best practice frameworks to support and promote the Company in achieving its goals.

- Continue to maintain the coordination between the Board of Management and company managers to continue to support, coordinate and interact with the Audit Committee closely to minimize risks, improve control efficiency and operational efficiency in order to achieve the goals and tasks assigned in 2024.

- Select reputable independent auditing firms to audit the 2025 financial statements.

IV. ORIENTATION OF THE AUDIT COMMITTEE'S ACTIVITIES IN 2025

- Continue to focus on controlling compliance, the contents of the company's development strategy and its directly affiliated units to report and propose recommendations to the Board of Directors.

- Review accounting books and appraise quarterly, semi-annual, and annual financial statements of the company in 2025.

- Propose and recommend reputable and suitable independent audit units in accordance with the actual conditions of the company to the Board of Directors.

- Supervise the service quality of the Audit Unit in the audits of 2025

- Propose and recommend to the Board of Directors contents on risk management, financial systems, as well as orientations suitable to the company in the next development phase.

- Evaluate the performance of the Board of Directors, the Board of Management and company managers.

- Inspect and supervise the compliance with the law, the company's charter and the implementation of the resolutions of the General Meeting of Shareholders of the Board of Directors.

The above is the report on the activities in 2024 and the orientation of activities in 2025 of the Audit Committee, respectfully submitted to the 2025 Annual General Meeting of Shareholders. Sincerely receive the comments of the Shareholders.

Thank you for listening, wish the General Meeting a successful success.

Recipients:

- GMS;

- Archived: Administrative Office,
Secretary of the BOD.

ON BEHALF OF THE AUDIT COMMITTEE

CHAIRMAN



NGUYEN HUY HOANG

No: 04/TTr-HĐQT

Ho Chi Minh City, April 7th, 2025**PROPOSAL****Re: Approval the 2024 Audited Financial Statements****To: The 2025 Annual General Meeting of Shareholders of CNT Group Corporation**

The Board of Directors of CNT Group Corporation (the BOD) respectfully submits to the AGM for consideration and approval the 2024 Financial Statements audited by MOORE AISC Auditing and Informatics services Company Limited

The 2024 Audited Financial Statements was disclosed under the regulation, and was published in the website of the company as the link: <https://cnt.com.vn/quan-he-co-dong/bao-cai-tai-chinh.html>.

Respectfully submit to the General Meeting of Shareholders of the Group for consideration and approval./.

Recipients:

- GMS;
- Archived: Administrative Office,
Secretary of the BOD.

ON BEHALF OF THE BOARD OF DIRECTORS 
PRESIDENT
PHAM QUOC KHANH

No.: A0624186-HN/MOORE AISC-DN6

INDEPENDENT AUDITOR'S REPORT**TO: SHAREHOLDERS, BOARD OF DIRECTORS AND BOARD OF MANAGEMENT
CNT GROUP CORPORATION**

We have audited the consolidated financial statements of **CNT Group Corporation** ("the Company") and its subsidiaries (collectively referred to as "the Group") consisting of consolidated balance sheet as at December 31, 2024, consolidated income statement, consolidated cash flow statement and notes to the consolidated financial statements for the year the ended as set out on page 06 to page 52, which were prepared on March 18, 2025.

The Board of Management's responsibility

The Company's Board of Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with Vietnamese Accounting Standards, Vietnamese Corporate Accounting System and other statutory requirements relevant to the preparation and presentation of the consolidated financial statements and also for the internal control that the Board of Management considers necessary for the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. We conducted our audit in accordance with Vietnamese Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Management as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Auditor's opinion

In our opinion, the consolidated financial statements give a true and fair view, in all material respects, of the consolidated financial position of CNT Group Corporation and its subsidiaries as at December 31, 2024, as well as the consolidated financial performance and the consolidated cash flows for the year then ended, in accordance with the prevailing Vietnamese Accounting Standards, Vietnamese Corporate Accounting System and other statutory requirements relevant to the preparation and presentation of the consolidated financial statements.

Ho Chi Minh City, March 18, 2025

Moore AISC Auditing and Informatics Services Company Limited



.....
Le Hung Dung

Deputy General Director

Certificate of Audit Practice Registration

No.: 3174-2025-005-1



.....
Huynh Thi Bich Lieu

Auditor

Certificate of Audit Practice Registration

No.: 3902-2022-005-1

CONSOLIDATED BALANCE SHEET

As at December 31, 2024

Unit: VND

ASSETS		Code	Notes	Dec. 31, 2024	Jan. 01, 2024
A.	CURRENT ASSETS	100		779,581,720,069	861,681,240,609
I.	Cash and cash equivalents	110	V.1	303,136,723,666	38,740,717,045
1.	Cash	111		123,136,723,666	10,740,717,045
2.	Cash equivalents	112		180,000,000,000	28,000,000,000
II.	Short-term financial investments	120	V.2	189,500,000,000	593,200,000,000
1.	Trading securities	121		-	-
2.	Provision for devaluation of trading securities	122		-	-
3.	Held-to-maturity investments	123		189,500,000,000	593,200,000,000
III.	Short-term accounts receivable	130		162,048,724,567	106,049,550,865
1.	Trade receivables	131	V.3	227,265,066,026	227,586,306,704
2.	Prepayments to suppliers	132	V.4	108,455,348,458	11,764,123,583
3.	Intercompany receivables	133		-	-
4.	Construction contract-in-progress receivables	134		-	-
5.	Receivables from short-term loans	135	V.5a	400,000,000	1,500,000,000
6.	Other receivables	136	V.6a	60,680,324,276	103,567,158,729
7.	Provision for doubtful debts	137	V.3,4,6	(235,533,325,354)	(238,368,038,151)
8.	Shortage of assets awaiting resolution	139		781,311,161	-
IV.	Inventories	140	V.8	111,910,828,002	93,019,360,708
1.	Inventories	141		111,910,828,002	93,019,360,708
2.	Provision for decline in value of inventories	149		-	-
V.	Other current assets	150		12,985,443,834	30,671,611,991
1.	Short-term prepayments	151	V.10a	8,787,747,890	28,561,643,661
2.	Deductible VAT	152		3,409,390,950	1,321,663,336
3.	Taxes and other receivables from the State Budget	153	V.13b	788,304,994	788,304,994
4.	Repurchase and sale of Government's bonds	154		-	-
5.	Other current assets	155		-	-

CONSOLIDATED BALANCE SHEET

As at December 31, 2024

Unit: VND

ASSETS		Code	Notes	Dec. 31, 2024	Jan. 01, 2024
B.	LONG-TERM ASSETS	200		64,575,477,942	46,398,919,023
I.	Long-term receivables	210		3,208,251,251	3,222,689,741
1.	Long-term trade receivables	211		-	-
2.	Long-term prepayments to suppliers	212		-	-
3.	Working capital from sub-units	213		-	-
4.	Long-term intercompany receivables	214		-	-
5.	Receivables from long-term loans	215	V.5b	200,000,000	200,000,000
6.	Other long-term receivables	216	V.6b	3,208,251,251	3,222,689,741
7.	Provision for doubtful long-term receivables	219	V.5	(200,000,000)	(200,000,000)
II.	Fixed assets	220		32,970,554,653	11,819,474,719
1.	Tangible fixed assets	221	V.9	32,970,554,653	11,819,474,719
	- Cost	222		55,884,433,687	37,026,755,118
	- Accumulated depreciation	223		(22,913,879,034)	(25,207,280,399)
2.	Finance lease assets	224		-	-
	- Cost	225		-	-
	- Accumulated depreciation	226		-	-
3.	Intangible fixed assets	227		-	-
	- Cost	228		-	-
	- Accumulated amortization	229		-	-
III.	Investment Properties	230		-	-
	- Cost	231		-	-
	- Accumulated depreciation	232		-	-
IV.	Non-current assets in progress	240		-	6,631,434,947
1.	Works in progress	241		-	-
2.	Capital construction in progress	242		-	6,631,434,947
V.	Long-term investments	250	V.2	26,453,179,411	20,306,720,146
1.	Investments in subsidiaries	251		-	-
2.	Investments in associates, joint-ventures	252		25,065,079,411	3,768,785,430
3.	Investments in equity of other entities	253		2,241,310,000	18,593,760,000
4.	Provision for decline in the value of long-term investments	254		(853,210,000)	(2,055,825,284)
5.	Held-to-maturity investments	255		-	-
VI.	Other long-term assets	260		1,943,492,627	4,418,599,470
1.	Long-term prepaid expenses	261	V.10b	1,179,232,128	1,625,296,251
2.	Deferred income tax assets	262	V.19	764,260,499	2,793,303,219
3.	Equipment, materials, spare parts	263		-	-
4.	Other long-term assets	268		-	-
5.	Goodwill	269		-	-
	TOTAL ASSETS	270		844,157,198,011	908,080,159,632

CONSOLIDATED BALANCE SHEET

As at December 31, 2024

Unit: VND

RESOURCES		Code	Notes	Dec. 31, 2024	Jan. 01, 2024
C.	LIABILITIES	300		147,048,180,234	342,070,743,113
I.	Current liabilities	310		132,316,581,258	340,189,118,915
1.	Short-term trade payables	311	V.11	4,285,536,067	4,371,919,717
2.	Advances from customers	312	V.12	21,848,773,780	8,834,090,686
3.	Taxes and other payables to the State Budget	313	V.13a	29,976,977,681	41,291,336,576
4.	Payables to employees	314		2,062,532,330	2,931,446,182
5.	Short-term accrued expenses	315	V.14	39,816,068,751	69,667,535,043
6.	Short-term intercompany payables	316		-	-
7.	Construction contract-in-progress payables	317		-	-
8.	Short-term unrealized revenue	318	V.15	25,573,886,146	208,807,208,795
9.	Other short-term payables	319	V.16	3,206,955,713	3,700,552,410
10.	Short-term borrowings and financial lease liabilities	320	V.17a	2,968,620,000	156,000,000
11.	Provision for short-term payables	321	V.18a	2,148,201,284	-
12.	Bonus and welfare fund	322		429,029,506	429,029,506
13.	Price stabilization fund	323		-	-
14.	Repurchase and sale of Government's bond	324		-	-
II.	Long-term liabilities	330		14,731,598,976	1,881,624,198
1.	Long-term trade payables	331		-	-
2.	Long-term Advances from customers	332		-	-
3.	Long-term accrued expenses	333		-	-
4.	Inter-company payables for operating capital received	334		-	-
5.	Long-term intercompany payables	335		-	-
6.	Long-term unrealized revenue	336		-	-
7.	Other long-term payables	337		-	-
8.	Long-term borrowings and financial lease liabilities	338	V.17b	15,132,175,036	533,000,000
9.	Convertible bond	339		-	-
10.	Preferred shares	340		-	-
11.	Deferred income tax liabilities	341		(400,576,060)	(799,577,086)
12.	Provision for long-term liabilities	342	V.18b	-	2,148,201,284
13.	Fund for science and technology development	343		-	-

CONSOLIDATED BALANCE SHEET

As at December 31, 2024

Unit: VND

RESOURCES	Code	Notes	Dec. 31, 2024	Jan. 01, 2024
D. OWNERS' EQUITY	400		697,109,017,777	566,009,416,519
I. Owners' equity	410	V.20	697,109,017,777	566,009,416,519
1. Owners' capital	411		503,927,850,000	400,150,690,000
- Ordinary shares with voting rights	411a		503,927,850,000	400,150,690,000
- Preferred shares	411b		-	-
2. Share premium	412		-	-
3. Bond conversion option	413		-	-
4. Owners' other capital	414		-	-
5. Treasury shares	415		(1,012,784,684)	(1,012,784,684)
6. Difference upon assets revaluation	416		-	-
7. Foreign exchange differences	417		-	-
8. Investment and development fund	418		22,399,587,678	22,399,587,678
9. Fund for support of arrangement of enterprises	419		-	-
10. Other funds	420		-	-
11. Undistributed earnings	421		171,794,364,783	144,418,741,182
- Undistributed earnings accumulated to the end of prior period	421a		36,843,774,350	(70,225,755,848)
- Undistributed earnings in this period	421b		134,950,590,433	214,644,497,030
12. Investment reserve for basic construction	422		-	-
13. Non-controlling interest	429		-	53,182,343
II. Budget sources and other funds	430		-	-
1. Budget sources	431		-	-
2. Fund to form fixed assets	432		-	-
TOTAL RESOURCES	440		844,157,198,011	908,080,159,632

Danh Ut
Preparer

Ho Chi Minh City, Vietnam
March 18, 2025

Nguyen Tien Dung
Chief Accountant

Nguyen Son Nam
General Director



CONSOLIDATED INCOME STATEMENT

For the fiscal year ended December 31, 2024

Unit: VND


ITEMS	Code	Notes	Year 2024	Year 2023
1. Revenue from sale of goods and rendering of services	01	VI.1	233,265,940,693	364,100,725,738
2. Deductions	02		-	-
3. Net revenue from sale of goods and rendering of services	10	VI.2	233,265,940,693	364,100,725,738
4. Cost of sales	11	VI.3	59,477,460,179	137,368,687,949
5. Gross profit (20 = 10 - 11)	20		173,788,480,514	226,732,037,789
6. Financial income	21	VI.4	28,763,039,213	59,751,763,041
7. Financial expenses	22	VI.5	754,209,564	3,056,673,745
<i>In which: loan interest expenses</i>	23		563,166,712	1,853,833,797
8. Share in profits of associates	24		(1,537,846,744)	1,000,000
9. Selling expenses	25	VI.6a	16,311,772,875	13,442,509,712
10. General & administration expenses	26	VI.6b	19,805,952,584	19,249,816,504
11. Operating profit (30 = 20 + (21 - 22) - (25 + 26))	30		164,141,737,960	250,735,800,869
12. Other income	31	VI.7	5,852,312,691	7,716,149,435
13. Other expenses	32	VI.8	2,572,804,915	5,317,088,187
14. Other profit (40 = 31 - 32)	40		3,279,507,776	2,399,061,248
15. Accounting profit before tax (50 = 30 + 40)	50		167,421,245,736	253,134,862,117
16. Corporate income tax - current	51	VI.10	30,038,772,384	38,356,731,259
17. Corporate income tax - deferred	52	VI.11	2,428,043,746	716,532,039
18. Net profit after corporate income tax (60 = 50 - 51 - 52)	60		134,954,429,606	214,061,598,819
Shareholders of the parent company	61		134,953,329,389	214,841,942,970
Non-Controlling Interests	62		1,100,217	(780,344,150)
19. Earnings per share	70	VI.12	2,791	4,856
20. Diluted earnings per share	71	VI.13	2,791	4,856

Danh Ut

Preparer

Ho Chi Minh City, Vietnam

March 18, 2025


 Nguyen Tien Dung
 Chief Accountant


 Nguyen Son Nam
 General Director

CONSOLIDATED CASH FLOW STATEMENT

(Under indirect method)

For the fiscal year ended December 31, 2024

Unit: VND

ITEMS	Code	Notes	Year 2024	Year 2023
I. CASH FLOWS FROM OPERATING ACTIVITIES				
1. Net profit before tax	01		167,421,245,736	253,134,862,117
2. Adjustments for :				
- Depreciation of fixed assets and investment properties	02	VI.9	3,445,032,231	3,840,309,626
- Provisions	03	VI.6	(2,834,712,797)	(2,951,913,625)
- Gain/losses from foreign exchange differences upon revaluation of monetary assets denominated in foreign currencies	04		-	-
- Gains/losses from investing activities	05		(24,624,191,174)	(59,120,311,299)
- Interest expense	06	VI.5	563,166,712	1,853,833,797
- Other adjustments	07		-	-
3. Profit from operating activities before changes in working capital	08		143,970,540,708	196,756,780,616
- Increase (-)/ decrease (+) in receivables	09		(58,113,511,841)	(30,810,317,967)
- Increase (-)/ decrease (+) in inventories	10		(18,891,467,294)	38,593,757,040
- Increase (+)/ decrease (-) in payables (Other than payables, income tax)	11		(213,031,311,671)	(241,126,948,407)
- Increase (-)/ decrease (+) in prepaid expenses	12		20,219,959,894	12,744,605,638
- Increase (-)/ decrease (+) in trading securities	13		-	-
- Interest paid	14		(563,166,712)	(2,990,231,974)
- Corporate income tax paid	15	V.13a	(29,931,939,961)	(22,375,866,548)
- Other receipts from operating activities	16		-	-
- Other payments on operating activities	17		-	(686,881,447)
Net cash inflows/(outflows) from operating activities	20		(156,340,896,877)	(49,895,103,049)
II. CASH FLOWS FROM INVESTING ACTIVITIES				
1. Purchases of fixed assets and other long-term assets	21		(18,625,058,995)	(10,204,125,684)
2. Proceeds from disposals of fixed assets and other long-term assets	22		685,240,909	140,909,091
3. Loans granted, purchases of debt instruments of other entities	23		(922,000,000,000)	(1,165,200,000,000)
4. Collection of loans, proceeds from sales of debt instruments of other entities	24		1,325,700,000,000	1,185,000,000,000
5. Investments in other entities	25		(7,647,550,000)	(305,440,000)
6. Proceeds from divestment in other entities	26		-	1,411,289,131
7. Dividends and interest received	27		29,203,983,450	53,073,512,233
Net cash inflows/(outflows) from investing activities	30		407,316,615,364	63,916,144,771

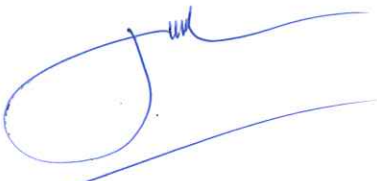
CONSOLIDATED CASH FLOW STATEMENT

(Under indirect method)


For the fiscal year ended December 31, 2024

Unit: VND

ITEMS	Code	Notes	Year 2024	Year 2023
III. CASH FLOWS FROM FINANCING ACTIVITIES				
1. Proceeds from issue of shares and capital contribution	31		-	750,000,000
2. Payments for shares returns and repurchases	32		-	-
3. Proceeds from borrowings	33	VII.1	18,980,910,036	80,205,722,869
4. Repayments of borrowings	34	VII.2	(1,569,115,000)	(76,857,637,944)
5. Payments for finance lease liabilities	35		-	-
6. Dividends paid	36		(3,991,506,902)	-
Net cash inflows/(outflows) from financing activities	40		13,420,288,134	4,098,084,925
Net cash inflows/(outflows) (50 = 20+ 30 + 40)	50		264,396,006,621	18,119,126,647
Cash and cash equivalents at the beginning of the year	60		38,740,717,045	20,621,590,398
Effect of foreign exchange differences	61		-	-
Cash and cash equivalents at the end of the year (70 = 50+60+61)	70	V.1	303,136,723,666	38,740,717,045


Danh Ut
 Preparer
 Ho Chi Minh City, Vietnam
 March 18, 2025


Nguyen Tien Dung
 Chief Accountant


Nguyen Son Nam
 General Director



No: 05/TTr-HĐQT

Ho Chi Minh City, April 7th, 2025**PROPOSAL****Re: Report on remuneration for the Board of Directors in 2024 and
the remuneration plan for the Board of Directors in 2025****To: The 2025 Annual General Meeting of Shareholders of CNT Group Corporation**

Based on the Resolution No. 01/NQ-DHĐCĐ approved by the Annual General Meeting of Shareholders (AGM) in April 23th, 2024;

Based on the Company's business results in 2024 and business plan in 2025.

The Board of Directors of CNT Group Corporation (the BOD) respectfully submits to the AGM for consideration and approval the Report on remuneration for the BOD in 2024 and plan for 2025. The details are as follows:

1. Report on remuneration for the Board of Directors on 2024:

According to the Resolution No. 01/NQ-DHĐCĐ approved by the 2024 AGM of CNT Group Corporation in April 23th, 2024, the budget for remuneration of the BOD was approved at no more than 01% of the company's consolidated profit after tax.

Based on the audited financial statement for 2024, the profit after tax of CNT Group Corporation is: 134.954.429.606 VND, resulting in an allocated budget from 2024 profit after tax is: 1.349.544.296 VND.

At the end of 2024, based on the performance of the BOD and the company's business results, the total remuneration paid to the BOD is: 785.000.000 (*In word: Seven hundred eighty five million*) VND, proportional to: 0.58% consolidated profit after tax.

2. Remuneration plan for the Board of Directors in 2025:

Based on the 2025 business plan of CNT Group Corporation, the BOD propose the remuneration plan for the BOD in 2025 is no more than 500,000,000 VND (*Five million VND*).

The Board of Directors respectfully propose that the AGM assign the BOD to decide and conduct the payment of remuneration, salary, operating expenses and other policies for the BOD under the company's regulation and according to the assignment for each member of the BOD.

Respectfully submit to the General Meeting of Shareholders of the Group for consideration and approval./.

Recipients:

- GMS;
- Archived: Administrative Office,
Secretary of the BOD

ON BEHALF OF THE BOARD OF DIRECTORS**PRESIDENT**

**CÔNG TY
CỔ PHẦN
TẬP ĐOÀN
CNT**
THÀNH PHỐ HỒ CHÍ MINH

PHAM QUOC KHANH



No: 06/TTr-HDQT

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Ho Chi Minh City, April 7th, 2025

PROPOSAL

Regarding profit distribution in 2024 and the plan for profit distribution in 2025

To: General Meeting of Shareholders of CNT Group Corporation

Pursuant to the Law on Enterprise 59/2020/QH14 dated 2020-06-17;

Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on 2019-11-26;

Pursuant to the Company's Charter of CNT Group Corporation;

Pursuant to the audited financial statements of CNT Group Corporation in 2024;

Based on the business results in 2024 and the regulations on profit distribution in the Company's Charter, the Board of Directors of CNT Group Corporation respectfully submits to the General Meeting of Shareholders for approval the following contents:

1. Approving the profit distribution for 2024

No.	Item	Amount (VND)
1	Undistributed profit after tax according to the consolidated financial statements as of 2024-12-31	171,794,364,783
2	Profit after tax to be distributed:	160,936,907,000
2.1	Cash dividend payment (2% of Charter capital)	10,058,557,000
2.2	Stock dividend payment (30% of Charter capital) (Detailed Content in the Proposal on the plan to issue shares to pay dividends in 2024)	150,878,350,000
3	The remaining undistributed profit after tax is carried forward to the following year	10,857,457,783

2. Approving the profit distribution plan for 2025:

Based on the Company's project implementation, in order to focus resources on investing in and developing projects, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the plan not to pay dividends in 2025. The Board of Directors and the General Director commit to making every effort and implementing effective solutions to protect and bring increasing benefits to shareholders in the coming years.

Respectfully submit to the General Meeting of Shareholders for approval.

Sincerely!

Recipients:

- *GMS;*
- *Archived: Administrative
Office, Secretary of the BOD.*

ON BEHALF OF THE BOARD OF DIRECTORS 
PRESIDENT



PHẠM QUỐC KHANH



No: 07/TTr-HDQT

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Ho Chi Minh City, April 7th, 2025

PROPOSAL

Regarding the approval of the plan to issue shares to pay dividends for the year 2024

To: The General Meeting of Shareholders of CNT Group Corporation

Pursuant to the Law on Enterprise 59/2020/QH14 dated 2020-06-17;

Pursuant to the Law on Securities 54/2020/QH14 dated 2019-11-26;

Pursuant to Decree 155/2020/ND-CP dated 2020-12-31 detailing the implementation of several articles of the Law on Securities;

Pursuant to Circular No. 118/2020/TT-BTC dated 2020-12-31 of the Ministry of Finance;

Pursuant to the Company's Charter of CNT Group Corporation.

The Board of Directors (“BOD”) of CNT Group Corporation respectfully submits to the General Meeting of Shareholders for approval the plan to issue shares to pay dividends for the year 2024 of the Company with the following specific contents:

1. **Stock name:** Shares of CNT Group Corporation
2. **Type of stock:** common share
3. **Stock code:** CNT
4. **Par value of shares:** 10,000 VND/share
5. **Current Charter capital:** 503,927,850,000 VND
6. **Total number of shares issued:** 50,392,785 shares,
Including:
 - Number of outstanding shares : 50.292.785 shares
 - Number of treasury shares : 100.000 shares
7. **Expected number of shares to be issued:** 15,087,835 shares
8. **Total expected issuance value at par value:** 150,878,350,000 VND
9. **Issuance method:** Issuance of shares to pay dividends
10. **Issuance target:** Existing shareholders whose names are on the list at the record date to finalize the list of shareholders to exercise the right to receive shares. The time to close the list is authorized by the General Meeting of Shareholders to the Board of Directors for decision.



11. Percentage of issuance (*expected number of shares to be issued/number of outstanding shares*): 30%

12. Rights exercise ratio: 100:30. Each shareholder owning 01 share is entitled to 01 right to receive additional shares. Every 100 rights to receive additional shares will receive an additional 30 new shares.

13. Plan to handle fractional shares (if any): The number of additional shares issued to each shareholder will be rounded down to the unit according to the rounding down principle; the decimal fraction (if any) will be cancelled.

*Example: Shareholder A owns 119 shares on the shareholder record date. With a rights exercise ratio of 100:30, shareholder A is entitled to $(119:100)*30= 35.7$ new shares. According to the above calculation principle, shareholder A is entitled to an additional 35 new shares. The fractional share of 0.7 shares will be cancelled.*

14. Source of issuance capital: Undistributed profit after tax as of 2024-12-31, based on the 2024 Audited Consolidated Financial Statements of CNT Group Corporation.

15. Expected implementation time: After the General Meeting of Shareholders votes to approve and after the State Securities Commission (“SSC”) announces the receipt of complete issuance report documents, expected from Quarter II of 2025. The General Meeting of Shareholders authorizes the Board of Directors to select an appropriate issuance time to ensure the rights of shareholders and in accordance with the law.

16. Additional securities registration and additional share trading registration: After the issuance is completed, the General Meeting of Shareholders approves and authorizes the Board of Directors to carry out procedures for additional securities registration at the Vietnam Securities Depository and Clearing Corporation (VSDC) and additional trading registration at the Hanoi Stock Exchange (HNX).

17. Approving the change of Charter capital: Approving the change of the Company’s Charter (Charter capital item) and adjusting the Enterprise Registration Certificate at the competent state agency after the State Securities Commission announces the receipt of documents reporting the results of the issuance.

18. Authorization of the Board of Directors:

The General Meeting of Shareholders authorizes the Board of Directors to carry out the following tasks related to the issuance:

- Proactively develop and explain the dossier for reporting the securities issuance to the State Securities Commission and other functional agencies. At the same time, actively adjust the issuance plan and other related documents according to the actual situation of the Enterprise or the requirements of the State Securities Commission (SSC) and other functional agencies;

- Select the record date to finalize the list of shareholders to implement the above issuance plan;

- Proactively develop the plan to ensure the foreign investors' ownership ratio in accordance with the law;

- Implement amendments and supplements to the articles related to charter capital, shares, and stocks in the Company's charter of organization and operation after the State Securities Commission announces the receipt of documents reporting the results of the issuance;

- Carry out procedures to change the Company's business registration content related to changes in charter capital according to the actual results of the issuance with the competent state agency after the State Securities Commission notifies in writing of the receipt of documents reporting the results of the issuance;

- Carry out procedures to register additional securities at the Vietnam Securities Depository and Clearing Corporation (VSDC) and register additional transactions at the Hanoi Stock Exchange (HNX) for the number of shares issued according to the actual results of the issuance after the State Securities Commission notifies in writing of the receipt of documents reporting the results of the issuance;

- Depending on each specific case, the Board of Directors is authorized to re-authorize the General Director to perform one or more of the specific tasks mentioned above;

- Decide on other issues arising related to the issuance of shares to pay dividends.

The Board of Directors respectfully submits it to the General Meeting of Shareholders for consideration and decision.

Sincerely!

Recipients:

- AGMS;
- Archived: Administrative Office,
Secretary of the BOD.

ON BEHALF OF THE BOARD OF DIRECTORS 

PRESIDENT



PHAM QUOC KHANH



No: 08/TTr-UBKT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Ho Chi Minh City, April 7th, 2025

PROPOSAL

Re: Selection of an Independent Audit Firm for Financial Statements in 2025

To: The 2025 Annual General Meeting of Shareholders of CNT Group Corporation

Pursuant to the Law on Enterprise No. 59/2020/QH14 dated June 17th, 2020;

The Charter of CNT Group Corporation.

The Audit Committee respectfully submit to the General Meeting of Shareholders of CNT Group Corporation the list of Auditing Firms for the 2024 Financial Statements as follows:

1. Criteria for selecting an Independent Audit Firm:

- a. Being a legally operating firm in Vietnam that has been approved by the State Securities Commission to audit listed companies in 2024;
- b. Having experience in auditing public companies in Vietnam;
- c. Having a good reputation for audit quality and having a team of highly qualified and experienced auditors;
- d. Meeting the Group's requirements on the scope and progress of the audit;
- e. Having audit fees that are appropriate for the audit's quality and scope;


2. Proposal for selection of Independent Audit Firm.

Based on the criteria above, The Audit Committee respectfully submit to the General Meeting of Shareholders for consideration and approval of the following:

- a. Approval the list of independent audit firms, comprising those authorized by the SSC to audit public-interest entities in the securities sector in 2025 (as the attached list), updated as needed at the time of selection.
- b. Authorization for the Board of Directors to decide on selecting an independent audit firm from the list at (2a) above to conduct the semi-annual financial statement review, the annual financial statement audit for CNT Group Corporation for the year 2025.

Respectfully submit to the General Meeting of Shareholders of the Group for consideration and approval./

ON BEHALF OF AUDIT COMMITTEE 
CHAIRMAN



NGUYEN HUY HOANG

**LIST OF AUDIT FIRMS APPROVED TO AUDIT PUBLIC-INTEREST
ENTITIES IN THE SECURITIES SECTOR IN 2025**

(According to the announcement dated November 20, 2024, by the State Securities
Commission at the following link:

*[https://ssc.gov.vn/webcenter/portal/ubck/pages_r/l/chitit?dDocName=APPSSCGOVV
N1620150050&dID=155723](https://ssc.gov.vn/webcenter/portal/ubck/pages_r/l/chitit?dDocName=APPSSCGOVV
N1620150050&dID=155723)*)

1. KPMG Limited Company (KPMG)
2. Viet Nam Ernst & Young Limited Company (E&Y)
3. Deloitte Vietnam Company Limited (Deloitte)
4. PricewaterhouseCoopers (Vietnam) Ltd. (PWC)
5. AASC Auditing Firm Company Limited (AASC)
6. Grant Thornton (Vietnam) (GT)
7. Auditing And Consuting Co.,LTD. (A&C)
8. ECOVIS AFA Vietnam Auditing - Appraisal and Consulting Company Limited (Ecovis
AFA)
9. CPA Auditing Company Limited (CPA VIETNAM)
10. Vietvalues Assurance & Consulting Co.,LTD. (Chuẩn Việt)
11. Southern Auditing & Accounting Financial Consulting Services Company Limited (AASCS)
12. An Viet Auditing Company Limited (An Việt CPA)
13. VACO Auditing Co., Ltd. (Vaco)
14. Sao Viet Auditing Co.,Ltd. (Sao Việt)
15. RSM Vietnam Auditing & Consulting Company Limited (RSM)
16. AFC Audit Viet Nam Company Ltd (AFC)
17. AAC Auditing And Accouting Company (AAC)
18. NVA Auditing Company Limited (NVA)
19. MOORE AISC Auditing And Informatics Services Company Limited (Moore AISC)
20. UHY Audit And Advisory Services Limited (UHY)
21. Nhan Tam Viet Auditing Company Limited (NTV)
22. Viet Nam Auditing & Evaluation Company Limited (VAE)
23. International Auditing Company Limited (ICPA)
24. BDO Auditing Co., Ltd (BDO)
25. FAC Auditing Co., Ltd (FAC)
26. Auditing Company Limited & Vietnam Appraisal (AVA)
27. International Auditing And Valuation Company Limited (IAV)



No.: 09/TTr-HDQT

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Ho Chi Minh City, April 7th, 2025

PROPOSAL

Regarding the transfer of share trading registration from the UPCOM trading floor (HNX) to listing shares on the Ho Chi Minh City Stock Exchange (HOSE)

To: General Meeting of Shareholders of CNT Group Corporation

Pursuant to the Law on Enterprise No. 59/2020/QH14 of the National Assembly of the Socialist Republic of Vietnam passed on 2020-06-17;

Pursuant to the Law on Securities No. 54/2019/QH14 issued on 2019-11-26;

*Pursuant to the Charter on organization and operation of C CNT Group Corporation;
Considering the actual situation.*

Regarding the plan to register for listing and transfer the trading floor of shares of CNT Group Joint Stock Company, the Board of Directors respectfully reports to the General Meeting of Shareholders the following contents:

1. Regarding the implementation of the plan to register for listing and transfer the trading floor of the Company's shares according to Resolution No. 01/NQ/DHDCD of the Annual General Meeting of Shareholders dated 2024-04-23.

In 2024, the Board has not yet implemented the application for listing to the City Stock Exchange. Ho Chi Minh (HOSE) due to many unfavorable conditions. CNT Group Corporation shall complete the necessary preparations to complete the application by 2025.

2. Continue to implement the transfer of share trading registration from the UPCOM trading floor (HNX) to listing shares on the Ho Chi Minh City Stock Exchange (HOSE)

The Board of Directors respectfully submits to the General Meeting of Shareholders regarding the continued implementation of the transfer of share trading registration from the UPCOM trading floor (HNX) to listing shares on the Ho Chi Minh City Stock Exchange (HOSE) in 2025, with details as follows:

- Stock name: Shares of CNT Group Joint Stock Company;
- Stock code: CNT;
- Par value: 10,000 VND;
- Type of securities: common share;
- Number of shares to be cancelled for registration on UPCOM: All outstanding shares registered for trading on the UPCOM trading floor (HNX) at the time of cancellation;
- Number of shares registered for listing on HOSE: All issued shares of the Company at the time of listing.



3. The General Meeting of Shareholders authorizes the Company's Board of Directors on the following matters:

- Preparing necessary documents and procedures and implementing related tasks to carry out the transfer of the trading exchange and listing registration of shares;
- Selecting the appropriate time to implement the trading exchange transfer procedures;
- Proactively adjusting the Plan according to changes in legal regulations or requirements of competent authorities at the time of implementation;
- Amending the Company's Charter, the Internal Regulations on Corporate Governance, where necessary and as required by competent state agencies related to the listing of shares; The Board of Directors shall report back at the nearest General Meeting of Shareholders;
- Carrying out other legal procedures as required by relevant functional agencies during the preparation and implementation of the trading exchange transfer;

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Sincerely!

Recipients:

- GMS;
- Archived: Administrative Office, Secretary of the BOD.

ON BEHALF OF THE BOARD OF DIRECTORS *nu*



PHAM QUOC KHANH





No: 10/BC-HDQT

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Ho Chi Minh City, April 7th, 2025

REPORT

On the Change of Several Business Lines according to the Resolution of the General Meeting of Shareholders No. 01/NQ/DHDCD dated April 23th, 2024

Pursuant to the 2024 Annual General Meeting of Shareholders Resolution of the Company approved by the General Meeting of Shareholders on 2024-04-23;

Pursuant to the actual situation.

The Board of Directors of CNT Group Corporation respectfully reports to the General Meeting of Shareholders on the change of several business lines of the Company according to the Resolution of the Annual General Meeting of Shareholders No. 01/NQ/DHDCD dated April 4th, 2024 as follows:

1. Progress of implementing the adjustment of several business lines:

In 2024, pursuant to Resolution No. 01/NQ/DHDCD dated April 4th, 2024 of the General Meeting of Shareholders, the Board of Directors has implemented the adjustment of several business lines of the Company. However, the difficulty in the procedures in the implementation process, along with the unpredictable developments of the market require the Company to conduct a comprehensive and careful assessment, in order to protect the long-term interests of the Company and Shareholders.

After careful consideration, the Board of Directors finds that the Company's current business strategy is still consistent with the list of business lines that were determined before the change. Therefore, the Board of Directors respectfully reports and submits to the General Meeting of Shareholders regarding the discontinuation of the adjustment of business lines as approved at the 2024 Annual General Meeting of Shareholders.

2. The General Meeting of Shareholders authorizes the Board of Directors of the Company to perform the following tasks:

a) Approve the amendment of Clause 1 - "The Company's business lines are:" in Article 4 - "Company's Operational Objectives" of the Company's Charter according to the list of business lines attached to this Report. This list is the list of business lines before the time of submitting to the 2024 Annual General Meeting of Shareholders regarding the change of business lines.

b) Approve the assignment of Mr. Pham Quoc Khanh – President of the Board of Directors, who is also the legal representative, to implement the tasks related to the discontinuation of the adjustment of business lines as approved at the 2024 Annual General Meeting of Shareholders. We respectfully submit it to the General Meeting of Shareholders for consideration and approval.

Sincerely submitted for your consideration!

Recipients:

- GMS;
- Archived: Administrative Office,
Secretary of the BOD.

ON BEHALF OF THE BOARD OF DIRECTORS

PRESIDENT



PHAM QUOC KHANH

LIST OF BUSINESS LINES

(Attached to Report No. 10/BC-HDQT dated April 7th, 2025)

No.	Business Code	Business Line Description
1	4663 (Main)	Wholesale of other construction materials and installation equipment.
		Detail: Trading in construction materials and supplies.
2	6810	Real estate business, land use rights under ownership, use, or lease by the enterprise.
		Detail: Investment in the housing business. Investment in residential and industrial zone infrastructure. Real estate trading.
3	4530	Sale of spare parts and accessories for automobiles and other motor vehicles.
		Detail: Trading in equipment, spare parts, and transport vehicles.
4	5210	Warehousing and storage of goods.
		Detail: Warehouse services.
5	4652	Wholesale of telecommunications equipment and components.
		Detail: Trading in telecommunications devices and mobile phones.
6	4651	Wholesale of computers, peripheral devices, and software.
		Detail: Trading in computers and accessories.
7	9522	Repair of household equipment and appliances.
		Detail: Repair of air conditioners.
8	149	Other animal farming.
		Detail: Livestock and poultry farming (excluding at the registered office).
9	4669	Other specialized wholesale not elsewhere classified.
		Detail: Trading in interior decorations, concrete additives, raw materials for construction materials production, interior decor items, construction machinery and equipment, handicraft items, plastic and rubber products, paper and paper-related materials, chemicals (excluding hazardous ones), PP-PE packaging, scrap (excluding activities at the registered office), plastic pellets.
10	4659	Wholesale of machinery, equipment, and other machine parts.
		Detail: Trading in construction transport machinery. Trading in ventilation equipment, refrigeration devices for ships, trains, and cars.
		Trading in industrial equipment related to the heavy industry and oil and gas sector.
11	4541	Sale of motorcycles and motorbikes.
		Detail: Trading in motorcycles.
12	4511	Wholesale of automobiles and other motor vehicles.
13	4649	Wholesale of other household goods.
		Detail: Trading in electronics and ceramics. Trading in refrigeration and household electrical appliances, induction cookers. Trading in fitness equipment (excluding weapons and ammunition), entertainment electronics,

		home appliances, beds, wardrobes, tables, chairs. Wholesale of perfumes, cosmetics, detergents, dishwashing liquids, shampoos, toothpaste, and other general household goods and cosmetics.
14	5221	Supporting services directly related to rail and road transport.
		Detail: Freight forwarding and transportation services.
15	6190	Other telecommunications activities.
		Detail: Agent for postal and telecommunication services.
16	4322	Installation of water supply, drainage, heating, and air conditioning systems.
		Detail: Installation of air conditioners (excluding installation of freezing, refrigeration equipment using R22 gas in seafood processing and excluding mechanical processing, waste recycling, and electroplating at the registered office).
17	990	Support services for mining and quarrying.
		Detail: Mining services.
18	4633	Wholesale of beverages.
		Detail: Trading in non-alcoholic and alcoholic beverages (excluding food service activities).
19	4641	Wholesale of textiles, ready-made garments, and footwear.
		Detail: Trading in ready-made garments, sportswear, protective clothing, footwear, handbags, and fabrics.
20	5229	Other support services related to transport.
		Detail: Customs clearance services. Ticket agency for trains and planes.
21	4632	Wholesale of food products.
		Detail: Trading in food and agricultural products. Wholesale of sugar, milk, dairy products, confectionery, cereal-based products, flour and starch. Wholesale of milk, functional foods, and healthcare products.
22	3290	Other manufacturing activities not elsewhere classified.
		Detail: Production of paper, wooden, and plastic packaging (excluding rubber processing, recycling, pulp production, and wood processing at the registered office).
23	6820	Real estate consultancy, brokerage, property auction, and land use rights auction.
		Detail: Real estate brokerage. Real estate valuation services, real estate trading floor, property management, property auction, and real estate advertising.
24	810	Mining and quarrying of stone, sand, gravel, and clay.
		Detail: Mining of construction stone, gravel, and sand (not conducted at the registered office).
25	7310	Advertising.
		Detail: Commercial advertising.
26	6619	Support services for financial activities not elsewhere classified.
		Detail: Investment consultancy (excluding financial, accounting, and legal consulting).
27	7110	Architectural and related engineering consultancy activities.

		Detail: Investment project development.
		- Design of technical infrastructure works;
		- Project management for construction investment;
		- Bidding consultancy;
		- Construction quality assessment.
28	4662	Wholesale of metals and metal ores.
		Detail: Trading in iron, steel, copper, and aluminum.
29	4610	Agencies, brokers, and auction activities.
		Detail: Brokerage.
30	4620	Wholesale of unprocessed agricultural and forestry products (excluding wood, bamboo, and rattan) and live animals.
		(excluding rice, paddy, sugarcane, and activities at the registered office).
31	7490	Other professional, scientific, and technical activities not elsewhere classified.
		Detail: Environmental consultancy; other technological consultancy. Technology transfer consultancy for operating oil and gas sector plants.
32	4299	Construction of other civil engineering projects.
		Detail: Construction of industrial, transportation, irrigation, civil projects, power lines, transformer stations, and other construction works. Construction of commercial centers.
33	5610	Restaurants and mobile food service activities.
34	8230	Organization of conventions and trade promotion events.
		Detail: Organizing conferences, seminars, and events (excluding use of pyrotechnics, explosives, or chemicals as stage props in art shows, events, films, etc.).
35	5621	Catering services under non-regular contracts with customers.
36	4721	Retail of food in specialized stores.
		Detail: Retail of sugar, milk, dairy products, cakes, jams, candies, cereal-based products, flour, and starch in specialized stores (per Decision No. 64/2009/QĐ-UBND and Decision No. 79/2009/QĐ-UBND of Ho Chi Minh City).
37	121	Growing of fruit trees.
38	118	Growing of vegetables, beans, and flowers.
39	141	Raising of cattle and breeding of buffalo and cows.
40	5630	Beverage service activities.
		Detail: Preparation and serving of beverages to customers on-site (cafes, juice bars, refreshment drinks; excluding bars or dance clubs).
41	145	Raising of pigs and pig breeding.
42	4634	Wholesale of tobacco products.
43	4711	Retail of food, beverages, tobacco, and cigars in general merchandise stores (per Ho Chi Minh City's agricultural and food business planning).
44	4719	Other retail activities in general merchandise stores.

		Detail: Retail in supermarkets (excluding LPG gas cylinders, petroleum, gold bullion, hunting/sport weapons and ammunition, and coins; must comply with relevant city planning decisions).
45	4722	Retail of food products in specialized stores.
		Detail: Retail of food, vegetables, and fruits (per Ho Chi Minh City's planning decisions). Retail of milk, functional foods, and healthcare products.
46	4723	Retail of beverages in specialized stores.
		Detail: Retail of beverages, alcoholic drinks, beer, non-alcoholic drinks.
47	4724	Retail of tobacco products in specialized stores.
48	4763	Retail of sports equipment in specialized stores.
49	4764	Retail of games and toys in specialized stores (excluding toys harmful to children's education or social order).
50	4771	Retail of clothing, footwear, leather and imitation leather goods in specialized stores.
51	4932	Other passenger land transport.
		Detail: Passenger transport services.
52	5510	Short-term accommodation services.
		Detail: Hotels, tourist villas, serviced apartments, motels, homestays.
53	7721	Rental of recreational and sports equipment.
		Detail: Rental of fishing rods, boats, life vests.
54	7911	Travel agency activities.
55	7912	Tour operator activities.
		Detail: Domestic and international tour operation.
56	7790	Reservation services and related support for promoting and organizing tours. Detail: Airline check-in support services.
57	8551	Sports and recreation education.
		Detail: Gym, swimming pool, yoga (not operated at the registered office).
58	9321	Activities of amusement and theme parks.
		Detail: Children's play centers, water slide complexes, children's swimming pools.
59	9329	Other amusement and recreation activities not elsewhere classified.
		Detail: Electronic gaming services (excluding gambling or games harmful to children's development or public order).
60	9610	Sauna, massage, and similar health enhancement services (excluding sports activities).
		Detail: Sauna and massage services (must comply with legal requirements).
61	9631	Hairdressing and other beauty treatment.
		Detail: Skin care, facial massage, nail care, makeup (excluding blood-related services; must comply with legal requirements).
62	8299	Other business support service activities not elsewhere classified.
		Detail: Management of buildings, offices, and condominiums (excluding asset recovery services).

63	8610	Hospital and medical station activities.
		Detail: Hospital services (not operated at the registered office).
64	1010	Processing and preserving of meat and meat products (not operated at the registered office).
65	1020	Processing and preserving of aquatic products (not operated at the registered office).
66	1030	Processing and preserving of vegetables and fruits (not operated at the registered office).
67	1075	Production of prepared meals and dishes (not operated at the registered office).
68	8511	Preschool education (not operated at the registered office).
69	8512	Kindergarten education (not operated at the registered office).
70	8521	Primary education (not operated at the registered office).
71	8522	Lower secondary education (not operated at the registered office).
72	8531	Elementary vocational training.
		Detail: Vocational training (not operated at the registered office).
73	8552	Cultural and artistic education.
		(Not operated at the registered office).
74	8560	Educational support services.
75	1079	Other food manufacturing not elsewhere classified.
		Detail: Production of specialized foods such as nutritional products, milk and dairy-based nutrition, baby food, hormone-containing foods (not operated at the registered office).



No: 11/TTr-HDQT

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Ho Chi Minh City, April 7th, 2025

PROPOSAL

Regarding the approval of amendments and supplements to the Company's Charter, the Internal Regulations on Corporate Governance, the Regulations on Operation of the Board of Directors of CNT Group Corporation

To: The General Meeting of Shareholders of CNT Group Corporation

Pursuant to the Law on Enterprise No. 59/202/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on 2020-06-17;

Pursuant to the Law on Securities No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on 2019-11-26;

Pursuant to Decree 155/2020/ND-CP dated 2020-12-31 of the Government detailing a number of articles of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated 2020-12-31 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated 2020-12-31 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the current Company's Charter of CNT Group Corporation;

Pursuant to the actual situation.

After reviewing the contents of the Company's Charter – CNT Group Corporation, in order to align with the actual operation of the Company and the regulations on public companies, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the amendments and supplements to the contents in the Company's Charter, the Internal Regulations on Corporate Governance, the Regulations on Operation of the Board of Directors as follows:

1. Approving the Company's Charter, the Internal Regulations on Corporate Governance, the Regulations on Operation of the Board of Directors (amended and supplemented) attached to this Submission;
2. The amended and supplemented Content of the Company's Charter, the Internal Regulations on Corporate Governance, the Regulations on Operation of the Board of Directors will be detailed in the Appendix attached to this Proposal.

Respectfully submit to the General Meeting of Shareholders for consideration and approval.

Sincerely!

Recipients:

- GMS;
- Archived: Administrative Office, Secretary of the BOD.

ON BEHALF OF THE BOARD OF DIRECTORS
PRESIDENT



PHAM QUOC KHANH

APPENDIX I: CONTENT OF AMENDMENTS AND SUPPLEMENTS TO THE CHARTER
(Document submitted to the General Meeting of Shareholders at the meeting on April 28th, 2025)

Content stipulated in the current Charter	Content stipulated in the amended and supplemented Charter	Basis
PREAMBLE	PREAMBLE	
1. This Charter was approved under Resolution No. 01/NQ-ĐHĐCĐ of the General Meeting of Shareholders held on dated April 23th, 2024 .	1. This Charter was approved under Resolution No. 01/NQ-ĐHĐCĐ of the General Meeting of Shareholders held on dated April 28th, 2025 .	Update
Article 1. Interpretation of terms	Article 1. Interpretation of terms	
<p>1. In this Charter, the terms below shall be construed as follows:</p> <p>.....</p> <p>c. “Law on Enterprise” is the Law on Enterprise No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;</p> <p>d. “Law on Securities” is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;</p> <p>.....</p> <p>g. “Enterprise executive” means the General Director, Vice General Director, and Chief Accountant, and other executives as stipulated in the Company’s Charter;</p> <p>h. "Enterprise manager" means a person who manages the company, including the President, members of the Board of Directors, General Director, and individuals holding other managerial titles as stipulated in the Company’s Charter;</p>	<p>1. In this Charter, the terms below shall be construed as follows:</p> <p>.....</p> <p>c. “Law on Enterprise” is the Law on Enterprise No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 on 2022-01-11;</p> <p>d. “Law on Securities” is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 on 2024-11-29;</p> <p>.....</p> <p>g. “Enterprise executive” means the General Director, Vice General Director, and Chief Accountant;</p> <p>h. "Enterprise manager" means a person who manages the company, including the President, members of the Board of Directors, General Director, and enterprise executives;</p>	<p>- Updated according to the current legal document system.</p> <p>- Clarify the definition.</p>

Content stipulated in the current Charter	Content stipulated in the amended and supplemented Charter	Basis
Article 2. Name, form, headquarters, branches, representative offices and operating term of the Company	Article 2. Name, form, headquarters, branches, representative offices and operating term of the Company	
2. - Website: www.cnt.com.vn 5. Unless terminated prematurely according to Clause 2, Article 54, or extended according to Article 55 of this Company's Charter, the Company's duration of operation is indefinite from the date of establishment.	2. - Website: http://cnt.com.vn 5. Unless terminated earlier in accordance with Clause 2, Article 54, the Company's operating term is indefinite from the date of establishment.	Update website To align with the indefinite duration of operation.
Article 12. Obligations of Shareholders	Article 12. Obligations of Shareholders	
3. Comply with the Company's Charter and the Company's internal governance regulations.	3. Comply with the Company Charter and the Company's regulations approved by the General Meeting of Shareholders.	Clarify that shareholders comply with the regulations approved by the General Meeting of Shareholders.
Article 13. General Meeting of Shareholders	Article 13. General Meeting of Shareholders	
4. Convening an Extraordinary General Meeting of Shareholders: a. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the number of members of the Board of Directors, independent members of the Board of Directors remaining as stipulated in points b and d, Clause 3 of this Article, or from the date of receiving a request as stipulated in point c, Clause 4 of this Article;	4. Convening an extraordinary General Meeting of Shareholders: a. The Board of Directors must open the General Meeting of Shareholders within sixty (60) days from the date the number of members of the Board of Directors, independent members of the Board of Directors remaining as stipulated in Points b and d, Clause 3 of this Article, or receive a request as stipulated in Point c, Clause 4 of this Article;	Clause 2, Article 140 of the Law on Enterprises 2020. Clarify the term "convene", and adjust the timeline to align with the process of organizing a General Meeting of Shareholders.

Content stipulated in the current Charter	Content stipulated in the amended and supplemented Charter	Basis
Article 14. Rights and Obligations of the General Meeting of Shareholders	Article 14. Rights and Obligations of the General Meeting of Shareholders	
<p>1. The General Meeting of Shareholders has the following rights and obligations:</p> <p>.....</p> <p>d. Decision on investing or selling assets with a value of 70% or more of the total asset value recorded in the Company's most recent financial statements;</p> <p>.....</p> <p>k. Approving the Internal Governance Regulations; Regulations on the operation of the Board of Directors, Audit Committee;</p> <p>.....</p> <p>2. The General Meeting of Shareholders discusses and approves the following issues:</p> <p>.....</p> <p>n. Decision on investing or selling assets with a value of 70% or more of the Company's total asset value recorded in the most recent financial statements;</p> <p>.....</p>	<p>1. The General Meeting of Shareholders has the following rights and obligations:</p> <p>.....</p> <p>d. Decision on investing or selling assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;</p> <p>.....</p> <p>k. Approving the Internal Governance Regulations; Regulations on the operation of the Board of Directors;</p> <p>.....</p> <p>2. The General Meeting of Shareholders discusses and approves the following issues:</p> <p>.....</p> <p>n. Decision on investing or selling assets with a value of 35% or more of the Company's total asset value recorded in the most recent financial statements;</p> <p>.....</p>	<p>- Adjusted to be consistent with point d, Clause 2, Article 138 of the Law on Enterprises 2020.</p> <p>- Adjust to conform with the approval authority, ensuring consistency in content with point r, Clause 2 of this Article.</p>
Article 20. Conditions for passing resolutions of the General Meeting of Shareholders	Article 20. Conditions for passing resolutions of the General Meeting of Shareholders	
<p>1. A resolution on the following content is passed if it is approved by a number of shareholders representing 65% or more of the total voting shares of all attending shareholders:</p> <p>.....</p>	<p>1. A resolution on the following content is passed if it is approved by a number of shareholders representing 65% or more of the total voting shares of all attending shareholders:</p>	

Content stipulated in the current Charter	Content stipulated in the amended and supplemented Charter	Basis
<p>d. Investment projects or sale of assets with a value of 70% or more of the total asset value recorded in the Company's most recent financial statements;</p> <p>.....</p>	<p>.....</p> <p>d. Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;</p> <p>.....</p>	<p>- Adjusted to be consistent with point d, Clause 2, Article 138 of the Law on Enterprises 2020.</p>
Article 21. Authority and Procedure for Collecting Shareholder Opinions in Writing to Approve Resolutions of the General Meeting of Shareholders	Article 21. Authority and Procedure for Collecting Shareholder Opinions in Writing to Approve Resolutions of the General Meeting of Shareholders	
<p>1. The Board of Directors has the right to collect shareholder opinions in writing to approve decisions of the General Meeting of Shareholders at any time it deems necessary for the benefit of the Company, except as stipulated in Clause 2, Article 147 of the Law on Enterprises.</p>	<p>1. The Board of Directors has the right to collect shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders on the following issues</p> <p>a. Amendments and supplements to the contents of the Company's Charter;</p> <p>b. Approval, addition, and adjustment of the Internal Regulations on corporate governance, and the Board of Directors' operating regulations;</p> <p>c. Development orientations of the Company;</p> <p>d. Type of shares and total number of shares of each type;</p> <p>e. Election, removal, and dismissal of member the Board of Directors and the Supervisory Board;</p> <p>f. Decisions on investment or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements;</p> <p>g. Approval of annual financial statements</p> <p>h. Reorganization, dissolution of the Company.</p>	<p>Expand the content of collecting shareholder opinions in writing, based on Article 149 of the Law on Enterprises 2020.</p>

Content stipulated in the current Charter	Content stipulated in the amended and supplemented Charter	Basis
	<ul style="list-style-type: none"> i. Changes in lines, occupations and business lines; j. Changes in the Company's management organizational structure; k. Other issues when the Board of Directors considers it necessary for the benefit of the Company. 	
Article 25. Composition and Term of member the Board of Directors	Article 25. Composition and Term of Member of the Board of Directors	
1. The number of members of the Board of Directors is at least three (03) and no more than eleven (11). The General Meeting of Shareholders will specifically determine the number of members of the Board of Directors corresponding to each term of operation.	1. The number of member the Board of Directors is 03 (three) people.	Clause 1, Article 154 of the Law on Enterprise of 2020
Article 26. Powers and obligations of the Board of Directors	Article 26. Powers and obligations of the Board of Directors	
<p>2. The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter, and Decision of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:</p> <p>.....</p> <p>k. Deciding on the organizational structure, internal management regulations of the Company, deciding on the establishment, dissolution of subsidiaries, branches, representative offices and the contribution of capital, purchase of shares of other enterprises;</p> <p>.....</p>	<p>2. The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter, and Decision of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:</p> <p>.....</p> <p>k. Deciding on the organizational structure, internal management regulations of the Company, deciding on the establishment, conversion of type, dissolution, temporary suspension of operation of subsidiaries, branches, representative offices and the contribution of capital, purchase of shares of other enterprises;</p> <p>.....</p>	- Updated according to reality
Article 42. Responsibility for honesty and avoidance of conflicts of interest	Article 42. Responsibility for honesty and avoidance of conflicts of interest	

Content stipulated in the current Charter	Content stipulated in the amended and supplemented Charter	Basis
<p>6. Transactions between the Company and one or more members the Board of Directors, General Director, other executives, and individuals or organizations related to these individuals are not invalid in the following cases:</p> <p>a. For contracts or transactions with a value of less than 20% of the total asset value recorded in the most recent financial statement, the key contents of the contract or transaction, as well as the relationships and interests of members the Board of Directors, General Director, other executives, have been reported to the Board of Directors and the Board of Directors has honestly permitted the contract or transaction to be carried out by a majority vote of the members the Board of Directors who have no related interests;</p> <p>b. For transactions with a value greater than 20%, or transactions that result in transaction values arising within 12 months from the date of the first transaction with a value of 20% or more of the total asset value recorded in the most recent financial statement, the important contents of this transaction, as well as the relationships and benefits of the Member of the Board of Directors, General Director, other executives have been disclosed to the shareholders and approved by the General Meeting of Shareholders by voting of shareholders without related benefits;</p>	<p>6. Transactions between the Company and one or more members the Board of Directors, General Director, other executives, and individuals or organizations related to these individuals are not invalid in the following cases:</p> <p>a. For contracts or transactions with a value of less than 35% of the total asset value recorded in the most recent financial statement, the key contents of the contract or transaction, as well as the relationships and interests of members the Board of Directors, General Director, other executives, have been reported to the Board of Directors and the Board of Directors has honestly permitted the contract or transaction to be carried out by a majority vote of the members the Board of Directors who have no related interests;</p> <p>b. For transactions with a value greater than or equal to 35%, or transactions that result in transaction values arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statement, the important contents of this transaction, as well as the relationships and benefits of the Member of the Board of Directors, General Director, other executives have been disclosed to the shareholders and approved by the General Meeting of Shareholders by voting of shareholders without related benefits;</p>	<p>The appropriate rate is in accordance with point p, point q Clause 2 Article 14 and point h Clause 2 Article 26 of the Company's Charter.</p>
Article 54. Dissolution of the company		
<p>1. The Company may be dissolved or cease operation in the following cases:</p> <p>a. When the operating term of the Company stated in the Company's Charter expires without a decision to extend it;</p> <p>b. According to the resolution, Decision of the General</p>		<p>In accordance with clause 5, Article 2 of the Company's Charter</p>

Content stipulated in the current Charter	Content stipulated in the amended and supplemented Charter	Basis
<p>Meeting of Shareholders;</p> <p>c. Being revoked Business Registration Certificate, unless otherwise provided by the Law on Tax Administration</p> <p>d. The Court declares the Company bankrupt in accordance with current law;</p> <p>e. Dissolution before the deadline according to the Decision of the General Meeting of Shareholders;</p> <p>f. Other cases as prescribed by law.</p> <p>.....</p>		
Article 55. Operating term extension		In accordance with clause 5, Article 2 of the Company's Charter
Article 56, 57, 58		Change the order of terms accordingly
Article 59. Effective Date	Article 58. Effective Date	
<p>1. This charter consists of 21 chapters and 59 articles approved by the General Meeting of Shareholders of CNT Group Corporation on 2024-04-23 in Ho Chi Minh City and jointly agreed to the full text validity of this Charter. The Charter was amended on the content of the new charter capital level (in Clause 1, Article 6) according to Resolution No. 08/NQ-HDQT of the Board of Directors dated 2024-10-07.</p> <p>.....</p>	<p>1. This charter, comprising 21 chapters and 58 articles, was unanimously approved by the General Meeting of Shareholders of CNT Group Corporation on April 28th, 2025 in Ho Chi Minh City and together agreed to the full text effect of this Charter.</p>	Updated as per the new content

Business lines in the current Charter		
No.	Business Code	Business Line Description
1	4663 (Main)	Wholesale of other materials, installation equipment in construction <i>Details: Business of supplies, construction materials.</i>
2	6810	Real estate business, land use rights of owners, users or lessees <i>Details: Investment business of houses. Investment business of residential area infrastructure, industrial park. Real estate business. Not conducting investment and construction of cemetery infrastructure, cemeteries for transferring land use rights attached to infrastructure</i>
3	4530	Sale of parts and auxiliary parts of automobiles and other motor vehicles <i>Details: Business of equipment, components and means of transport.</i>
4	5210	Warehouses and storage of goods <i>Details: Warehouse services.</i>
5	4652	Wholesale of electronic and telecommunications equipment and components <i>Details: Trading in telecommunications equipment, mobile phones.</i>
6	4651	Wholesale of computers, peripheral equipment and software <i>Details: Trading in computers and components.</i>
7	9522	Repair of equipment, household appliances <i>Details: Repair of air conditioners.</i>
8	0149	Other animal husbandry <i>Details: Raising cattle and poultry (not raised at headquarters).</i>
9	4669	Other specialized wholesale not classified anywhere <i>Details: business of interior decoration goods, concrete additives, raw materials for producing construction materials and interior decoration goods, equipment, machinery and means of transport for construction, handicraft goods. Business of plastic and rubber products. Trading in paper and paper industry accessories, chemicals (except for highly toxic chemicals), PP-PE packaging. Trading in scrap (not operating at the headquarters), plastic beads.</i>
10	4659	Wholesale of machinery, equipment and other machine parts <i>Details: Business of machinery and means of transport for construction. Trading ventilation equipment, refrigeration equipment for ships - trains - cars.</i>

		Trading in heavy industrial machinery and equipment related to the oil and gas industry. Not trading or distributing items that foreign-invested economic organizations are not allowed to distribute
11	4541	Selling motorcycles, motorbikes <i>Details: Motorbike business.</i>
12	4511	Wholesale of automobiles and other motor vehicles.
13	4649	Wholesale of other household goods. <i>Details: Business of electronics, ceramics. Trading in refrigeration - household electrical equipment, induction cookers. Trading in sports equipment and tools (excluding rudimentary weapons, sports guns). Trading in family entertainment equipment, household electrical appliances, beds, cabinets, tables, chairs. Wholesale, perfumes, cosmetics and hygiene preparations, washing powder, dishwashing liquid, shampoo, toothpaste of all kinds and other groceries, furniture, cosmetics.</i>
14	5221	Activities of providing direct support services for railway and road transport. <i>Details: Delivery and transportation services.</i>
15	6190	Other telecommunications activities <i>Details: Post and telecommunications service agent. Not trading in public postal services.</i>
16	4322	Installation of water supply and drainage systems, heaters and air conditioning. <i>Details: Installation of air conditioners (excluding the installation of refrigeration equipment (freezers, cold storage, ice machines, air conditioners, water coolers) using R22 refrigerant in the field of seafood processing and excluding mechanical processing, waste recycling, and electroplating at the headquarters.</i>
17	0990	Other mining support service activities. <i>Details: Mining. Does not engage in blasting services in mining operations.</i>
18	4633	Wholesale of beverages. <i>Details: Trading in non-alcoholic beverages, alcoholic beverages (excluding food and beverage services).</i>
19	4641	Wholesale of textiles, ready-made clothes, footwear. <i>Details: Trading in ready-made clothes, sportswear, workwear, footwear, handbags, fabrics.</i>
20	5229	Other support service activities related to transportation. <i>Details: Customs brokerage services. Agency for selling train tickets, airline tickets.</i>
21	4632	Wholesale of food.

		<p><i>Details: Trading in food grains, foodstuff. Wholesale of sugar, milk and milk products, confectionery and cereal-derived products, flour, starch. Wholesale of milk, functional foods, health care products (not operating at the headquarters).</i></p> <p><i>Not trading or distributing goods that economic organizations with foreign investment are not allowed to distribute.</i></p>
22	3290	<p>Other manufacturing not elsewhere classified.</p> <p><i>Details: Manufacturing packaging from paper, wood, and plastic (excluding rubber refining and rolling, waste recycling, pulp production, wood processing at the headquarters).</i></p>
23	6820	<p>Real estate consulting, brokerage, auctioning, and land use rights auctioning.</p> <p><i>Details: Real estate brokerage. Real estate valuation services, real estate exchange, real estate management, real estate auction, real estate advertising.</i></p>
24	0810	<p>Quarrying of stone, sand, gravel, clay.</p> <p><i>Details: Quarrying construction stone, construction gravel, construction sand (not operating at the headquarters).</i></p>
25	7310	<p>Advertising.</p> <p><i>Details: Commercial advertising.</i></p>
26	6619	<p>Financial service support activities not elsewhere classified.</p> <p><i>Details: Investment consulting (excluding financial, accounting, and legal consulting).</i></p>
27	7110	<p>Architectural and related technical consultancy activities.</p> <p><i>Details: Preparing investment projects.</i></p> <ul style="list-style-type: none"> - <i>Construction design of technical infrastructure works;</i> - <i>Project management of construction investment projects;</i> - <i>Tender consulting;</i> - <i>Construction works quality inspection.</i>
28	4662	<p>Wholesale of metals and metal ores.</p> <p><i>Details: Trading in iron, steel, copper, aluminum.</i></p> <p><i>Not trading or distributing goods that economic organizations with foreign investment are not allowed to distribute.</i></p>
29	4610	<p>Agents, brokers, auctioneers of goods.</p> <p><i>Details: Brokerage.</i></p>
30	4620	<p>Wholesale of raw agricultural and forestry products (excluding wood, bamboo, and thatch) and live animals.</p>

		(excluding paddy, unmilled rice, rice, cane sugar and not operating at the headquarters) <i>Not trading or distributing goods that economic organizations with foreign investment are not allowed to distribute.</i>
31	7490	Other professional, scientific and technical activities not elsewhere classified. <i>Details: Environmental consulting; other technology consulting. Consulting and technology transfer for the operation of oil and gas industry plants.</i>
32	4299	Construction of other civil engineering works <i>Details: Construction of industrial, transport, irrigation, civil works, power lines, substations and other construction works. Construction of commercial centers</i>
33	5610	Restaurants and mobile food service activities
34	8230	Organization of trade introductions and promotions <i>Details: Organizing conferences, seminars, events (without performing explosive effects, without using explosives, combustibles, chemicals as props, tools for performing art programs, events, films, photos)</i>
35	5621	Providing food services under non-regular contracts with customers
36	4721	Retail sale of food in specialized stores <i>Details: Retail sale of sugar, milk and milk products, cakes, jams, confectionery and products processed from cereals, flours, starches in specialized stores (implemented according to Decision 64/2009/QĐ-UBND dated 2009-07-31 and Decision No. 79/2009/QĐ-UBND dated 2009-10-17 of the People's Committee of Ho Chi Minh City on planning the business of agricultural products and food in Ho Chi Minh City)</i> <i>Do not trade or distribute items that foreign-invested economic organizations are not allowed to distribute.</i>
37	0121	Growing fruit trees
38	0118	Growing vegetables, beans of all kinds and growing flowers
39	0141	Raising buffaloes, cows and producing buffalo and cow breeds
40	5630	Beverage serving service <i>Details: Processing and serving beverages for on-site consumption, cafes, fruit juices, soft drinks (excluding bar and dance refreshment activities)</i>
41	0145	Raising pigs and producing pig breeds
42	4719	Other retail sale in non-specialized stores <i>Details: Retail sales in supermarkets (excluding retail sales of gas cylinders, liquefied petroleum gas LPG, waste lubricating oil, gold bars, guns, ammunition for hunting or sports and metal money and implemented according to Decision 64/2009/QĐ-UBND</i>

		<p><i>dated 2009-07-31 and Decision No. 79/2009/QĐ-UBND dated 2009-10-17 of the People's Committee of Ho Chi Minh City on planning the business of agricultural products and food in Ho Chi Minh City).</i></p> <p><i>Do not trade or distribute items that foreign-invested economic organizations are not allowed to distribute.</i></p>
43	4722	<p>Retail sale of food in specialized stores</p> <p><i>Details: Retail sale of food, fresh vegetables, tubers and fruits (implemented according to Decision 64/2009/QĐ-UBND dated 2009-07-31 and Decision No. 79/2009/QĐ-UBND dated 2009-10-17 of the People's Committee of Ho Chi Minh City on planning the business of agricultural products and food in Ho Chi Minh City).</i></p> <p><i>Do not trade or distribute items that foreign-invested economic organizations are not allowed to distribute.</i></p>
44	4723	<p>Retail sale of beverages in specialized stores</p> <p><i>Details: Retail sale of beverages, wine, beer, alcoholic beverages, non-alcoholic beverages</i></p>
45	4763	Retail sale of equipment, tools for physical training and sports in specialized stores
46	4764	<p>Retail sale of games and toys in specialized stores (do not trade in toys that are harmful to the personality education, health of children or affect security, social order, and safety).</p> <p><i>Do not trade or distribute items that foreign-invested economic organizations are not allowed to distribute.</i></p>
47	4771	Retail sale of garments, footwear, leather and imitation leather goods in specialized stores
48	4932	<p>Other road passenger transport</p> <p><i>Details: picking up and dropping off passengers for a fee</i></p>
49	5510	<p>Short-term accommodation services</p> <p><i>Details: Hotels, tourist villas, tourist apartments, tourist rest houses, houses with rooms for tourist rental</i></p>
50	7721	<p>Sports and entertainment equipment rental</p> <p><i>Details: Rental of fishing rods, boats, life jackets</i></p>
51	8551	<p>Sports and recreational education</p> <p><i>Details: Physical and sports activities, gym, swimming pool, yoga (not operating at the headquarters)</i></p>
52	9321	<p>Operation of amusement parks and theme parks</p> <p><i>Details: Business of children's play areas, water slide complexes, swimming pools for children</i></p>
53	9329	<p>Other entertainment activities not elsewhere classified</p> <p><i>Details: Business of electronic game services (not trading in games that are harmful to the education of children's personality, health or affect social order, safety and not trading in games with prizes, not trading in gambling games).</i></p>
54	9610	<p>Steam bath, massage and similar health enhancement services (excluding sports activities)</p> <p><i>Details: Steam bath, massage services (Enterprises are only allowed to business when they meet the conditions in accordance with the law and must ensure that those conditions are met throughout the operation).</i></p>
55	9631	Hairdressing, hairstyling, shampooing

		<i>Details: Skin care, facial massage, pedicure, manicure, make-up (excluding activities that cause bleeding) (Enterprises are only allowed to business when they meet the conditions in accordance with the law and must ensure that those conditions are met throughout the operation).</i>
56	8299	Other remaining business support service activities not elsewhere classified <i>Details: Management of office buildings, offices, apartment buildings (excluding asset recovery services)</i>
57	8610	Activities of hospitals, health stations <i>Details: Hospital (not operating at the headquarters)</i>
58	1010	Processing and preserving meat and meat products (not operating at the headquarters)
59	1020	Processing and preserving aquatic products and products from aquatic products (not operating at the headquarters)
60	1030	Processing and preserving vegetables and fruits (not operating at the headquarters)
61	1075	Production of prepared meals and food (not operating at the headquarters)
62	8531	Elementary level training <i>Details: Vocational training (not operating at the headquarters)</i>
63	8552	Cultural and artistic education. <i>(not operating at the headquarters).</i>
64	8560	Education support services
65	1079	Production of other food products not elsewhere classified <i>Details: Production of special foods such as: nutritional foods, milk and nutritional foods, food for young children, foods containing hormonal ingredients. (Not operating at the headquarters)</i>

Expected amended business lines		
No.	Business Code	Business Line Description
1	4663 (Main)	Wholesale of other materials, equipment installed in construction <i>Details: business of supplies, construction materials.</i>
2	6810	Real estate, land use rights of owners, users or lessees business <i>Details: Housing business investment. Investment in infrastructure business of residential areas, industrial parks. Real estate business.</i>
3	4530	Sale of parts and auxiliary parts of automobiles and other motor vehicles <i>Details: business of equipment, components and transport vehicles.</i>
4	5210	Warehousing and storage of goods <i>Details: Warehousing services.</i>
5	4652	Wholesale of electronic and telecommunications equipment and components <i>Details: Trading in telecommunications equipment, mobile phones.</i>

6	4651	Wholesale of computers, peripheral equipment and software <i>Details: Trading in computers and components.</i>
7	9522	Repair of equipment, household appliances <i>Details: Repair of air conditioners.</i>
8	0149	Other animal husbandry <i>Details: Raising livestock and poultry (not raised at the headquarters).</i>
9	4669	Other specialized wholesale not classified elsewhere <i>Details: business of interior decoration, concrete additives, raw materials for the production of construction materials and interior decoration, equipment, machinery and transport vehicles for construction, handicrafts. business of plastic and rubber products. Trading in paper and paper industry accessories, chemicals (except for highly toxic chemicals), PP-PE packaging. Trading in scrap (not operating at the headquarters), plastic beads.</i>
10	4659	Wholesale of machinery, equipment and other machine parts <i>Details: business of machinery and transport vehicles for construction. Trading in ventilation equipment, refrigeration equipment for ships - trains - automobiles. Trading in heavy industrial machinery and equipment related to the oil and gas industry.</i>
11	4541	Sale of motorcycles and motorbikes <i>Details: Motorcycle business.</i>
12	4511	Wholesale of automobiles and other motor vehicles.
13	4649	Wholesale of other household appliances. <i>Details: business of electronics, ceramics. Trading in refrigeration - household electrical equipment, induction cookers. Trading in sports equipment and tools (excluding rudimentary weapons, sports ammunition). Trading in household entertainment items, household electrical appliances, beds, cabinets, tables, chairs. Wholesale of perfumes, cosmetics and toiletries, washing powder, dishwashing liquid, shampoo, toothpaste of all kinds and other groceries, furniture, cosmetics.</i>
14	5221	Activities of providing direct support services for railway and road transport. <i>Details: Freight forwarding and transportation services.</i>
15	6190	Other telecommunications activities <i>Details: Agent for postal and telecommunications services.</i>
16	4322	Installation of water supply, drainage, heating and air conditioning systems. <i>Details: Installation of air conditioners (excluding the installation of refrigeration equipment (freezing equipment, cold storage, ice machines, air conditioners, water coolers) using R22 refrigerant in the field of seafood processing and excluding mechanical processing, waste recycling, and electroplating at the headquarters.</i>
17	0990	Activities of providing support services for other mining and quarrying. <i>Details: Mining.</i>
18	4633	Wholesale of beverages. <i>Details: Trading in non-alcoholic beverages, alcoholic beverages (no food service business)</i>

19	4641	Wholesale of fabrics, ready-made clothes, shoes and sandals <i>Details: Trading in ready-made clothes, sportswear, labor protection clothes, shoes, bags, fabrics.</i>
20	5229	Other support service activities related to transportation. <i>Details: Customs declaration service. Agency for selling train and plane tickets.</i>
21	4632	Wholesale of food. <i>Details: Trading in food and foodstuff. Wholesale of sugar, milk and milk products, confectionery and products processed from cereals, flour, starch. Wholesale of milk, functional foods, health care products.</i>
22	3290	Other manufacturing not elsewhere classified. <i>Details: Manufacture of packaging from paper, wood, and plastic (excluding rubber refining and calendaring, waste recycling, pulp production, and wood processing at the head office).</i>
23	6820	Real estate, land use rights consultancy, brokerage, and auction <i>Details: Real estate brokerage. Real estate valuation services, real estate exchange, real estate management, real estate auction, real estate advertising.</i>
24	0810	Quarrying of stone, sand, gravel, clay. <i>Details: Quarrying of construction stone, construction gravel, construction sand (no operation at the head office).</i>
25	7310	Advertising. <i>Details: Commercial advertising.</i>
26	6619	Financial service support activities not elsewhere classified. <i>Details: Investment consultancy (excluding financial, accounting, and legal consultancy).</i>
27	7110	Architectural and related technical consultancy activities. <i>Details: Preparing investment projects.</i> - Construction design of technical infrastructure works; - Construction project management; - Tender consultancy; - Construction work quality inspection.
28	4662	Wholesale of metal and metal ore. <i>Details: Trading in iron, steel, copper, aluminum.</i>
29	4610	Agent, broker, auctioneer. <i>Details: Brokerage.</i>
30	4620	Wholesale of raw agricultural and forestry products (excluding wood, bamboo, and reed) and live animals. (excluding rice, paddy, sugar cane, and no operation at the head office)
31	7490	Other professional, scientific and technological activities not elsewhere classified.

		<i>Details: Environmental consultancy; other technology consultancy. Consulting and transferring technology for operation of oil and gas industry plants.</i>
32	4299	Construction of other civil engineering projects <i>Details: Construction of industrial, transport, irrigation, civil, power line, transformer substation and other construction projects. Construction of commercial centers</i>
33	5610	Restaurants and mobile food service activities
34	8230	Organization of trade fairs and promotions <i>Details: Organizing conferences, seminars, events (without performing fire and explosion effects, without using explosives, combustibles, chemicals as props and tools for performing arts programs, events, films, photos)</i>
35	5621	Providing food services under non-recurring contracts with customers
36	4721	Retail sale of food in specialized stores <i>Details: Retail sale of sugar, milk and milk products, cakes, jams, confectionery and products processed from cereals, flour, starch in specialized stores (implementation according to Decision 64/2009/QĐ-UBND dated 2009-07-31 and Decision No. 79/2009/QĐ-UBND dated 2009-10-17 of the People's Committee of Ho Chi Minh City on planning the business of agricultural products and food in Ho Chi Minh City)</i>
37	0121	Growing fruit trees
38	0118	Growing vegetables, beans of all kinds and growing flowers
39	0141	Raising buffaloes, cows and producing breeds of buffaloes, cows
40	5630	Beverage serving services <i>Details: Processing and serving beverages for on-site consumption, cafes, fruit juices, soft drinks (excluding bar and dance refreshment activities)</i>
41	0145	Raising pigs and producing breeds of pigs
42	4634	Wholesale of tobacco products
43	4711	Retail of food, foodstuffs, beverages, cigarettes, and tobacco accounts for a large proportion in general business stores (implemented according to Decision 64/2009/QĐ-UBND dated 2009-07-31 and Decision No. 79/2009/QĐ-UBND dated 2009-10-17 of the People's Committee of Ho Chi Minh City on planning the business of agricultural products and food in Ho Chi Minh City).
44	4719	Other retail in general business stores <i>Details: Retail in supermarkets (excluding retail of gas cylinders, LPG, waste lubricating oil, gold bars, guns, ammunition for hunting or sports and metal money and implemented according to Decision 64/2009/QĐ-UBND dated 2009-07-31 and Decision No. 79/2009/QĐ-UBND dated 2009-10-17 of the People's Committee of Ho Chi Minh City on planning the business of agricultural products and food in Ho Chi Minh City).</i>
45	4722	Retail of food in specialized stores

		<i>Details: Retail of food, foodstuffs, vegetables, tubers, fresh fruits (implemented according to Decision 64/2009/QĐ-UBND dated 2009-07-31 and Decision No. 79/2009/QĐ-UBND dated 2009-10-17 of the People's Committee of Ho Chi Minh City on planning the business of agricultural products and food in Ho Chi Minh City). Retail of milk, functional foods, health care products.</i>
46	4723	Retail of beverages in specialized stores <i>Details: Retail of beverages, wine, beer, alcoholic beverages, non-alcoholic beverages</i>
47	4724	Retail of tobacco products in specialized stores
48	4763	Retail of equipment and tools for physical training and sports in specialized stores
49	4764	Retail of games and toys in specialized stores (excluding business of toys that are harmful to children's personality education, health or affect social order, safety).
50	4771	Retail of garments, footwear, leather and imitation leather goods in specialized stores
51	4932	Other road passenger transport <i>Details: picking up and dropping off passengers for a fee</i>
52	5510	Short-term accommodation services <i>Details: Hotels, tourist villas, tourist apartments, tourist rest stops, houses with rooms for tourists to rent</i>
53	7721	Rental of sports and recreational equipment <i>Details: Rental of fishing rods, boats, life jackets</i>
54	7911	Travel agency
55	7912	Tour operator <i>Details: Domestic and international travel business</i>
56	7790	Reservation services and support services related to promotion and organization of tours. Details: service to support procedures for boarding.
57	8551	Sports and recreation education <i>Details: Sports activities, gym, swimming pool, yoga (not operating at headquarters)</i>
58	9321	Activities of amusement parks and theme parks <i>Details: Business of children's play area, water slide complex, swimming pool for children</i>
59	9329	Other entertainment activities not elsewhere classified <i>Details: Business of electronic game services (excluding business of games that are harmful to children's personality education, health or affect social order, safety and not business of games with prizes, not business of gambling games).</i>
60	9610	Steam bath, massage and similar health enhancement services (excluding sports activities) <i>Details: Steam bath, massage services (Enterprises are only allowed to business when they have fully met the conditions in accordance with the law and must ensure that they meet those conditions throughout the operation).</i>
61	9631	Hair cutting, hairdressing, shampooing <i>Details: Skin care, facial massage, pedicure, manicure, makeup (excluding activities that cause bleeding) (Enterprises are only allowed to operate when they meet the conditions according to the provisions of law and must ensure that those conditions are met throughout the operation).</i>

62	8299	Other business support service activities n.e.c. <i>Details: Management of office buildings, offices, apartment buildings (excluding property recovery services)</i>
63	8610	Activities of hospitals, health stations <i>Details: Hospital (not operating at the headquarters)</i>
64	1010	Processing and preserving meat and meat products (not operating at the headquarters)
65	1020	Processing and preserving aquatic products and products from aquatic products (not operating at the headquarters)
66	1030	Processing and preserving vegetables and fruits (not operating at the headquarters)
67	1075	Production of ready-made dishes and foods (not operating at the headquarters)
68	8511	Nursery education (not operating at the headquarters)
69	8512	Preschool education (not operating at the headquarters)
70	8521	Primary education (not operating at the headquarters)
71	8522	Lower secondary education (not operating at the headquarters)
72	8531	Elementary level training <i>Details: Vocational training (not operating at the headquarters)</i>
73	8552	Cultural and artistic education. <i>(not operating at the headquarters).</i>
74	8560	Education support services
75	1079	Production of other food products n.e.c. <i>Details: Production of special foods such as: nutritional foods, milk and nutritional foods, food for young children, foods containing hormonal ingredients. (Not operating at the headquarters)</i>

APPENDIX II: CONTENT OF AMENDMENTS AND SUPPLEMENTS TO THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

(Document submitted to the General Meeting of Shareholders at the meeting on April 28th, 2025)

Content stipulated in the current Regulations	Content stipulated in the amended and supplemented Regulations	Basis
Article 2. Interpretation of terms	Article 2. Interpretation of terms	
<p>1. “Law on Enterprise” means the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on 2020-06-17, effective from 2021-01-01, and guiding documents for implementation.</p> <p>2. “Law on Securities” means the Law on Securities No. 54/2019/QH14 passed by the National Assembly on 2019-11-26, effective from 2021-01-01, and guiding documents for implementation.</p>	<p>1. “Law on Enterprise” means the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on 2020-06-17, effective from 2021-01-01, <i>amended and supplemented by Law No. 03/2022/QH15 dated 2022-01-11</i> and guiding documents for implementation.</p> <p>2. “Law on Securities” means the Law on Securities No. 54/2019/QH14 passed by the National Assembly on 2019-11-26, effective from 2021-01-01, <i>amended and supplemented by Law No. 56/2024/QH15 dated 2024-11-29</i> and guiding documents for implementation.</p>	Updated according to the current legal document system.
Article 5. Role, rights and obligations of the General Meeting of Shareholders	Article 5. Role, rights and obligations of the General Meeting of Shareholders	
<p>2. The General Meeting of Shareholders has the following rights and obligations:</p> <p>.....</p> <p>d. Deciding to invest or sell assets with a value of 70% or more of the total asset value recorded in the company's most recent financial statements;</p>	<p>2. The General Meeting of Shareholders has the following rights and obligations:</p> <p>.....</p> <p>d. Deciding to invest or sell assets with a value of 35% or more of the total asset value recorded in the company's most recent financial statements;</p>	Adjusted to be consistent with point d, Clause 2, Article 138 of the Law on Enterprises 2020.
Article 10. Sequence and Procedures for the General Meeting of Shareholders to Pass Resolutions by Obtaining Written Opinions from Shareholders	Article 10. Sequence and Procedures for the General Meeting of Shareholders to Pass Resolutions by Obtaining Written Opinions from Shareholders	
<p>1. The Board of Directors has the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company.</p>	<p><i>1. The Board of Directors has the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders on the following matters:</i></p>	Expand the content of collecting shareholder

Content stipulated in the current Regulations	Content stipulated in the amended and supplemented Regulations	Basis
	<p>a. Amendments and supplements to the Content of the Company's Charter;</p> <p>b. Approval, supplementation, and adjustment of the Internal Regulations on corporate governance, and the Board of Directors' Operating Regulations;</p> <p>c. Development orientations of the Company;</p> <p>d. Types of shares and the total number of shares of each type;</p> <p>e. Election, dismissal, and removal of member the Board of Directors and the Board of Supervisors;</p> <p>f. Decision on investing in or selling assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statement;</p> <p>g. Approval of annual financial statements</p> <p>h. Reorganization or dissolution of the Company.</p> <p>i. Changes in business lines, occupations, and sectors;</p> <p>j. Changes in the organizational structure of the Company's management;</p> <p>k. Other issues when the Board of Directors deems it necessary for the benefit of the Company.</p>	<p>opinions in writing, based on Article 149 of the Law on Enterprises 2020.</p>
Article 14. Structure, criteria, and conditions of member the Board of Directors	<i>Article 14. Structure, criteria, and conditions of member the Board of Directors</i>	
<p>1. Term of office and number of member the Board of Directors:</p> <p>.....</p> <p>b. The number of members of the Board of Directors is at least three (03) and no more than eleven (11). The General</p>	<p>1. Term of office and number of member the Board of Directors:</p> <p>.....</p> <p>b. The number of member the Board of Directors is 03.</p>	<p>Clause 1, Article 154 of the Law on Enterprise of 2020</p>

Content stipulated in the current Regulations	Content stipulated in the amended and supplemented Regulations	Basis
Meeting of Shareholders will specifically determine the number of members of the Board of Directors corresponding to each term of operation.		
Article 30. Responsibility for honesty and avoidance of conflicts of interest	Article 30. Responsibility for honesty and avoidance of conflicts of interest	
<p>6. Transactions between the Company and one or more members of the Board of Directors, General Director, other executives, and individuals or organizations related to these parties are not invalidated in the following cases:</p> <p>a. For contracts or transactions with a value less than 20% of the total asset value recorded in the most recent financial statement, the key contents of the contract or transaction, as well as the relationships and interests of the member of the Board of Directors, General Director, or other executive, have been reported to the Board of Directors, and the Board of Directors has honestly permitted the execution of such contract or transaction by a majority vote of the members of the Board of Directors who have no related interests;</p> <p>b. For transactions with a value greater than 20% or transactions that lead to transaction values arising within 12 months from the date of the first transaction with a value of 20% or more of the total asset value recorded in the most recent financial statement, the key contents of this transaction, as well as the relationships and interests of the member of the Board of Directors, General Director, or other executive, have been disclosed to the shareholders and approved by the General Meeting of Shareholders through the votes of shareholders who have no related interests;</p>	<p>6. Transactions between the Company and one or more members of the Board of Directors, General Director, other executives, and individuals or organizations related to these parties are not invalidated in the following cases:</p> <p>a. For contracts or transactions with a value less than 35% of the total asset value recorded in the most recent financial statement, the key contents of the contract or transaction, as well as the relationships and interests of the member of the Board of Directors, General Director, or other executive, have been reported to the Board of Directors, and the Board of Directors has honestly permitted the execution of such contract or transaction by a majority vote of the members of the Board of Directors who have no related interests;</p> <p>b. For transactions with a value greater than or equal to 35% or transactions that lead to transaction values arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statement, the key contents of this transaction, as well as the relationships and interests of the member of the Board of Directors, General Director, or other executive, have been disclosed to the shareholders and approved by the General Meeting of Shareholders through the votes of shareholders who have no related interests;</p>	<p>The appropriate rate is in accordance with point p, point q Clause 2 Article 14 and point h Clause 2 Article 26 of the Company's Charter.</p>

APPENDIX III: CONTENT OF AMENDMENTS AND SUPPLEMENTS TO THE REGULATIONS ON OPERATION OF THE BOARD OF DIRECTORS

(Document submitted to the General Meeting of Shareholders at the meeting on April 28th, 2025)

Content stipulated in the current Regulations	Content stipulated in the amended and supplemented Regulations	Basis
Article 5. Term of Office and Number of member the Board of Directors	Article 5. Term of Office and Number of member the Board of Directors	
1. The number of members of the Board of Directors is at least three (03) and no more than eleven (11). The General Meeting of Shareholders will specifically determine the number of members of the Board of Directors corresponding to each term of operation.	1. The number of member the Board of Directors is 03.	Clause 1, Article 154 of the Law on Enterprise of 2020
Article 11. Rights and obligations of the Board of Directors	Article 11. Rights and obligations of the Board of Directors	
2. Quyền và nghĩa vụ của Hội đồng quản trị do luật pháp, Điều lệ công ty và Đại hội đồng cổ đông quy định. Cụ thể, Hội đồng quản trị có những quyền hạn và nghĩa vụ sau: 1. Deciding on the organizational structure, internal management regulations of the Company, deciding on the establishment, dissolution of subsidiaries, branches, representative offices and the contribution of capital, purchase of shares of other enterprises;	2. The rights and obligations of the Board of Directors are prescribed by law, the company's charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations: 1. Deciding on the organizational structure, internal management regulations of the Company, deciding on the establishment, conversion of type , dissolution, temporary suspension of operation of subsidiaries, branches, representative offices and the contribution of capital, purchase of shares of other enterprises;	Updated according to reality
Article 23. Effect of implementation	Article 23. Effect of implementation	
The Regulations on Operation of the Board of Directors of CNT Group Corporation includes 07 chapters, 23 articles and takes effect from April 24 th , 2024.	The Regulations on Operation of the Board of Directors of CNT Group Corporation includes 07 chapters, 23 articles and takes effect from April 28th, 2025 .	Updated

CNT GROUP CORPORATION



CHARTER
On Organization and Operation

Ho Chi Minh City, 2025-04

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PREAMBLE

Pursuant to the Enterprise Law No. 59/2020/QH14, passed by the 14th National Assembly of the Socialist Republic of Vietnam during the 9th session on Date 2020-06-17;

Pursuant to the Securities Law No. 54/2019/QH14, passed by the 14th National Assembly of the Socialist Republic of Vietnam during the 8th session on Date 2019-11-26;

This Charter was approved under Resolution No. 01/NQ-DHĐCĐ of the General Meeting of Shareholders held on Dated April 28th, 2025.

I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the terms below are construed as follows:
 - a. "Charter capital" means the total par value of shares sold or registered for purchase upon establishment of the joint stock company and as stipulated in Article 6 of this Charter;
 - b. "Voting capital" means share capital, whereby the owner has the right to vote on matters under the decision-making authority of the General Meeting of Shareholders;
 - c. "Law on Enterprise" is the Law on Enterprise No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, [as amended and supplemented by Law No. 03/2022/QH15 on 2022-01-11](#);
 - d. "Law on Securities" is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, [as amended and supplemented by Law No. 56/2024/QH15 on 2024-11-29](#);
 - e. "Vietnam" means the Socialist Republic of Vietnam;
 - e. "Establishment Date" means the Date on which the Company is first granted the Enterprise Registration Certificate (Business Registration Certificate);
 - g. ["Enterprise executive" means the General Director, Vice General Director, and Chief Accountant;](#)
 - h. ["Enterprise manager" means a person who manages the company, including the President, members of the Board of Directors, General Director, and enterprise executives;](#)
 - i. "Related persons" means individuals and organizations stipulated in Clause 46, Article 4 of the Securities Law;
 - k. "Shareholder" means an individual or organization owning at least one share of a joint stock company;
 - l. "Major shareholder" means a shareholder stipulated in Clause 18, Article 4 of the Securities Law;
 - m. "Operating term" is the operating time of the Company specified in Article 2

of this Charter and the extension period (if any) approved by the General Meeting of Shareholders of the Company;

- n. “Stock exchange” means the Vietnam Stock Exchange and its subsidiaries.
 - o. “Company” means CNT Group Corporation.
 - p. “Board” means the Board of Directors of the Company.
 - q. “Business location” means the place where the Company or its Branch conducts business activities. The business location may be directly under the Company or under the Company's Branch.
 - f. “Branch” is a unit dependent on the Company, legally established in the territory of Vietnam or abroad, with the task of performing all or part of the Company's functions, including the function of representation under authorization. Business lines of the Branch.
- 2. In this Charter, references to one or more provisions or other documents include amendments or replacements.
 - 3. The headings (Sections, Articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.

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

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

- 1. Name of company
 - Company name in Vietnamese: CÔNG TY CỔ PHẦN TẬP ĐOÀN CNT
 - Company name in foreign language: CNT GROUP CORPORATION
 - Abbreviated Company name: CNT GROUP
- 2. The Company is a joint-stock company with the legal entity status in accordance with the current laws of Vietnam.
- 3. The registered address of the Company is:
 - Address: 9-19 (2nd Floor) Ho Tung Mau, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City.
 - Telephone: (84-8) 3829 5604 – 3829 5488 – 3821 3189
 - Fax: (84-8) 3821 1096
 - Email: cnt@cnt.com.vn ; info@cnt.com.vn
 - Website: <https://cnt.com.vn>
- 4. The Company may establish branches and representative offices in the business area to implement the Company's operational objectives in accordance with the decisions of the Board of Management and within the scope permitted by law.
- 5. Unless terminated earlier in accordance with Clause 2, Article 54, the Company's

operating term is indefinite from the date of establishment.

Article 3. Legal representatives of the company

The President or the General Director is the legal representative of the Company. The legal representative of the company will be appointed by the Board of Management.

The powers and obligations of the legal representative are stipulated in the Law on Enterprises, the Company Charter.

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

Article 4. Objectives of the Company's operations

1. The Company's business lines are:

Business Code	Business Line Description
4663 (Main)	Wholesale of other materials, equipment installed in construction <i>Details: business of supplies, construction materials.</i>
6810	Real estate, land use rights of owners, users or lessees business <i>Details: Housing business investment. Investment in infrastructure business of residential areas, industrial parks. Real estate business.</i>
4530	Sale of parts and auxiliary parts of automobiles and other motor vehicles <i>Details: business of equipment, components and transport vehicles.</i>
5210	Warehousing and storage of goods <i>Details: Warehousing services.</i>
4652	Wholesale of electronic and telecommunications equipment and components <i>Details: Trading in telecommunications equipment, mobile phones.</i>
4651	Wholesale of computers, peripheral equipment and software <i>Details: Trading in computers and components.</i>
9522	Repair of equipment, household appliances <i>Details: Repair of air conditioners.</i>
0149	Other animal husbandry <i>Details: Raising livestock and poultry (not raised at the headquarters).</i>
4669	Other specialized wholesale not classified elsewhere <i>Details: business of interior decoration, concrete additives, raw materials for the production of construction materials and interior decoration, equipment, machinery and transport vehicles for construction, handicrafts. business of plastic and rubber products. Trading in paper and paper industry accessories, chemicals (except for highly toxic chemicals), PP-PE packaging. Trading in scrap (not operating at the headquarters), plastic beads.</i>
4659	Wholesale of machinery, equipment and other machine parts <i>Details: business of machinery and transport vehicles for construction. Trading in ventilation equipment, refrigeration equipment for ships - trains - automobiles. Trading in heavy industrial machinery and equipment related to the oil and gas industry.</i>
4541	Sale of motorcycles and motorbikes <i>Details: Motorcycle business.</i>
4511	Wholesale of automobiles and other motor vehicles.
4649	Wholesale of other household appliances. <i>Details: business of electronics, ceramics. Trading in refrigeration - household electrical equipment, induction cookers. Trading in sports equipment and tools</i>

	<i>(excluding rudimentary weapons, sports ammunition). Trading in household entertainment items, household electrical appliances, beds, cabinets, tables, chairs. Wholesale of perfumes, cosmetics and toiletries, washing powder, dishwashing liquid, shampoo, toothpaste of all kinds and other groceries, furniture, cosmetics.</i>
5221	Activities of providing direct support services for railway and road transport. <i>Details: Freight forwarding and transportation services.</i>
6190	Other telecommunications activities <i>Details: Agent for postal and telecommunications services.</i>
4322	Installation of water supply, drainage, heating and air conditioning systems. <i>Details: Installation of air conditioners (excluding the installation of refrigeration equipment (freezing equipment, cold storage, ice machines, air conditioners, water coolers) using R22 refrigerant in the field of seafood processing and excluding mechanical processing, waste recycling, and electroplating at the headquarters.</i>
0990	Activities of providing support services for other mining and quarrying. <i>Details: Mining.</i>
4633	Wholesale of beverages. <i>Details: Trading in non-alcoholic beverages, alcoholic beverages (no food service business)</i>
4641	Wholesale of fabrics, ready-made clothes, shoes and sandals <i>Details: Trading in ready-made clothes, sportswear, labor protection clothes, shoes, bags, fabrics.</i>
5229	Other support service activities related to transportation. <i>Details: Customs declaration service. Agency for selling train and plane tickets.</i>
4632	Wholesale of food. <i>Details: Trading in food and foodstuff. Wholesale of sugar, milk and milk products, confectionery and products processed from cereals, flour, starch. Wholesale of milk, functional foods, health care products.</i>
3290	Other manufacturing not elsewhere classified. <i>Details: Manufacture of packaging from paper, wood, and plastic (excluding rubber refining and calendaring, waste recycling, pulp production, and wood processing at the head office).</i>
6820	Real estate, land use rights consultancy, brokerage, and auction <i>Details: Real estate brokerage. Real estate valuation services, real estate exchange, real estate management, real estate auction, real estate advertising.</i>
0810	Quarrying of stone, sand, gravel, clay. <i>Details: Quarrying of construction stone, construction gravel, construction sand (no operation at the head office).</i>
7310	Advertising. <i>Details: Commercial advertising.</i>
6619	Financial service support activities not elsewhere classified. <i>Details: Investment consultancy (excluding financial, accounting, and legal consultancy).</i>
7110	Architectural and related technical consultancy activities. <i>Details: Preparing investment projects.</i> - Construction design of technical infrastructure works; - Construction project management; - Tender consultancy;

	- <i>Construction work quality inspection.</i>
4662	Wholesale of metal and metal ore. <i>Details: Trading in iron, steel, copper, aluminum.</i>
4610	Agent, broker, auctioneer. <i>Details: Brokerage.</i>
4620	Wholesale of raw agricultural and forestry products (excluding wood, bamboo, and reed) and live animals. (excluding rice, paddy, sugar cane, and no operation at the head office)
7490	Other professional, scientific and technological activities not elsewhere classified. <i>Details: Environmental consultancy; other technology consultancy. Consulting and transferring technology for operation of oil and gas industry plants.</i>
4299	Construction of other civil engineering projects <i>Details: Construction of industrial, transport, irrigation, civil, power line, transformer substation and other construction projects. Construction of commercial centers</i>
5610	Restaurants and mobile food service activities
8230	Organization of trade fairs and promotions <i>Details: Organizing conferences, seminars, events (without performing fire and explosion effects, without using explosives, combustibles, chemicals as props and tools for performing arts programs, events, films, photos)</i>
5621	Providing food services under non-recurring contracts with customers
4721	Retail sale of food in specialized stores <i>Details: Retail sale of sugar, milk and milk products, cakes, jams, confectionery and products processed from cereals, flour, starch in specialized stores (implementation according to Decision 64/2009/QĐ-UBND dated 2009-07-31 and Decision No. 79/2009/QĐ-UBND dated 2009-10-17 of the People's Committee of Ho Chi Minh City on planning the business of agricultural products and food in Ho Chi Minh City)</i>
0121	Growing fruit trees
0118	Growing vegetables, beans of all kinds and growing flowers
0141	Raising buffaloes, cows and producing breeds of buffaloes, cows
5630	Beverage serving services <i>Details: Processing and serving beverages for on-site consumption, cafes, fruit juices, soft drinks (excluding bar and dance refreshment activities)</i>
0145	Raising pigs and producing breeds of pigs
4634	Wholesale of tobacco products
4711	Retail of food, foodstuffs, beverages, cigarettes, and tobacco accounts for a large proportion in general business stores (implemented according to Decision 64/2009/QĐ-UBND dated 2009-07-31 and Decision No. 79/2009/QĐ-UBND dated 2009-10-17 of the People's Committee of Ho Chi Minh City on planning the business of agricultural products and food in Ho Chi Minh City).
4719	Other retail in general business stores <i>Details: Retail in supermarkets (excluding retail of gas cylinders, LPG, waste lubricating oil, gold bars, guns, ammunition for hunting or sports and metal money and implemented according to Decision 64/2009/QĐ-UBND dated 2009-07-31 and Decision No. 79/2009/QĐ-UBND dated 2009-10-17 of the People's Committee of Ho Chi Minh City on planning the business of agricultural products and food in Ho</i>

	<i>Chi Minh City).</i>
4722	Retail of food in specialized stores <i>Details: Retail of food, foodstuffs, vegetables, tubers, fresh fruits (implemented according to Decision 64/2009/QĐ-UBND dated 2009-07-31 and Decision No. 79/2009/QĐ-UBND dated 2009-10-17 of the People's Committee of Ho Chi Minh City on planning the business of agricultural products and food in Ho Chi Minh City). Retail of milk, functional foods, health care products.</i>
4723	Retail of beverages in specialized stores <i>Details: Retail of beverages, wine, beer, alcoholic beverages, non-alcoholic beverages</i>
4724	Retail of tobacco products in specialized stores
4763	Retail of equipment and tools for physical training and sports in specialized stores
4764	Retail of games and toys in specialized stores (excluding business of toys that are harmful to children's personality education, health or affect social order, safety).
4771	Retail of garments, footwear, leather and imitation leather goods in specialized stores
4932	Other road passenger transport <i>Details: picking up and dropping off passengers for a fee</i>
5510	Short-term accommodation services <i>Details: Hotels, tourist villas, tourist apartments, tourist rest stops, houses with rooms for tourists to rent</i>
7721	Rental of sports and recreational equipment <i>Details: Rental of fishing rods, boats, life jackets</i>
7911	Travel agency
7912	Tour operator <i>Details: Domestic and international travel business</i>
7790	Reservation services and support services related to promotion and organization of tours. <i>Details: service to support procedures for boarding.</i>
8551	Sports and recreation education <i>Details: Sports activities, gym, swimming pool, yoga (not operating at headquarters)</i>
9321	Activities of amusement parks and theme parks <i>Details: Business of children's play area, water slide complex, swimming pool for children</i>
9329	Other entertainment activities not elsewhere classified <i>Details: Business of electronic game services (excluding business of games that are harmful to children's personality education, health or affect social order, safety and not business of games with prizes, not business of gambling games).</i>
9610	Steam bath, massage and similar health enhancement services (excluding sports activities) <i>Details: Steam bath, massage services (Enterprises are only allowed to business when they have fully met the conditions in accordance with the law and must ensure that they meet those conditions throughout the operation).</i>
9631	Hair cutting, hairdressing, shampooing <i>Details: Skin care, facial massage, pedicure, manicure, makeup (excluding activities that cause bleeding) (Enterprises are only allowed to operate when they meet the conditions according to the provisions of law and must ensure that those conditions are met throughout the operation).</i>
8299	Other business support service activities n.e.c.

	<i>Details: Management of office buildings, offices, apartment buildings (excluding property recovery services)</i>
8610	Activities of hospitals, health stations <i>Details: Hospital (not operating at the headquarters)</i>
1010	Processing and preserving meat and meat products (not operating at the headquarters)
1020	Processing and preserving aquatic products and products from aquatic products (not operating at the headquarters)
1030	Processing and preserving vegetables and fruits (not operating at the headquarters)
1075	Production of ready-made dishes and foods (not operating at the headquarters)
8511	Nursery education (not operating at the headquarters)
8512	Preschool education (not operating at the headquarters)
8521	Primary education (not operating at the headquarters)
8522	Lower secondary education (not operating at the headquarters)
8531	Elementary level training <i>Details: Vocational training (not operating at the headquarters)</i>
8552	Cultural and artistic education. <i>(not operating at the headquarters).</i>
8560	Education support services
1079	Production of other food products n.e.c. <i>Details: Production of special foods such as: nutritional foods, milk and nutritional foods, food for young children, foods containing hormonal ingredients. (Not operating at the headquarters)</i>

2. The Company's operational objectives are:

The Company is established to effectively mobilize and use capital in developing the production and business of construction products, producing building materials and other fields with the aim of maximizing profits, creating stable jobs for employees; increase profits for shareholders, contribute to the State budget and develop the Company to be increasingly strong.

Article 5. Scope of business and operation of the Company

1. The Company is allowed to plan and conduct all business activities according to the registered lines on the national electronic information portal and this Charter, in accordance with current laws and implementing appropriate measures to achieve the Company's objectives.
2. The Company may conduct business activities in other industries and professions permitted by law and approved by the General Meeting of Shareholders.

IV. CHARTER CAPITAL, SHARES

Article 6. Charter capital, shares

1. The Charter capital of the Company is VND 503,927,850,000 (Five hundred and three billion nine hundred and twenty-seven million eight hundred and fifty thousand Vietnamese Dong).

The total Charter capital of the Company is divided into 50,392,785 shares with a face value of VND 10,000/share.

2. The Company may change the Charter capital when approved by the General

Meeting of Shareholders and in accordance with the provisions of law.

3. The Company's shares on the date of approval of this Charter include common shares and preference shares (if any). The rights and obligations of shareholders holding each type of share are specified in Article 11, Article 12 of this Charter.
4. The Company may issue other types of preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of law.
5. Common shares must be offered for sale to existing shareholders in proportion to their ownership ratio of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The Board of Directors of the Company will decide on the number of shares that shareholders do not register to buy. The Board of Directors may distribute those shares to subjects under the conditions and methods that the Board of Directors deems appropriate, but may not sell those shares under conditions more favorable than those offered to existing shareholders unless the General Meeting of Shareholders decides otherwise.
6. The Company may repurchase shares issued by the company itself in the manner prescribed in this Charter and current laws.
7. The Company may issue other types of securities when unanimously approved in writing by the General Meeting of Shareholders and in accordance with the provisions of the law on securities and the securities market.

Article 7. Share Certificates

1. Shareholders of the Company are issued share certificates corresponding to the number of shares and type of shares owned.
2. A share is a security that confirms the legal rights and benefits of the owner with respect to a portion of the share capital of the issuing organization. Shares must contain all of the contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within 30 days from the date of fully submitting the application for transfer of share ownership as prescribed by the Company or within 02 months (or another period as stipulated in the issuance terms) from the date of full payment for purchased shares as specified in the Company's share issuance plan, the owner of the shares is issued a share certificate. The shareholder does not have to pay the Company for the cost of printing the share certificate.
4. In case a share certificate is lost, damaged, or destroyed in another form, the shareholder is re-issued a share certificate by the Company at the shareholder's request. The shareholder's request must include the following contents:
 - a. Information about the shares that have been lost, damaged, or destroyed in another form;
 - b. Commitment to take responsibility for disputes arising from the re-issuance of new shares.

Article 8. Other Securities Certificates

Certificates of bonds or other securities certificates of the Company 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 stipulated by this Charter and the law. Shares listed or registered for trading on the Stock Exchange will be transferred in accordance with the provisions of the law on securities and the securities market.
2. Shares that have not been fully paid for shall 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 equity, the right to buy newly offered shares and other rights as prescribed by law.

V. ORGANIZATIONAL, MANAGEMENT AND CONTROL STRUCTURE

Article 10. Organizational, Management and Control Structure

The Company's management, governance, and control organization include:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Audit Committee under the Board of Directors;
4. General Director.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of Shareholders

1. Common shareholders have the following rights:
 - a. To attend, speak at General Meeting of Shareholders meetings, and exercise voting rights directly or through authorized representatives or other forms as prescribed by law and the company's charter. Each common share has one vote;
 - b. To receive dividends at the rate decided by the General Meeting of Shareholders;
 - c. To have priority in purchasing new shares in proportion to the ownership ratio of common shares of each shareholder in the Company;
 - d. To freely transfer their shares to others, except as provided in Clause 3, Article 120, Clause 1, Article 127 of the Enterprise Law and other relevant laws;
 - e. To review, search, and extract information about names and contact addresses in the list of shareholders entitled to vote; to request correction of inaccurate information about themselves;
 - f. To review, search, extract, or copy the company's charter, minutes of General Meeting of Shareholders meetings, and resolutions of the General Meeting of Shareholders;
 - g. When the Company dissolves or goes bankrupt, to receive a portion of the remaining assets in proportion to their shareholding ratio in the Company;
 - h. To demand that the Company repurchase their shares in the cases specified in Article 132 of the Enterprise Law;
 - i. To be treated equally. Each share of the same type gives the owning shareholder the same rights, obligations, and benefits. If the Company has preferred shares, the rights and obligations attached to the preferred shares must be approved by

- the General Meeting of Shareholders and fully disclosed to the shareholders;
- j. To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;
 - k. To have their legitimate rights and interests protected; to propose suspension or cancellation of Resolutions of the General Meeting of Shareholders, Board of Directors in accordance with the Enterprise Law
 - l. Other rights as prescribed by law and this Charter.
2. Shareholders or groups of shareholders holding 05% or more of the total common shares have the following rights:
- a. To request a meeting of the General Meeting of Shareholders in the cases specified in Clause 3, Article 115 and Clause 4, Article 140 of the Enterprise Law;
 - b. To review, search, and extract the minute books and Resolutions of the Board of Directors, mid-year and annual financial statements according to the templates of the Vietnamese accounting system, and other documents, except for documents related to trade secrets and business secrets of the Company;
 - c. To request the Board of Directors to inspect specific issues related to the management and administration of the Company's operations when deemed necessary. The request must be in writing; must include the full name, permanent address, nationality, identity card number, Passport or other lawful personal authentication for shareholders who are individuals; name, permanent address, nationality, establishment decision number or business registration number for shareholders who are organizations; the number of shares and time of share registration of each shareholder, the total number of shares of the entire group of shareholders and the ownership ratio in the total number of shares of the Company; the issue to be inspected, the purpose of the inspection;
 - d. To propose issues to be included in the agenda of the General Meeting of Shareholders meeting. Proposals must be in writing and sent to the company no later than 03 working days before the opening date. The proposal must clearly state the shareholder's name, the number of shares of each type of the shareholder, and the issue proposed to be included in the meeting agenda;
 - e. Other rights as stipulated by law and this Company Charter;
3. A shareholder or group of shareholders owning 10% or more of the total common shares has the right to nominate candidates for the Board of Directors. The nomination of candidates for the Board of Directors shall be carried out as follows:
- a. Common shareholders forming a group to nominate candidates for the Board of Directors must notify the shareholders attending the meeting of the group meeting before the General Meeting of Shareholders opens;
 - b. Based on the number of member the Board of Directors, the shareholder or group of shareholders specified in this clause has the right to nominate one or more persons as candidates for the Board of Directors according to the decision of the General Meeting of Shareholders. In the event that the number of candidates nominated by the shareholder or group of shareholders is lower than the number

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

Article 12. Obligations of Shareholders

Common shareholders have the following obligations:

1. Pay in full and on schedule for the number of shares committed to purchase.
2. Not to withdraw contributed capital in the form of common shares from the Company in any form, unless the shares are repurchased by the Company or another person. In the event that a shareholder withdraws part or all of the contributed share capital in contravention of this clause, that shareholder and the person with related interests in the Company shall be jointly liable for the Company's debts and other property obligations within the scope of the value of the shares that have been withdrawn and the damages incurred.
3. [Comply with the Company Charter and the Company's regulations adopted by the General Meeting of Shareholders.](#)
4. Implement the Resolutions, decisions of the General Meeting of Shareholders and the Board of Directors.
5. Keep confidential the information provided by the company in accordance with legal regulations in the Company Charter and the law; use the information provided only to exercise and protect their legitimate rights and interests; strictly prohibit distribution or copying, sending to other organizations or individuals.
6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:
 - a. Attend and vote directly at the meeting;
 - b. Authorize another person to attend and vote at the meeting;
 - c. Attend and vote via online meeting, electronic ballot or other electronic form;
 - d. Send voting ballot to the meeting via mail, fax, email.
7. Be personally liable when acting on behalf of the Company in any form to perform any of the following acts:
 - a. Violating the law;
 - b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
 - c. Paying debts before they are due in advance of potential financial risks to the Company.
8. Fulfilling other obligations in accordance with current laws.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders includes all shareholders with voting rights and is the highest authority of the Company. The Annual General Meeting of Shareholders is held once a year (01 time). The General Meeting of Shareholders must hold an annual meeting within four (04) months from the end of the fiscal year

or may be extended, but not more than six months, from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue for the General Meeting of Shareholders is determined as the place where the President attends the meeting and must be in the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable location. The annual General Meeting of Shareholders shall decide on issues as prescribed by law and the Company's Charter, in particular, approve the audited annual financial statements and the budget for the following financial year. In the event that the audit report on the Company's annual financial statements contains material exceptions, an adverse audit opinion, or a disclaimer of opinion, the Company shall invite a representative from an approved auditing organization that performed the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and the representative of the aforementioned approved auditing organization shall be responsible for attending the annual General Meeting of Shareholders of the Company.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
 - a. The Board of Directors deems it necessary for the benefit of the Company;
 - b. The number of remaining members of the Board of Directors is less than the minimum number of members as stipulated in this Charter;
 - c. At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises. The request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reasons and objectives of the meeting, with sufficient signatures of the relevant shareholders, or the request document must be made in multiple copies and have sufficient signatures of the relevant shareholders;
 - d. The number of independent members of the Board of Directors is reduced, failing to ensure the proportion as stipulated in Point b, Clause 1, Article 137 of the Law on Enterprises;
 - e. Other cases as prescribed by law and this Charter.
4. Convening an extraordinary General Meeting of Shareholders:
 - a. The Board of Directors **must open the General Meeting of Shareholders within sixty (60) days** from the date the number of members of the Board of Directors, independent members of the Board of Directors remaining as stipulated in Points b and d, Clause 3 of this Article, or receive a request as stipulated in Point c, Clause 4 of this Article;
 - b. In the event that the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in Point a, Clause 4 of this Article, then within the next thirty (30) days, the President of the Board of Directors and the members the Board of Directors must be liable before the law and compensate for damages incurred to the Company;
 - c. In the event that member the Board of Directors fails to convene the General

Meeting of Shareholders as mentioned above, then within the next thirty (30) days, the shareholder or group of shareholders making the request as stipulated in Point c, Clause 3 of this Article has the right to replace the Board of Directors in convening the General Meeting of Shareholders as prescribed.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders has the right to request the business registration authority to supervise the order and procedures for convening, conducting the meeting, and issuing Decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the company. This cost does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

- d. Procedures for organizing the General Meeting of Shareholders as stipulated in Clause 5, Article 140 of the Law on Enterprises

Article 14. Rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders has the following rights and obligations:
 - a. Approving the development orientation of the Company;
 - b. Deciding on the type of shares and the total number of shares of each type that are entitled to be offered; deciding on the annual dividend rate of each type of share;
 - c. Electing, relieving from duty, removing member the Board of Directors;
 - d. Decision on investing or selling assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;
 - e. Decision to amend and supplement the Company Charter;
 - f. Approving annual financial statements;
 - g. Decision on repurchasing over 10% of the total number of sold shares of each type;
 - h. Reviewing and handling violations of member the Board of Directors, members of the Audit Committee that cause damage to the Company and Company shareholders;
 - i. Decision on reorganizing or dissolving the Company;
 - j. Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors;
 - k. Approving the Internal Regulations on Corporate Governance; Regulations on the operation of the Board of Directors;
 - l. Approving the list of approved auditing companies; Decision on the approved auditing company to conduct audits of the Company's operations, dismissing the approved auditor when deemed necessary;
 - m. Other rights and obligations as prescribed by law;
2. The General Meeting of Shareholders discusses and approves the following issues:

- a. The Company's annual business plan;
- b. Approving the audited annual financial statements;
- c. Report of the Board of Directors on the administration and performance results of the Board of Directors and each member the Board of Directors; independent member the Board of Directors are responsible for reporting at the annual General Meeting of Shareholders as prescribed in Article 284 of Decree No. 155/2020/ND-CP, dated 2020-12-31, of the Government detailing the implementation of a number of articles of the Law on Securities;
- d. Dividend rate for shares of each type;
- e. Number of member the Board of Directors;
- f. Electing, relieving from duty, dismissing, and replacing member the Board of Directors;
- g. Decision on the budget or total amount of remuneration, bonuses and other benefits for the Board of Directors;
- h. Approving the list of approved auditing companies; Decision on the approved auditing company to conduct audits of the company's activities when deemed necessary;
- i. Supplementing and amending the Company Charter;
- j. Type of shares and number of new shares issued for each type of share and the transfer of shares of founding members within the first three years from the date of establishment;
- k. Division, separation, consolidation, merger, or conversion of the Company;
- l. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- m. Checking and handling violations of the Board of Directors, Audit Committee that cause damage to the Company and shareholders of the Company;
- n. Decision on investing or selling assets with a value of 35% or more of the Company's total asset value recorded in the most recent financial statements;
- o. Decision on repurchasing over 10% of the total number of issued shares of each type;
- p. The Company signs contracts with the subjects specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the Company's total asset value recorded in the most recent financial statements;
- q. Approving the transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP, dated 2020-12-31, of the Government detailing the implementation of a number of articles of the Law on Securities;
- r. Approving the Internal Regulations on Corporate Governance; Regulations on the operation of the Board of Directors;
- s. Other issues as prescribed by law and this Charter.

3. All resolutions and issues included in the meeting agenda must be discussed and

voted on at the General Meeting of Shareholders.

Article 15. Authorization to attend the General Meeting of Shareholders

1. Shareholders, authorized representatives of shareholders being organizations, may directly attend meetings or authorize one or more other individuals or organizations to attend meetings or attend meetings through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises of 2020-06-17.
2. The authorization for individuals or organizations to represent attendance at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be in writing. The authorization document shall be made in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of authorization, the duration of authorization, the signature of the authorizing party and the authorized party.

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

3. The voting ballot of the person authorized to attend the meeting within the scope of authorization remains valid when one of the following cases occurs, except when:
 - a. The authorizing party has died, has limited civil act capacity, or has lost civil act capacity;
 - b. The authorizing party has canceled the authorization designation;
 - c. The authorizing party has revoked the authority of the person performing the authorization.

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

Article 16. Changing the rights

1. The amendment or cancellation of special rights attached to a type of preference share shall be effective when approved by shareholders representing 65% or more of the total voting ballots of all shareholders attending the meeting. Resolutions of the General Meeting of Shareholders on contents that adversely change the rights and obligations of preference shareholders shall only be approved if they are approved by shareholders of the same class of preference shares representing 75% or more of the total number of preference shares of that type attending the meeting or are approved by shareholders of the same class of preference shares representing 75% or more of the total number of preference shares of that type in case of passing resolutions in the form of written opinions.
2. The organization of a meeting of shareholders holding a type of preference share to approve the aforementioned change of rights is only valid when there are at least 02 shareholders (or their authorized representatives) holding at least 1/3 of the par

value of the issued shares of that type. If there is not enough delegates as mentioned above, the meeting will be re-organized within the next 30 days and those holding shares of that type (regardless of the number of people and the number of shares) who are present directly or through authorized representatives are considered to have sufficient delegates required. At the meetings of shareholders holding the above-mentioned preference shares, those holding shares of that type who are present directly or through representatives may request a secret ballot. Each share of the same type has equal voting rights at the above meetings.

3. The procedure for conducting such separate meetings shall be carried out similarly to the provisions in Articles 18, 19, and 20 of this Charter.
4. Unless the terms of share issuance provide otherwise, the special rights attached to classes of shares with preferential rights regarding some or all matters related to the distribution of profits or assets of the Company shall not be altered when the Company issues additional shares of the same class.

Article 17. Convening, Agenda, and Notification of General Meeting of Shareholders

1. The Board of Directors shall convene the annual or extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases stipulated in Clause 4, Article 13 of this Charter.
2. The convener of the General Meeting of Shareholders shall perform the following tasks:
 - a. Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no earlier than ten (10) days before the date of sending the notice of the meeting invitation to the General Meeting of Shareholders. The Company must disclose information on the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;
 - b. Prepare the agenda and contents of the meeting;
 - c. Prepare documents for the meeting;
 - d. Draft resolutions of the General Meeting of Shareholders according to the anticipated content of the meeting;
 - e. Determine the time and venue for holding the meeting;
 - f. Notify and send meeting notices of the General Meeting of Shareholders to all shareholders entitled to attend;
 - g. Provide the corresponding login name and password for shareholders and authorized representatives (if any) to access the online General Meeting of Shareholders system, attend, and exercise voting and election rights in the event that the Company holds an online General Meeting of Shareholders and conducts electronic voting.
 - h. Other tasks serving the meeting.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders

by a method ensuring it reaches the shareholder's contact address and shall also be published on the Company's website, the State Securities Commission, and the stock exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the meeting invitation to all shareholders on the list of shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the General Meeting of Shareholders (calculated from the date the notice is validly sent or dispatched, with postage prepaid, or placed in a mailbox). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to the shareholders or/and posted on the Company's website. In the event that the documents are not sent with the notice of the General Meeting of Shareholders, the meeting invitation must clearly state the path to all meeting documents so that shareholders can access them, including:

- a. Meeting agenda and documents used in the meeting;
 - b. List and detailed information of candidates in the case of electing member the Board of Directors;
 - c. Voting ballot;
 - d. Form for appointing an authorized representative to attend the meeting;
 - e. Draft resolution for each issue on the meeting agenda;
4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 11 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company no later than three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must clearly state the shareholder's full name, the number and type of shares held, and the content proposed for inclusion in the meeting agenda.
5. The convener of the General Meeting of Shareholders has the right to refuse the proposal specified in Clause 4 of this Article if it falls under one of the following cases:
- a. The proposal is not sent in time or is insufficient, or the content is not correct as stipulated in Clause 4 of this Article;
 - b. At the time of the proposal, the shareholder or group of shareholders does not hold enough 5% or more of common shares as stipulated in Clause 2, Article 11 of this Charter;
 - c. The issue proposed does not fall under the decision-making authority of the General Meeting of Shareholders;
 - d. Other cases as prescribed by law and this Charter.
6. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the expected program and content of the meeting, except for the case specified in Clause 5 of this Article; the proposal is officially added to the program and content of the meeting if it is approved by the General Meeting of Shareholders.

Article 18. Conditions for Conducting a General Meeting of Shareholders

1. A General Meeting of Shareholders may be conducted when the number of attending shareholders represents more than 50% of the total number of voting shares.
2. If the first meeting does not meet the conditions for conducting the meeting as stipulated in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the intended first meeting. The second General Meeting of Shareholders may only be conducted when the number of attending shareholders represents at least 33% of the total number of voting ballots.
3. If the second meeting does not meet the conditions for conducting the meeting as stipulated in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the intended second meeting. In this case, the congress is conducted regardless of the total number of voting shares of the attending shareholders, is considered valid and has the right to decide all issues expected to be approved at the first General Meeting of Shareholders.

Article 19. Procedure for Conducting Meetings and Voting at the General Meeting of Shareholders

1. Before the meeting opens, the Company must carry out shareholder registration procedures and must carry out registration until all shareholders entitled to attend are present and registered in the following order:
 - a. When conducting shareholder registration, the Company shall issue each shareholder or authorized representative with voting rights a ballot, which shall state the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of that shareholder. The General Meeting of Shareholders discusses and votes on each issue in the program content. Voting is conducted by voting in favor, against, and no opinion. At the General Meeting, the number of cards approving the resolution are collected first, the number of cards disapproving the resolution are collected later, and finally the total number of votes in favor or against is counted to make a decision. The ballot counting results are announced by the Chairperson immediately before the meeting is closed. The General Meeting elects persons responsible for counting votes or supervising vote counting at the proposal of the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting;
 - b. A shareholder, an authorized representative of a shareholder being an organization, or an authorized person who arrives after the meeting has opened has the right to register immediately and thereafter has the right to participate and vote at the congress immediately after registration. The Chairperson is not responsible for stopping the congress for late-arriving shareholders to register and the validity of the contents voted on before that is not changed.
2. The election of the Chairperson, secretary, and vote counting committee is regulated as follows:
 - a. The President of the Board of Directors shall act as the Chairperson or authorize another member to act as the Chairperson of the General Meeting of

Shareholders convened by the Board of Directors. In the event that the President is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of themselves to act as the Chairperson of the meeting based on a majority vote.

- b. Except as provided in point a of this clause, the person who signs the notice convening the General Meeting of Shareholders shall conduct the General Meeting of Shareholders to elect the Chairperson of the meeting, and the person with the highest number of votes shall be appointed as the Chairperson of the meeting.
 - c. The Chairperson shall appoint one or more persons to act as secretaries of the meeting.
 - d. The General Meeting of Shareholders shall elect one or more persons to the vote counting committee at the request of the Chairperson of the meeting.
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 define the time for each issue in the contents of the meeting agenda.
4. The Chairperson of the congress has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved program and reflecting the wishes of the majority of attendees.
 - a. Arranging seating at the venue of the General Meeting of Shareholders;
 - b. Ensuring the safety of all persons present at the meeting venues;
 - c. Creating conditions for shareholders to attend (or continue to attend) the congress. The convener of the General Meeting of Shareholders has full authority to change the above measures and apply all necessary measures. The measures applied may be the issuance of admission tickets or the use of other forms of selection.
5. The General Meeting of Shareholders shall discuss and vote on each issue in the contents of the agenda. Voting shall be conducted by votes of approval, disapproval, and no opinion. The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting.
6. Shareholders or authorized representatives attending the meeting who arrive after the meeting has opened shall still be registered and have the right to participate in voting immediately after registration; in this case, the validity of the contents that have been voted on previously shall not change.
7. The convener of the meeting or the Chairperson of the General Meeting of Shareholders has the following rights:
 - a. Requiring all attendees to submit to inspection or other lawful, reasonable security measures;
 - b. Requesting the competent authority to maintain order at the meeting; expelling persons who do not comply with the Chairperson's administration, intentionally

- disrupt order, prevent the normal progress of the meeting, or do not comply with security check requirements from the General Meeting of Shareholders.
8. The Chairperson has the right to postpone the General Meeting of Shareholders that has a sufficient number of registered attendees for a maximum of no more than 03 working days from the date the meeting is scheduled to open and may only postpone the meeting or change the venue of the meeting in the following cases:
 - a. The meeting venue does not have sufficient seating convenient for all attendees;
 - b. The communication facilities at the meeting venue do not ensure that shareholders attending the meeting can participate, discuss, and vote;
 - c. Attendees obstruct, disrupt order, or pose a risk of making the meeting not conducted in a fair and lawful manner.
 9. In the event that the Chairperson postpones or suspends the General Meeting of Shareholders in contravention of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson to conduct the meeting until its conclusion; all resolutions passed at that meeting shall be effective.
 10. In the event that the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote by means of electronic ballots or other electronic forms as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Decree No. 155/ND-CP dated 2020-12-31 of the Government detailing the implementation of a number of articles of the Securities Law.

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

1. A resolution on the following contents is passed if it is approved by the number of shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting, unless otherwise provided for in Clauses 3, 4 and 6 of Article 148 of the Enterprise Law:
 - a. Type of shares and total number of shares of each type;
 - b. Changes in lines, occupations and business lines;
 - c. Changes in the Company's management organizational structure;
 - d. Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;
 - e. Reorganization, dissolution of the Company;
2. Resolutions are passed when they are approved by the number of shareholders owning over 50% of the total number of votes of all shareholders attending the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Enterprise Law.
3. General Meeting of Shareholders Resolutions passed with 100% of the total number of voting shares are legal and effective even if the order and procedures for convening meetings and passing such resolutions violate the provisions of the Enterprise Law and the company's charter.

Article 21. Authority and Procedure for Collecting Shareholder Opinions in Writing to Approve Resolutions of the General Meeting of Shareholders

The authority and procedure for collecting shareholder opinions in writing to pass decisions of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders on the following issues
 - a. Amendments and supplements to the contents of the Company's Charter;
 - b. Approval, addition, and adjustment of the Internal Regulations on corporate governance, and the Board of Directors' operating regulations;
 - c. Development orientations of the Company;
 - d. Type of shares and total number of shares of each type;
 - e. Election, removal, and dismissal of member the Board of Directors and the Supervisory Board;
 - f. Decisions on investment or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements;
 - g. Approval of annual financial statements
 - h. Reorganization, dissolution of the Company.
 - i. Changes in lines, occupations and business lines;
 - j. Changes in the Company's management organizational structure;
 - k. Other issues when the Board of Directors considers it necessary for the benefit of the Company.
1. The Board of Directors must prepare ballots, draft resolutions of the General Meeting of Shareholders and documents explaining the draft resolution. The ballot together with the draft resolution and explanatory documents must be sent by a method that ensures delivery to the registered address of each shareholder. The Board of Directors must ensure that documents are sent and published to shareholders within a reasonable time to consider voting and must be sent at least ten (10) days before the deadline for receiving ballots. Requirements and methods of sending ballots and accompanying documents are implemented according to the provisions in Clause 3, Article 17 of this Charter.
2. The voting ballot must include the following main contents:
 - a. Company name, head office address, enterprise code, date of issue of the Enterprise Registration Certificate, and place of business registration;
 - b. Purpose of collecting opinions;
 - c. Full name, permanent address, nationality, legal document number of the individual for shareholders who are individuals; name, enterprise code or legal document number of the organization, head office address for shareholders who are organizations or full name, contact address, nationality, legal document number of the individual for representatives of shareholders who are organizations; number of shares of each type and number of voting ballot of the

- shareholder;
- d. Issues on which opinions are to be collected for decision adoption;
 - e. Voting options including approval, disapproval, and no opinion on each issue for which opinions are collected;
 - f. Deadline for sending the answered voting ballot to the Company;
 - g. Full name, signature of the President of the Board of Directors.
3. Shareholders may send answered voting ballot to the Company by post, fax, or email as follows:
- a. In case of sending by post, the answered voting ballot must bear the signature of the shareholder who is an individual, the authorized representative, or the legal representative of the shareholder who is an organization. The voting ballot sent to the Company must be contained in a sealed envelope, and no one is entitled to open it before the ballot counting;
 - b. In case of sending by fax or email, the voting ballot sent to the Company must be kept confidential until the time of ballot counting;
 - c. Voting ballot sent to the Company after the deadline specified in the voting ballot content or opened in the case of sending by post and disclosed in the case of sending by fax or email are invalid. A voting ballot not sent back is considered a non-voting ballot.
4. The Board of Directors counts votes and prepares a ballot counting record under the witness of shareholders who do not hold management positions in the Company. The ballot counting record must include the following main contents:
- a. Name, head office address, number and date of issue of the Enterprise Registration Certificate, place of business registration;
 - b. Purpose and issues on which opinions are to be collected for decision adoption;
 - c. Number of shareholders with the total number of voting ballot participating in the voting, distinguishing between the number of valid voting ballot and the number of invalid voting ballot, enclosed with a list of shareholders participating in the voting;
 - d. Total number of votes in favor, against, and no opinion on each issue;
 - e. Decisions that have been adopted and the corresponding adoption rate;
 - f. Full name, signature of the President, the ballot counter, and the ballot counting supervisor.

The members the Board of Directors and the ballot counting supervisor must be jointly responsible for the truthfulness and accuracy of the ballot counting record; jointly responsible for damages arising from decisions adopted due to untruthful or inaccurate ballot counting.

5. The ballot counting record and the resolution of the General Meeting of Shareholders must be sent to the shareholders within 15 days from the date of completion of the ballot counting. The sending of the ballot counting record and the

resolution of the General Meeting of Shareholders may be replaced by information disclosure and posting on the Company's website within twenty-four (24) hours from the time of completion of the ballot counting.

6. The answered voting ballot, the ballot counting record, the full text of the adopted resolution, and related documents enclosed with the voting ballot must be kept at the Company's head office.
7. A Resolution passed in the form of collecting written opinions from shareholders must be approved by the number of shareholders representing at least 50% of the total number of voting shares and has the same validity as a decision passed at a General Meeting of Shareholders.

Article 22. Resolution, Minutes of the General Meeting of Shareholders

1. The meeting of the General Meeting of Shareholders must be recorded in the minutes and may be recorded by audio or recorded and stored in other electronic forms. The minutes must be made in Vietnamese, may be made in a foreign language, and have the following main contents:
 - a. Name, head office address, enterprise code;
 - b. Time and location of the General Meeting of Shareholders;
 - c. Meeting program and content of the meeting;
 - d. Full name of the President and secretary;
 - e. Summary of the meeting and opinions expressed at the General Meeting of Shareholders on each issue in the meeting program;
 - f. Number of shareholders and total number of voting ballots of the shareholders attending the meeting, appendix of the list of shareholders registering to attend the meeting, representatives of shareholders attending the meeting with the corresponding number of shares and votes;
 - g. Total number of voting ballots for each issue voted on, clearly stating the voting method, total number of valid, invalid, approving, disapproving and no opinion ballots; the corresponding percentage of the total number of voting ballots of the shareholders attending the meeting;
 - h. Issues that have been approved and the corresponding percentage of approving voting ballots;
 - i. Full name and signature of the President and secretary.

If the President or secretary refuses to sign the meeting minutes, these minutes are valid if they are signed by all other members of the Board of Directors attending the meeting and contain all the contents specified in this clause. The meeting minutes clearly state the President's and secretary's refusal to sign the meeting minutes.

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

3. Minutes made in Vietnamese and foreign languages have the same legal validity. In case of discrepancies in content between the minutes in Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall apply.
4. Resolutions, Minutes of the General Meeting of Shareholders, appendix of the list of shareholders registered to attend the meeting with shareholders' signatures, written authorization to attend the meeting, all documents attached to the Minutes (if any) and related documents attached to the invitation to the meeting must be disclosed in accordance with the law on information disclosure on the stock market and must be kept at the Company's head office.

Article 23. Request to cancel Resolution of the General Meeting of Shareholders

Within ninety (90) days from the date of receiving the minutes of the General Meeting of Shareholders or the minutes of the voting result to collect opinions of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Enterprise Law have the right to request the Court or Arbitration to consider and cancel the Resolution or a part of the contents of the Resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the General Meeting of Shareholders are not implemented in accordance with the provisions of the Enterprise Law and the Company's Charter, except for the case specified in Clause 3, Article 20 of this Charter.
2. The content of the resolution violates the law or this Charter.

VII. BOARD OF DIRECTORS

Article 24. Candidacy and nomination of member the Board of Directors

1. In case the candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's electronic information page so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the honesty and accuracy of the personal information disclosed and must commit to performing their duties honestly, carefully and in the best interests of the Company if elected as a Member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:
 - a. Full name, date of birth;
 - b. Qualification;
 - c. Work experience;
 - d. Other management titles (including Board of Directors titles of other companies);
 - e. Related interests with the Company and its related parties;
 - f. Other information (if any) as prescribed in the company's Charter;
 - g. The Company is responsible for disclosing information about companies in which the candidate holds the position of Member of the Board of Directors, other

management positions and interests related to the candidate's company Board of Directors (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate candidates for the Board of Directors in accordance with the Enterprise Law and the company's Charter, specifically as follows:

Shareholders holding voting shares have the right to combine the number of votes of each person to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% are entitled to nominate a maximum of one (01) candidate; from 20% to less than 30% are entitled to nominate a maximum of two (02) candidates; from 30% to less than 40% are entitled to nominate a maximum of three (03) candidates; from 40% to less than 50% are entitled to nominate a maximum of four (04) candidates; from 50% to less than 60% are entitled to nominate a maximum of five (05) candidates; from 60% to less than 70% are entitled to nominate a maximum of six (06) candidates; from 70% to 80% are entitled to nominate a maximum of seven (07) candidates; and from 80% to less than 90% are entitled to nominate a maximum of eight (08) candidates.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the company's Charter, Internal Regulations on Corporate Governance and Operating Regulations of the Board of Directors. The incumbent Board of Directors' introduction of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect member the Board of Directors in accordance with the law.
4. Member the Board of Directors must meet the following criteria and conditions:
 - a. Not being in the cases where they are not allowed to manage enterprises according to the provisions of Clause 2, Article 17 of the Enterprise Law and related laws;
 - b. Having professional qualifications and experience in business administration of the Company and not necessarily being a shareholder of the Company, unless otherwise provided by the company's Charter;
 - c. Not being concurrently a Member of the Board of Directors at more than five (05) other companies.
5. Independent Member of the Board of Directors must meet the following criteria and conditions:
 - a. Is not currently working for the company, the Parent company, or a subsidiary of the company; is not someone who has worked for the company, the Parent company, or a subsidiary of the company for at least the immediately preceding 03 years;
 - b. Is not currently receiving salary or remuneration from the company, except for allowances that member the Board of Directors are entitled to as per regulations;
 - c. Is not someone whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adoptive child, biological sibling, or sibling is a major shareholder of the company; is a manager of the company or a subsidiary of

the company;

- d. Is not someone who directly or indirectly owns at least 01% of the total number of voting shares of the company;
- e. Is not someone who has been a Member of the Board of Directors, or Head of the Supervisory Board (if any) of the Company in the immediately preceding 05 years, except when continuously reappointed for 02 terms.

Article 25. Composition and Term of Member of the Board of Directors

1. The number of member the Board of Directors is 03 (three) people.
2. The term of Member of the Board of Directors, shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent Member of the Board of Directors, of a company for no more than 02 consecutive terms. In the event that all member the Board of Directors terms end simultaneously, those members shall continue to be member the Board of Directors until new members are elected to replace them and take over the work.
3. The structure of member the Board of Directors is as follows:

The structure of the Board of Directors of a public company must ensure that at least 1/3 of the total number of member the Board of Directors are non-executive members. The company shall minimize member the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors;

The number of independent member the Board of Directors must ensure the following regulations:

- a. There is a minimum of 01 independent member in the event that the company has a number of member the Board of Directors from 03 to 05 members;
 - b. There is a minimum of 02 independent members in the event that the company has a number of member the Board of Directors from 06 to 08 members;
 - c. There is a minimum of 03 independent members in the event that the company has a number of member the Board of Directors from 09 to 11 members.
4. A Member of the Board of Directors, no longer holds the position of Member of the Board of Directors, in the event of being dismissed, removed, or replaced by the General Meeting of Shareholders as stipulated in Article 160 of the Enterprise Law.
 5. The appointment of member the Board of Directors must be disclosed in accordance with the provisions of law on securities and the securities market.
 6. Member the Board of Directors do not necessarily have to be shareholders of the Company.

Article 26. Powers and Duties of the Board of Directors

1. The Board of Directors is the management body of the Company, with full power to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are stipulated by law, the

Company's Charter, and Decision of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:

- a. Decision on the Company's strategy, medium-term development plan, and annual business plan;
- b. Proposing the type of shares and the total number of shares authorized to be offered of each type;
- c. Decision on selling unsold shares within the scope of the number of shares authorized to be offered of each type; decision on raising additional capital in other forms;
- d. Deciding the selling price of shares and bonds of the Company;
- e. Deciding on the repurchase of shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- f. Deciding on investment plans and investment projects within the authority and limits prescribed by law;
- g. Deciding on solutions for market development, marketing and technology;
- h. Approving 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 Company's most recent financial statements, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 1, Article 14 of this Charter, Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
- i. Electing, relieving from duty, dismissing the President; appointing, relieving from duty, signing contracts, terminating contracts with the General Director and other important managers as prescribed by the company's Charter; deciding on salaries, remuneration, bonuses and other benefits of those managers; nominating authorized representatives to participate in the Board of member or General Meeting of Shareholders in other companies, deciding on the level of remuneration and other benefits of those people;
- j. Supervising and directing the General Director and other managers in the daily business operations of the Company;
- k. Deciding on the organizational structure, internal management regulations of the Company, deciding on the establishment, [conversion of type](#), dissolution, [temporary suspension of operation](#) of subsidiaries, branches, representative offices and the contribution of capital, purchase of shares of other enterprises;
- l. Approving the program, content of documents serving the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to pass resolutions;
- m. Submitting audited annual financial statements to the General Meeting of Shareholders;
- n. Recommending the dividend rate to be paid; deciding the time limit and procedures for paying dividends or handling losses incurred in the business process;

- o. Recommending the reorganization, dissolution of the Company; requesting bankruptcy of the Company;
 - p. Deciding to promulgate the Regulation on operation of the Board of Directors, Internal Regulations on corporate governance after being approved by the General Meeting of Shareholders; deciding to promulgate the Regulation on operation of the Audit Committee under the Board of Directors, Regulations on information disclosure of the company;
 - q. Other rights and obligations as prescribed 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 the results of the Board of Directors' activities as prescribed in Article 280 of Decree No. 155/2020/ND-CP dated 2020-12-31 of the Government detailing the implementation of a number of articles of the Law on Securities.
 4. Unless otherwise provided by law and the Charter, the Board of Directors may authorize lower-level employees and management officers to represent and handle work on behalf of the Company.

Article 27. Remuneration, bonuses and other benefits of member the Board of Directors

1. The Company has the right to pay remuneration and bonuses to member the Board of Directors based on business results and performance;
2. Member of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated according to the number of working days needed to complete the tasks of Member of the Board of Directors and the level of remuneration per day. The Board of Directors estimates the level of remuneration for each member based on the principle of unanimity. The total level of remuneration and bonuses of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting;
3. The remuneration of each Member of the Board of Directors shall be included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting;
4. A Member of the Board of Directors holding an executive position, or a Member of the Board of Directors working in subcommittees of the Board of Directors, or performing other tasks that the Board of Directors considers to be outside the scope of the normal duties of a Member of the Board of Directors, may be paid additional remuneration in the form of a one-time lump sum payment, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors.
5. A Member of the Board of Directors is entitled to be reimbursed for all travel, food, accommodation, and other reasonable expenses incurred by them in performing their responsibilities as a Member of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

6. The Company may purchase liability insurance for a Member of the Board of Directors after approval by the General Meeting of Shareholders. This insurance does not cover insurance for the liabilities of a Member of the Board of Directors relating to violations of law and the Company's charter.

Article 28. President

1. The President is elected, removed, or dismissed by the Board of Directors from among the Member of the Board of Directors.
2. The President may not concurrently hold the position of General Director
3. The President has the following rights and obligations:
 - a. Preparing the program and plan of activities of the Board of Directors;
 - b. Preparing the agenda, contents, and documents for the meeting; convening, chairing, and acting as Chairperson of the Board of Directors meetings;
 - c. Organizing the adoption of resolutions and decisions of the Board of Directors;
 - d. Supervising the organization and implementation of the resolutions and decisions of the Board of Directors;
 - e. Chairing the General Meeting of Shareholders;
 - f. Other rights and obligations as prescribed by the Law on Enterprises.
4. In the event that the President has a resignation letter or is removed or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation letter or removal or dismissal.
5. In the event that the President is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the President. In the event that there is no authorized person, or the President dies, disappears, is detained, is serving a prison sentence, is subject to administrative handling measures at a compulsory drug rehabilitation center, a compulsory education establishment, escapes from his/her place of residence, is restricted or loses his/her civil act capacity, has difficulties in perception and controlling his/her behavior, is prohibited by the Court from holding a position, is prohibited from practicing or doing a specific job, the remaining members shall elect one person from among the members to hold the position of President according to the principle of majority of the remaining members in favor until a new decision of the Board of Directors.

Article 29. Meetings of the Board of Directors

1. The President of the Board of Directors is elected in the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of voting ballots or the highest percentage of voting ballots. In case there are more than one member with the highest and equal number or percentage of voting ballots, the members shall elect by majority rule to select 01 person among them to convene the Board of Directors meeting.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.

3. The President of the Board of Directors convenes meetings of the Board of Directors in the following cases:
 - a. There is a request from an independent member of the Board of Directors;
 - b. There is a request from the General Director or at least 05 other managers;
 - c. There is a request from at least 02 members of the Board of Directors;
4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.
5. The President of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. If the President of the Board of Directors fails to convene a meeting of the Board of Directors as requested, the President of the Board of Directors shall be liable for any damages incurred to the Company; the requester has the right to replace the President of the Board of Directors to convene a meeting of the Board of Directors.
6. The President or the person convening the meeting of the Board of Directors must send a notice of the meeting no later than 03 working days before the meeting date. The notice of the meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of the meeting must be accompanied by documents used at the meeting and the voting ballot of the member. The notice of the meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means or other methods prescribed by the company's charter and ensure that it reaches the contact address of each Member of the Board of Directors registered with the Company.
7. The President of the Board of Directors or the convener shall send meeting invitation notices and accompanying documents to the members of the Board of Directors.
8. A meeting of the Board of Directors shall be conducted when at least 3/4 of the total number of members attend. In case the meeting convened under the provisions of this clause does not have enough members attending as prescribed, it shall be convened for the second time within 07 days from the date of the first intended meeting. In this case, the meeting may proceed if more than half of the members of the Board of Directors attend.
9. A Member of the Board of Directors is considered to attend and vote at the meeting in the following cases:
 - a. Attending and voting directly at the meeting;
 - b. Authorizing another person to attend and vote if approved by a majority of the members of the Board of Directors;
 - c. Attending and voting through online conference, electronic voting or other electronic forms;
 - d. Sending voting ballots to the meeting via mail, fax, or email;
10. In case of sending voting ballot to the meeting via mail, the voting ballot must be in

a sealed envelope and must be delivered to the President of the Board of Directors no later than 01 hour before the opening. The voting ballot shall only be opened in the presence of all attendees.

11. Members must fully attend the meetings Board of Directors. Members may authorize others to attend and vote if approved by a majority of member the Board of Directors.
12. Resolutions/Decisions of the Board of Directors shall be passed if approved by a majority of the members attending the meeting; in case of a tie, the final decision shall be with the side with the opinion of the President Board of Directors.
13. Minutes of the Board of Directors meeting:
 - Meetings of the Board of Directors must be minuted and may be audio-recorded, recorded, and stored in other electronic forms at the Company's headquarters.
 - Minutes of the Board of Directors meeting shall be made in Vietnamese and may also be made in a foreign language, with the main contents as prescribed by the Law on Enterprises. Minutes made in Vietnamese and foreign languages shall have the same validity; in case of any discrepancy in content, the content in the Vietnamese minutes shall prevail.
 - The minutes of the Board of Directors meeting must bear the signature of the chairperson and the minute taker. The chairperson and the minute taker shall be responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors meeting.
14. In the event that the chairperson and/or secretary refuse to sign the minutes of the Board of Directors meeting: In the event that the chairperson and/or secretary refuse to sign the minutes of the meeting, but if all other members of the Board of Directors attending the meeting sign it and it contains all the contents specified in Clause 2, Article 158 of the Law on Enterprises, these Minutes shall be valid.
15. Notification of Resolutions/Decisions of the Board of Directors:
 - a. After each meeting, the decisions of the Board of Directors must be sent to all member the Board of Directors, the Audit Committee, and the General Director within 24 hours from the date the Board of Directors approves the decision.
 - b. The Resolution of the Board of Directors shall be published in accordance with the law on information disclosure on the securities market and on the Company's electronic information page.
 - c. The Resolution of the Board of Directors shall be made in Vietnamese and may also be made in a foreign language. The Resolution of the Board of Directors made in Vietnamese and a foreign language shall have the same validity. In case of any discrepancy between the contents of the Vietnamese Resolution and the foreign language Resolution, the content in the Vietnamese Resolution shall prevail.

Article 30. Dismissal, removal, replacement, and addition of member the Board of

Directors

1. The General Meeting of Shareholders shall dismiss member the Board of Directors in the following cases:
 - a. Failing to meet the standards and conditions specified in Clause Article 24 of this Charter;
 - b. Having a letter of resignation and being approved.
2. The General Meeting of Shareholders shall remove member the Board of Directors in the event that such member does not participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure.
3. When deemed necessary, the General Meeting of Shareholders shall decide to replace member the Board of Directors, dismiss, or remove member the Board of Directors, except for the cases specified in Clause 1, Clause 2 of this Article.
4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members in the following cases:
 - a. The number of member the Board of Directors is reduced by more than 1/3 compared to the number of member the Board of Directors specified in this Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of member the Board of Directors is reduced by more than 1/3;
 - b. The number of independent members the Board of Directors has decreased, failing to ensure the proportion as stipulated in Clause 3, Article 25 of this Charter.
5. Except for the case specified in Clause 4 of this Article, the General Meeting of Shareholders shall elect new member the Board of Directors to replace member the Board of Directors who has been removed or dismissed at the most recent meeting.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may establish directly affiliated subcommittees to be in charge of development policy, personnel, salary, bonus, internal audit, and risk management. The number of members of the subcommittee decided by the Board of Directors must be at least 03 people, including member the Board of Directors and external members. The operation of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee is only effective when a majority of members attend and vote in favor at the meeting of the subcommittee.
2. The implementation of decisions of the Board of Directors, or of subcommittees affiliated to the Board of Directors, must be in accordance with current legal regulations and the provisions in the company's Charter, Internal Regulations on Corporate Governance.

Article 32. Person in charge of corporate governance

1. The Board of Directors shall appoint at least one (01) person to be the Person in charge of corporate governance to support the corporate governance activities to be conducted effectively. The Person in charge of corporate governance may

concurrently serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

2. The Person in charge of corporate governance may not concurrently work for an approved audit organization that is auditing the Company's financial statements.
3. The Person in charge of corporate governance has the following rights and obligations:
 - a. Advising the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and related matters between the Company and shareholders;
 - b. Preparing meetings of the Board of Directors and the General Meeting of Shareholders as required by the Board of Directors;
 - c. Advising on procedures for meetings;
 - d. Attending meetings;
 - e. Advising on the procedures for drafting resolutions of the Board of Directors in accordance with the provisions of law;
 - f. Providing financial information, copies of minutes of meetings of the Board of Directors, and other information to member the Board of Directors;
 - g. Supervising and reporting to the Board of Directors on the Company's information disclosure activities;
 - h. Being the point of contact with relevant stakeholders;
 - i. Protecting information in accordance with the provisions of law and the company's Charter;
 - j. Other rights and obligations under the Charter, Corporate Governance Regulations, decisions of the Board of Directors, and current legal regulations.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Organization of the Management Apparatus

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company has 01 (one) General Director, Vice General Directors and (01) one Chief Accountant. The appointment, removal, and dismissal of the above titles are carried out by resolutions Board of Directors that are formally approved.

Article 34. Company Executives

1. Company executives include those specified in point g, Clause 1, Article 1 of this Charter.
2. As proposed by the General Director and approved by the Board of Directors, the Company may recruit managers other than those in numbers and with qualifications suitable to the structure and management regulations of the Company as stipulated by the Board of Directors. Business administrators must be responsible for assisting the Company in achieving its stated objectives in operation and organization.

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

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

1. The Board of Directors shall appoint 01 member of the Board or hire another person to be the General Director;
2. The General Director shall manage the Company's daily business operations; be subject to the supervision of the Board of Directors; and be responsible to the Board of Directors and to the law for exercising the assigned rights and obligations.
3. The term of office of the General Director shall be five (05) years and may be reappointed for an unlimited number of terms. The General Director must meet the criteria and conditions prescribed by law and the Company's Charter.
4. The General Director has the following powers and responsibilities:
 - a. Deciding on issues related to the Company's daily business operations that are not under the authority of the Board of Directors;
 - b. Organizing the implementation of resolutions and decisions of the Board of Directors, the business plan and the investment plan of the Company approved by the Board of Directors and the General Meeting of Shareholders;
 - c. Organizing the implementation of the Company's business plan and investment plan;
 - d. Proposing options for the organizational structure and internal management regulations of the Company;
 - e. Appointing, dismissing, and removing managerial titles within the Company, except for titles under the authority of the Board of Directors;
 - f. Deciding on salaries and other benefits for employees in the Company, including managers under the General Director's appointment authority;
 - g. Recruiting employees;
 - h. Proposing plans for dividend payment or handling losses in business;
 - i. Other rights and obligations in accordance with legal regulations, the Charter, the Company's Regulations, the General Director's labor contract and resolutions, decisions of the Board of Directors
 - j. Recommending the number and types of management personnel that the Company needs to recruit for the Board of Directors to appoint or dismiss in order to carry out good management activities according to the recommendations of the Board of Directors, and advising the Board of Directors to decide on the salary, remuneration, benefits and other terms of the labor contract of management personnel;
 - k. Consulting with the Board of Directors to decide on the number of employees,

salary levels, allowances, benefits, appointment, dismissal and other terms related to their labor contracts;

1. No later than 2024-12-15 each year, the General Director must submit to the Board of Directors for approval a detailed business plan for the next financial year based on meeting the requirements of the appropriate budget as well as the five (05)-year financial plan;
 - m. Propose measures to improve the operation and management of the Company;
 - n. Prepare long-term, annual, and quarterly estimates of the Company (hereinafter referred to as "estimates") for the long-term, annual, and quarterly management of the Company in accordance with the business plan. The annual estimate (including the balance sheet, income statement, and projected cash flow statement) for each financial year must be submitted to the Board of Directors for approval and must include the information stipulated in the Company's regulations.
5. The General Director is the person who manages the daily business of the Company; is subject to the supervision of the Board of Directors; is responsible to the Board of Directors and to the law for the performance of assigned duties and powers and must report to these bodies when requested.
 6. The Board of Directors may dismiss the General Director when a majority of the Board of Directors members present at the meeting with voting rights agree and appoint a new General Director to replace.
 7. Standards and conditions for being a General Director as prescribed in Clause 2, Article 162 of the Law on Enterprises.

Article 36. Company Secretary

The Board of Directors shall appoint at least one (01) person as the Company Secretary for a term and on terms as determined by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary but not in violation of current labor laws. The Board of Directors may also appoint one or more Company Secretaries from time to time. The Company Secretary is responsible for:

1. Executing the Board of Directors to carry out the work of convening, preparing logistics, and synthesizing documents at meetings of the Board of Directors and the General Meeting of Shareholders;
2. Attending and recording the Minutes of the Board of Directors and General Meeting of Shareholders meetings. The Company Secretary must sign the meeting minutes and be responsible for the truthfulness and accuracy of the content in the Minutes;
3. Supporting and assisting the Board of Directors, members of the Board of Directors, committees of the Board of Directors, and specialized departments under the Board of Directors in performing their assigned functions and powers;
4. Managing, storing, protecting, extracting, and providing (when necessary) information on corporate governance; copies of meeting minutes, Resolutions and Decisions of the Board of Directors; information about shareholders, shareholder lists; and other information related to the financial situation, production and business of the Company;

5. Being directed and coordinated by the Head of Corporate Governance in implementing the functions of the Head of Corporate Governance;
6. Other rights and obligations as stipulated in the Charter, Corporate Governance Regulations, and legal regulations.

IX. AUDIT COMMITTEE

Article 37. Nomination and recommendation of Audit Committee members

1. The President of the Audit Committee and other members of the Audit Committee shall be nominated by the Board of Directors and shall not be Company executives.
2. The appointment of the President of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.

Article 38. Composition of the Audit Committee

1. The Audit Committee shall consist of two (02) or more members. The President of the Audit Committee must be an independent Board of Directors member. The other members must be non-executive Board of Directors members.
2. Members of the Audit Committee must have general knowledge and understanding of the law and the company's operations, must not be subject to disciplinary action under the law or the company's charter, and must not fall under the following cases:
 - a. Working in the accounting or finance department of the company;
 - b. Being a member or employee of an audit firm approved to perform the company's financial statements for the three (03) consecutive years prior to that;
3. The President of the Audit Committee must have a university degree or higher in one of the majors of economics, finance, accounting, auditing, law, or business administration.

Article 39. Rights and obligations of the Audit Committee

The Audit Committee has the rights and obligations specified in Article 161 of the Enterprise Law, the company's charter, and the following rights and obligations:

1. Has the right to access documents related to the company's operations, exchange information with other member the Board of Directors, General Director, Chief Accountant, and other managers to collect information for the activities of the Audit Committee.
2. Has the right to request representatives of the approved audit organization to attend and answer questions related to audited financial statements at the Meetings of Board of Supervisors or Audit Committee.
3. Use legal, accounting or other outside consulting services when necessary.
4. Develop and submit to the Board of Directors policies for detecting and managing risks; propose to the Board of Directors solutions to handle risks arising in the Company's operations.
5. Prepare written reports to the Board of Directors upon detecting that Member of the Board of Directors, General Director and other managers do not fully perform their

responsibilities as stipulated in the Enterprise Law and the company's charter.

6. Develop the Operating Regulations of the Audit Committee and submit them to the Board of Directors for approval.

Article 40. Meeting of the Audit Committee

1. The Audit Committee must meet at least two (02) times a year. Meeting minutes must be detailed, clear and fully recorded. The minute taker and members of the Audit Committee attending the meeting must sign the meeting minutes.
2. The Audit Committee passes resolutions by voting at the meeting or by collecting opinions in writing. Each member of the Audit Committee has one vote. Decisions of the Audit Committee are passed if they are approved by a majority of the members attending the meeting; in case of an equal number of votes, the final decision belongs to the side with the opinion of the President of the Audit Committee.

Article 41. Report on the activities of the independent Member of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders:

1. The independent Member of the Board of Directors in the Audit Committee is responsible for reporting on activities at the Annual General Meeting of Shareholders.
2. The report on the activities of the independent Member of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders must ensure the following contents:
 - a. Remuneration, operating expenses and other benefits of the Audit Committee and each member the Audit Committee as prescribed in the Enterprise Law and the company's charter;
 - b. Summary of the Meetings of Board of Supervisors or Audit Committee and the conclusions and recommendations of the Audit Committee;
 - c. Results of supervision of financial statements, operations, and financial स्थिति of the Company;
 - d. An assessment report on transactions between the Company, Company's subsidiaries, other companies in which the Company holds more than 50% of the charter capital, and members the Board of Directors, General Director, other business executives, and related parties of those individuals; transactions between the Company and companies in which members the Board of Directors, General Director, other business executives are founding members or business managers within the last 03 years before the transaction;
 - e. Results of the assessment of the Company's internal control and risk management system;
 - f. Results of the supervision of the Board of Directors, General Director, and other business executives;
 - g. Results of the evaluation of the coordination of activities between the Audit Committee and the Board of Directors, General Director, and shareholders;

h. Other contents as prescribed by law and the Company's Charter.

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

Members of the Board of Directors, General Director, and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, honestly, in the best interest of the Company, and with the level of diligence that a prudent person would exercise in a similar position and under similar circumstances.

Article 42. Responsibility for honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, General Director, and other managers must disclose relevant interests in accordance with the Law on Enterprises and relevant legal documents. At the same time, they must not use information obtained through their positions for personal gain or to serve the interests of other organizations or individuals.
2. Members of the Board of Directors, General Director, other managers, and related parties of these members may only use information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, General Director, and other managers are obliged to notify the Board of Directors in writing of transactions between the Company, Company's subsidiaries, other companies in which the public Company holds more than 50% of the charter capital, and those individuals themselves or related parties of those individuals in accordance with the law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the securities law on information disclosure.
4. A member the Board of Directors may not vote on a transaction that benefits that member or a related party of that member as stipulated by the Law on Enterprises and this Charter.
5. Members of the Board of Directors, General Director, other managers, and related parties of these individuals must not use or disclose internal information to others to carry out related transactions.
6. Transactions between the Company and one or more members the Board of Directors, General Director, other executives, and individuals or organizations related to these individuals are not invalid in the following cases:
 - a. For contracts or transactions with a value of less than 35% of the total asset value recorded in the most recent financial statement, the key contents of the contract or transaction, as well as the relationships and interests of members the Board of Directors, General Director, other executives, have been reported to the Board of Directors and the Board of Directors has honestly permitted the contract or transaction to be carried out by a majority vote of the members the Board of Directors who have no related interests;
 - b. For transactions with a value greater than or equal to 35%, or transactions that result in transaction values arising within 12 months from the date of the first

transaction with a value of 35% or more of the total asset value recorded in the most recent financial statement, the important contents of this transaction, as well as the relationships and benefits of the Member of the Board of Directors, General Director, other executives have been disclosed to the shareholders and approved by the General Meeting of Shareholders by voting of shareholders without related benefits;

- c. That contract or transaction is considered by an independent advisory organization to be fair and reasonable in all respects relating to the company's shareholders at the time this transaction or contract is authorized by the Board of Directors or a subcommittee under the Board of Directors or the shareholders.
- d. The General Meeting of Shareholders approves by vote.

Member of the Board of Directors, General Director and other management officers and those related to the above members shall not use the company's information that has not been permitted for disclosure or disclose it to others to carry out related transactions.

- 7. The company does not grant loans or guarantees to the member the Board of Directors, members of the Audit Committee, General Director and other management officers and those related to the above members or legal entities in which these people have financial interests, unless the above loans or guarantees have been approved by the General Meeting of Shareholders.

Article 43. Liability for damages and compensation

- 1. Member of the Board of Directors, General Director and other executives who violate obligations, the responsibility of honesty and prudence, and fail to fulfill their obligations must be liable for damages caused by their violations.
- 2. The Company shall compensate those who have, are, or may become a party in connection with any claims, suits, or prosecutions (including civil and administrative matters and not lawsuits initiated by the Company) if that person is or was a Member of the Board of Directors, General Director, other executive, employee, or is an agent authorized by the Company or is performing duties under the Company's authorization, provided that the person has acted honestly, prudently, diligently for the benefit or not against the best interests of the Company, on the basis of compliance with the law and there is no evidence confirming that the person has violated their responsibilities.
- 3. Compensation costs include incurred expenses (including attorney fees), judgment costs, fines, amounts payable actually incurred or deemed reasonable when resolving these matters within the framework of law. The company may purchase insurance for those people to avoid the above compensation responsibilities.

XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 44. Right to Inspect Books and Records

- 1. Common shareholders have the right to inspect books and records, specifically as follows:
 - a. Common shareholders have the right to review, inspect, and extract information about the name and contact address in the list of shareholders with voting rights;

request correction of their inaccurate information; review, inspect, extract or copy the company's charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders.

- b. Shareholders or groups of shareholders owning from 05% of the total number of common shares or more have the right, directly or through authorized persons, to review, inspect, extract the record book and resolutions, decisions of the Board of Directors, mid-year and annual financial statements, contracts, transactions subject to approval by the Board of Directors and other documents, except for documents related to trade secrets, business secrets of the Company
2. In cases where an authorized representative of a shareholder or group of shareholders requests access to books and records, they must include a power of attorney from the shareholder or group of shareholders they represent, or a notarized copy of such power of attorney.
3. Members of the Board of Directors, the General Director, and other executives have the right to inspect the company's register of shareholders, list of shareholders, and other books and records of the company for purposes related to their positions, provided that this information is kept confidential.
4. The Company shall maintain this Company Charter and any amendments or supplements to the Company Charter, the Business Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, annual financial statements, accounting books and any other documents as required by law at its principal office or another location, provided that shareholders and the business registration authority are notified of the location where these documents are stored.
5. The Company Charter must be published on the Company's website.

XII. EMPLOYEES AND LABOR UNION

Article 45. Employees and labor union

1. The General Director shall prepare plans for the Board of Directors to approve issues related to recruitment, termination of employment, salaries, social insurance, benefits, commendation, and discipline for employees and business operators.
2. The General Director shall prepare plans for the Board of Directors to approve issues related to the Company's relations with labor union organizations in accordance with the best standards, practices, and management policies, the practices and policies stipulated in this Company Charter, the Company's regulations, and current legal regulations.

XIII. PROFIT DISTRIBUTION

Article 46. Profit distribution

1. The General Meeting of Shareholders decides the dividend payout rate and form of dividend payment annually from the Company's retained profits.
2. The Company does not pay interest on dividend payments or payments related to a

class of shares.

3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of the dividends in shares, and the Board of Directors is the implementing body of this decision.
4. In the event that dividends or other amounts related to a class of shares are paid in cash, the Company shall pay in Vietnamese Dong. Payment may be made directly or through banks based on bank details provided by the shareholder. In the event that 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 responsible for the money the Company transfers to the beneficiary shareholder. Dividend payments for shares listed on the Stock Exchange may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises, the Law on Securities, the Board of Directors shall adopt a resolution determining a specific date to finalize the list of shareholders. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends, interest, profit distributions, shares, notices, or other documents.
6. Other issues related to profit distribution are implemented in accordance with the provisions of law.

XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM

Article 47. Bank Accounts

1. The Company shall open accounts at Vietnamese banks or foreign banks permitted to operate in Vietnam.
2. Subject to 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 shall conduct all payments and accounting transactions through Vietnamese currency or foreign currency accounts at the banks where the Company opens accounts.

Article 48. Fiscal Year

The Company's fiscal year shall commence on the first day of January each year and end on the 31st day of December. The first fiscal year shall commence on the date of issuance of the Enterprise Registration Certificate and end on the 31st day of December immediately following the date of issuance of such Enterprise Registration Certificate.

Article 49. Accounting System

1. The accounting system used by the Company shall be the enterprise accounting system or the specific accounting system promulgated or approved by the competent authority.
2. The Company shall keep accounting books in Vietnamese. The Company shall maintain accounting records in accordance with the type of business activities in which it engages. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.

3. The unit of currency used in the Company's accounting is the Vietnamese dong. In the event that the Company has economic operations arising primarily in a foreign currency, it may elect to use that foreign currency as the unit of currency in accounting, be responsible for that choice before the law, and notify the direct tax management authority.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, RESPONSIBILITIES FOR INFORMATION DISCLOSURE

Article 50. Annual, Semi-Annual, and Quarterly Financial Statements

1. The Company shall prepare annual financial statements in accordance with the provisions of law as well as the regulations of the State Securities Commission, and the statements must be audited in accordance with the provisions of law. The Company shall disclose audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.
2. The annual financial statements must include all reports, appendices, and explanations in accordance with the law on enterprise accounting. The annual financial statements must accurately and objectively reflect the Company's operating performance.
3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.
4. The audited financial statements (including the auditor's opinion), semi-annual reports, and quarterly reports of the Company must be published on the Company's website.
5. Interested organizations and individuals have the right to inspect or copy the audited annual financial statements and semi-annual reports during the Company's working hours at the Company's principal office, and shall pay a reasonable fee for such copying.

Article 51. Annual Report

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

XVI. COMPANY AUDIT

Article 52. Audit

1. The Annual General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Management to decide to select one of these units to conduct the Company's audit activities for the next fiscal year based on the terms and conditions agreed upon with the Board of Management. The company must prepare and submit annual financial statements to the independent audit firm after the end of the fiscal year.
2. The audit report is attached to the Company's annual financial statements.
3. The independent auditor performing the audit of the Company's financial statements

is entitled to attend the General Meeting of Shareholders and to receive notices and other information relating to the General Meeting of Shareholders and to express opinions at the meeting on matters relating to the audit of the Company's financial statements.

4. The independent auditing company shall examine, verify, and report on the annual financial statements reflecting the Company's revenues and expenditures, prepare an audit report, and submit it to the Board of Directors within three (03) months from the end of the fiscal year.

XVII. SEAL OF THE ENTERPRISE

Article 53. Seal of the enterprise

1. The seal includes a seal made at the seal carving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type of seal, quantity, form, and content of the Company's seal, branches, and representative offices of the Company.
3. The Board of Directors and the General Director shall use and manage the seal in accordance with current laws.

XVIII. DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the company

1. The Company may be dissolved or terminated in the following cases:
 - a. According to the resolutions and decisions of the General Meeting of Shareholders;
 - b. Being revoked of the Business Registration Certificate, unless otherwise prescribed by the Law on Tax Administration
 - c. The Court declares the Company bankrupt in accordance with current laws;
 - d. Dissolution before the deadline under the decision of the General Meeting of Shareholders;
 - e. Other cases as prescribed by law.
2. The dissolution of the Company before the deadline (including the extended deadline) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by a competent authority (If any) as prescribed.

Article 55. Liquidation

1. At least six (06) months prior to the expiration of the Company's term of operation or after a decision to dissolve the Company, the Board of Directors must establish a liquidation committee consisting of three (03) members. Two (02) members are designated by the General Meeting of Shareholders and one (01) member is designated by the Board of Directors from an independent auditing company. The liquidation committee shall prepare its operating regulations. The members of the liquidation committee may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be prioritized by the Company before other debts of the Company.

2. The liquidation committee is responsible for reporting to the business registration authority the date of establishment and the date of commencement of operations. From that moment on, the liquidation committee represents the Company in all matters relating to the liquidation of the Company before the Court and administrative agencies.
3. Cash received from the liquidation shall be paid in the following order:
 - a. The costs of disposal;
 - b. Salaries and insurance costs for employees;
 - c. Taxes and payments to the State;
 - d. Loans (If any);
 - e. Other debts of the Company;
 - f. The balance remaining after payment of all debts from items (a) to (e) above shall be distributed to the shareholders. Preference shares are prioritized for payment first.

XIX. RESOLUTION OF INTERNAL DISPUTES

Article 56. Resolution of internal disputes

1. In the event of any disputes or complaints relating to the Company's operations or the rights and obligations of shareholders as stipulated in the Company Charter, the Law on Enterprises, other laws, or administrative regulations between:
 - a. A shareholder and the Company;
 - b. A shareholder and the Board of Directors, General Director, or other executive;The involved parties shall endeavor to resolve such disputes through negotiation and conciliation. Except for disputes involving the Board of Directors or the President of the Board of Directors, the President of the Board of Directors shall preside over the resolution of the dispute and require each party to present the factual elements related to the dispute within 15 working days from the Date the dispute arises. In the event of a dispute involving the Board of Directors or the President of the Board of Directors, any party may request the Audit Committee to appoint an independent expert to act as a mediator for the dispute resolution process.
2. If a conciliation decision is not reached within six (06) weeks from the

commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to Arbitration or the Court.

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

XX. SUPPLEMENTS AND AMENDMENTS TO THE COMPANY CHARTER

Article 57. Company Charter

1. The supplementation and amendment of this Charter shall be considered and decided by the General Meeting of Shareholders.
2. In the event that there are provisions of law relating to the Company's operations that have not been mentioned in this Charter, or in the event that there are new provisions of law that differ from the terms in this Charter, those provisions of law shall automatically apply and govern the Company's operations.

XXI. EFFECTIVE DATE

Article 58. Effective Date

1. This charter, comprising 21 chapters and 58 articles, was unanimously approved by the General Meeting of Shareholders of CNT Group Corporation on 2025-04-28 in Ho Chi Minh City and together agreed to the full text effect of this Charter.
2. The charter is made in ten (10) copies, having the same value, of which:
 - a. One (01) copy is submitted to the local State Notary Office;
 - b. Five (05) copies are registered with the government authorities in accordance with the regulations of the Provincial/City People's Committee;
 - c. Four (04) copies are kept at the Company's Head Office.
3. This Charter is the sole and official Charter of the Company.
4. Copies or excerpts of the Company Charter are valid when bearing the signature of the President of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

Signature of the legal representative of the Company

PHAM QUOC KHANH

Position: President of the Board of Directors

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
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**THE INTERNAL REGULATIONS
ON CORPORATE GOVERNANCE
CNT GROUP CORPORATION**

(Issued attached to Resolution No. 01/NQ-ĐHĐCĐ dated 2025-04-28)

April 2025

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THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE CNT GROUP CORPORATION

Pursuant to the Law on Securities dated 2019-11-26;

Pursuant to the Law on Enterprises dated 2020-06-17;

Pursuant to the Government's Decree No. 155/2020/NĐ-CP dated 2020-12-31 detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated 2020-12-31 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/NĐ-CP dated 2020-12-31 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Company Charter of CNT Group Corporation

Pursuant to the Resolution of the General Meeting of Shareholders No. 01/NQ/DHDCD dated April 28th, 2025.

The Internal Regulations on Corporate Governance of CNT Group Corporation include the following contents:

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CHAPTER I: GENERAL PROVISIONS

Article 1. Scope of adjustment and subjects of application

1. Scope of adjustment: The Internal Regulations on Corporate Governance stipulates the contents of the role, rights and obligations of the General Meeting of Shareholders, the Board of Directors, the General Director; the order and procedures for holding the General Meeting of Shareholders; nomination, candidacy, election, dismissal and removal of member the Board of Directors, the Audit Committee, the General Director and other activities as prescribed in the Company Charter and other current provisions of law. At the same time, these Regulations stipulate the basic principles of corporate governance to protect the legitimate rights and interests of shareholders, establish standards of conduct, professional ethics of member the Board of Directors, the Board of General Directors, the Audit Committee and other managers of CNT Group Corporation.
2. Subjects of application: These Regulations apply to member the Board of Directors, the Audit Committee, the General Director and related persons.

Article 2. Interpretation of terms

In this Regulation, the terms below are understood as follows:

1. “Law on Enterprise” means the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on 2020-06-17, effective from 2021-01-01, [amended and supplemented by Law No. 03/2022/QH15 dated 2022-01-11](#) and guiding documents for implementation.
2. “Law on Securities” means the Law on Securities No. 54/2019/QH14 passed by the National Assembly on 2019-11-26, effective from 2021-01-01, [amended and supplemented by Law No. 56/2024/QH15 dated 2024-11-29](#) and guiding documents for implementation.
3. “Corporate Governance” means a system of rules to ensure that the Company is effectively directed, operated and controlled for the benefit of shareholders and those related to the Company. The principles of corporate governance include:
 - Ensure a reasonable and effective management structure;
 - Ensure the operational efficiency of the Board of Directors and enhance the accountability of the Board of Directors to shareholders.
 - Ensure the rights and interests of shareholders and affiliated persons;
 - Ensure fair treatment among shareholders;
4. “Company” means CNT Group Corporation.
5. “GMS” means the General Meeting of Shareholders of the Company.
6. “BOD” means the Board of Directors.
7. “General Director” means the General Director.
8. “Vice General Director” means the Vice General Director.
9. “Audit Committee” means the Company's audit committee.
10. “Related persons” are organizations and individuals that have a direct or indirect relationship with the Company in the cases specifically stipulated in Clause 23, Article 4 of the Law on Enterprises; Individuals or organizations that are related to each other in the cases specifically stipulated in Clause 46, Article 4 of the Law on Securities.
11. “Non-executive member of the Board of Directors” means a member of the Board of Directors who does not hold the position of General Director, Vice General Director, Chief Accountant and other executives as prescribed in the Company Charter.
12. “SSC” means the State Securities Commission of VietNam.
13. “VSDC” means the Vietnam Securities Depository and Clearing Corporation.

In this regulation, references to one or more clauses or legal documents shall include amendments, supplements or replacement documents.

CHAPTER II: GENERAL MEETING OF SHAREHOLDERS

Article 3. Time of arising of rights and obligations of shareholders

1. For deposited shares, the time when the rights and obligations of shareholders arise is the time when the securities depository account of the shareholder opened at a securities depository member records a balance of shares of CNT Group Corporation. For non-deposited shares, the time when the rights and obligations of shareholders arise is the time when the name and information about the shareholder are recorded in the Company's Shareholder Register.
2. The Company's shareholder registration book and the list of shareholders provided by the Vietnam Securities Depository and Clearing Corporation to the Company are the sole basis for determining the status, rights and obligations of shareholders.

Article 4. Rights and obligations of shareholders

Shareholders have all the rights and obligations specified in Article 115, Article 119 of the Law on Enterprises and as specified in the Company Charter.

Article 5. Role, rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders includes all shareholders with voting rights and is the highest authority of the Company.
2. The General Meeting of Shareholders has the following rights and obligations:
 - a) Approving the company's development orientation;
 - b) Deciding on the type of shares and the total number of shares of each type that are allowed to be offered; deciding on the annual dividend rate of each type of share;
 - c) Electing, relieving from duty, and dismissing member the Board of Directors;
 - d) Deciding to invest or sell assets with a value of 35% or more of the total asset value recorded in the company's most recent financial statements;
 - d) Deciding to amend and supplement the company's charter;
 - e) Approving annual financial statements;
 - g) Decision to repurchase over 10% of the total number of sold shares of each type;
 - h) Reviewing and handling violations by member the Board of Directors, members of the Audit Committee that cause damage to the company and company shareholders;
 - i) Decision to reorganize or dissolve the company;
 - k) Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors, Audit Committee;
 - l) Approving the internal governance regulations; regulations on the operation Board of Directors, Audit Committee;

- m) Approving the list of independent auditing firms; deciding on an independent auditing firm to conduct operational audits of the company, and dismissing independent auditors when deemed necessary;
- n) Other rights and obligations as stipulated by law and the company's charter.

Article 6. Procedures for the General Meeting of Shareholders to pass resolutions by voting at the General Meeting of Shareholders

The procedures for conducting meetings and voting at the General Meeting of Shareholders and related content shall be implemented in accordance with the provisions from Article 13 to Article 20, Article 22 of the Company's Charter and as stipulated in this Regulation.

Article 7. Notification and Registration for Attending the General Meeting of Shareholders

1. Notices of invitation to the General Meeting of Shareholders shall be made in accordance with the provisions of Clause 3, Article 17 of the Company's Charter. If the notice of invitation to the General Meeting of Shareholders specifies the time and method of registering to attend the General Meeting of Shareholders, the shareholders are responsible for registering to attend in the manner specified in the notice.
2. Shareholders may authorize others to attend the meeting in accordance with the law and Article 15 of the company's charter. If the authorization document does not clearly state the content, scope, or number of the authorized portion, the authorization shall be considered a full authorization.

Article 8. Method of voting, counting votes, and announcing the results of the voting ballot

1. voting ballot are sent to shareholders together with the invitation to the meeting or distributed at the General Meeting of Shareholders, or in electronic form.
2. Attending shareholders vote by marking the voting ballot and placing it in the ballot box located in the meeting room, or by using electronic voting, remote voting, or other forms provided by the company. A valid voting ballot bearing the shareholder's signature or authenticated by other means prescribed by the Board of Directors serves as evidence confirming the shareholder's voting opinion on the issue stated in the ballot.

3. The ballot counting committee elected by the General Meeting of Shareholders at the proposal of the Chairperson will organize the ballot counting immediately after the voting ends.
4. When counting votes, abstentions shall not be counted as votes in favor.
5. The Chairperson of the General Meeting will announce the ballot counting results after the ballot counting committee completes its duties at the General Meeting.
6. The voting results are announced immediately at the General Meeting of Shareholders after the ballot counting is completed.

Article 9. Method of objecting to or requesting the cancellation of the Resolution of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of the ballot counting results of the opinion survey of the General Meeting of Shareholders, a shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law has the right to request the Court or Arbitration to review and cancel the resolution or a part of the contents of the resolution of the General Meeting of Shareholders in the following cases:

1. The sequence and procedures for convening the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the Company's Charter, except for the case specified in Clause 3, Article 20 of the Company's Charter.
2. The content of the resolution violates the law or the Company's Charter.

Article 10. Sequence and Procedures for the General Meeting of Shareholders to Pass Resolutions by Obtaining Written Opinions from Shareholders

1. The Board of Directors has the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders on the following matters:
 - a. Amendments and supplements to the Content of the Company's Charter;
 - b. Approval, supplementation, and adjustment of the Internal Regulations on corporate governance, and the Board of Directors' Operating Regulations;
 - c. Development orientations of the Company;
 - d. Types of shares and the total number of shares of each type;
 - e. Election, dismissal, and removal of member the Board of Directors and the Board of Supervisors;
 - f. Decision on investing in or selling assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statement;
 - g. Approval of annual financial statements

- h. Reorganization or dissolution of the Company.
 - i. Changes in business lines, occupations, and sectors;
 - j. Changes in the organizational structure of the Company's management;
 - k. Other issues when the Board of Directors deems it necessary for the benefit of the Company.
2. The sequence and procedures for organizing the collection of written opinions; the method of voting by written opinion; and the sequence for implementing the vote counting for written opinions are carried out in accordance with the provisions of Article 21 of the Company's Charter.
 3. The Board of Directors shall establish a Vote Counting Committee for cases of organizing the collection of written opinions. The composition of the ban kiểm phiếu shall include at least:
 - a) President of the Board of Directors - Head of the Vote Counting Committee;
 - b) A shareholder who does not hold a management position in the Company;
 - c) Person in charge of Corporate Governance and/or the Company Secretary.

Article 11. Sequence and Procedures for Holding Online General Meeting of Shareholders

1. An online General Meeting of Shareholders is a form of organizing a General Meeting of Shareholders using electronic means to directly transmit images and sounds of the meeting, allowing shareholders in many different locations to follow the proceedings, discuss and contribute opinions at the meeting. The main location of the online General Meeting of Shareholders is where the Chairperson attends and directs the meeting.
2. The Board of Directors shall decide on convening an online General Meeting of Shareholders in cases where there are unfavorable events and/or difficulties for holding a direct meeting.
3. The sequence and procedures for convening the meeting, preparing a List of shareholders attending the meeting; the deadline for disclosing information on the preparation of the list of shareholders attending the meeting, sending Notices of meeting invitation, posting Documents serving the online General Meeting of Shareholders shall be carried out in the same sequence as for a direct meeting.
4. To organize an online General Meeting of Shareholders, the Company must establish a Meeting Organization System (referred to as "System"). The System may be built on one or more applications and/or platforms, but must ensure security, synchronization, the ability to authenticate shareholder information,

stable transmission of sound and images of the meeting, and must be under the Company's control.

5. Shareholders whose names appear on the list of shareholders attending the meeting shall be provided with one (01) account and one (01) password (which may be changed according to the shareholder's security requirements) to log into the System. A shareholder logging into the System is deemed to have attended the online General Meeting of Shareholders. The conditions regarding the attendance ratio for holding an online General Meeting of Shareholders shall be implemented in accordance with the regulations of a direct meeting.
6. Shareholders shall exercise their voting rights at an online General Meeting of Shareholders through electronic voting or by sending their ballots to the Company by secure mail or other electronic means within the voting period. The convener of the General Meeting of Shareholders shall decide on the voting method and set the voting deadline depending on the actual situation.
7. The voting results, Resolution, and Minutes of the General Meeting of Shareholders shall be disclosed and posted on the Company's website by the Board of Directors after the voting deadline, in accordance with the meeting's operating regulations.
8. The convener of the online General Meeting of Shareholders is responsible for ensuring that the system for organizing the online General Meeting of Shareholders and the electronic voting system (if any) must meet the following conditions:
 - The system's transmission line at the main venue must be continuous, stable, and ensure that the transmission signals from the meeting to the attending shareholders are not interrupted;
 - The main venue must ensure conditions for sound, light, transmission lines, power supply, electronic means, and other equipment as required and appropriate for the nature of the online meeting;
 - Ensure information security, and maintain the confidentiality of system login accounts and passwords. All information received and provided on the system must protect information and comply with legal regulations;
 - Electronic data recording the proceedings and voting results of the meeting must be stored and extracted when necessary.
9. The General Meeting of Shareholders authorizes the Board of Directors to develop and promulgate regulations on the methods and procedures for organizing and voting at online General Meeting of Shareholders meetings, in accordance with current legal regulations, the principles and formats specified in this Article, and actual circumstances and needs.

Article 12. Order and procedures for holding a General Meeting of Shareholders in a direct format combined with an online format

1. In order to ensure maximum benefits for shareholders, the Board of Directors may decide to hold a General Meeting of Shareholders in a direct format combined with an online format, where necessary;
2. The order and procedures for organizing the meeting and voting depend on whether the online or direct format is applied, based on the regulations on convening, list of shareholders, sending Meeting Invitations and accompanying documents, conditions for conducting online General Meetings, voting, counting votes, and other procedures in the Charter, this Regulation, and relevant legal provisions.

CHAPTER III: BOARD OF DIRECTORS

Article 13. Role, powers, and obligations of the Board of Directors, responsibilities of member the Board of Directors

The role, powers, and obligations of the Board of Directors, responsibilities of member the Board of Directors shall be implemented in accordance with the provisions in Article 26, Article 27, Article 42, and Article 43 of the Company's Charter and relevant legal regulations.

Article 14. Structure, criteria, and conditions of member the Board of Directors

1. Term of office and number of member the Board of Directors:
 - a) The term of office of a member the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member the Board of Directors of a company for no more than 02 consecutive terms. In the event that all member the Board of Directors finish their terms at the same time, those members will continue to be member the Board of Directors until new members are elected to replace and take over the work.
 - b) The number of member the Board of Directors is 03.
2. Structure, criteria and conditions of member the Board of Directors:
 - a) The structure of the company's Board of Directors must ensure that at least 1/3 of the total number of member the Board of Directors are non-executive members. The Company shall maximally restrict member the Board of Directors from concurrently holding executive positions of the Company to ensure the independence of the Board of Directors;
The number of independent member the Board of Directors must ensure the following regulations:

- There is a minimum of 01 independent member in the event that the Company has a number of member the Board of Directors from 03 to 05 members;
 - There is a minimum of 02 independent members in the event that the Company has a number of member the Board of Directors from 06 to 08 members;
 - There is a minimum of 03 independent members in the event that the Company has a number of member the Board of Directors from 09 to 11 members
- b) Member the Board of Directors must meet the following criteria and conditions:
- Not being in the subjects who are not allowed to manage enterprises according to the provisions of Clause 2, Article 17 of the Law on Enterprises and related laws;
 - Having professional qualifications and experience in business administration or in the field and line of business of the Company and not necessarily being a shareholder of the Company;
 - Not being concurrently a member the Board of Directors at more than five (05) other companies.
- c) Independent member the Board of Directors must meet the following criteria and conditions:
- Not being a person working for the company, Parent company or subsidiary of the company; not being a person who has worked for the company, Parent company or subsidiary of the company for at least the last 03 consecutive years;
 - Not being a person receiving salary or remuneration from the company, except for allowances that member the Board of Directors are entitled to under regulations;
 - Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adoptive child, biological brother, biological sister, younger brother, younger sister is a major shareholder of the company; is a manager of the company or a subsidiary of the company;
 - Not being a person directly or indirectly owning at least 01% of the total number of voting shares of the company;
 - Not being a person who has been a member of the Board of Directors or the Supervisory Board (if any) of the Company in the last 05 consecutive years, except for cases of continuous appointment for 02 terms

Article 15. Nomination, self-nomination, election, removal and dismissal of member the Board of Directors

1. In the event that Board of Directors candidates have been identified, the Company must disclose information related to the candidates at least 10 days before the

opening date of the General Meeting of Shareholders on the Company's electronic information page so that shareholders can learn about these candidates before voting. Board of Directors candidates must have a written commitment to the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully and in the best interests of the Company if elected as a member the Board of Directors. Information related to Board of Directors candidates disclosed includes:

- a. Full name, date of birth;
 - b. Qualification;
 - c. Work experience;
 - d. Other management titles (including Board of Directors' titles of other companies);
 - e. Related interests with the Company and its related parties;
 - f. Other information (if any) as stipulated in the Company Charter;
 - g. The company shall be responsible for disclosing information about companies in which the candidate holds the position of member the Board of Directors, other management positions and related interests to the candidate's company Board of Directors (if any).
2. A shareholder or group of shareholders owning 10% or more of the total number of common shares or another smaller percentage as stipulated in the Company Charter has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company Charter, specifically as follows:
- Shareholders holding voting shares have the right to combine the number of votes of each person to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% may nominate a maximum of one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates; and from 80% to less than 90% may nominate a maximum of eight (08) candidates.
3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not sufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the provisions of the

Company Charter, Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors. The incumbent Board of Directors' introduction of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect Board of Directors' members in accordance with the law.

4. Removal, dismissal, replacement and supplementation of Board of Directors' members
 - a) The General Meeting of Shareholders shall dismiss Board of Directors' members in the following cases:
 - Not meeting the criteria and conditions specified in Clause Article 24 of the Company Charter;
 - Having a resignation letter and being approved.
 - b) The General Meeting of Shareholders shall dismiss a member the Board of Directors in case that member does not participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure.
 - c) When deemed necessary, the General Meeting of Shareholders shall decide to replace member the Board of Directors, remove or dismiss Board of Directors' members in addition to the cases specified in Clause 1, Clause 2 of this Article.
 - d) The Board of Directors must convene a General Meeting of Shareholders to elect additional members in the following cases:
 - The number of Board of Directors' members is reduced by more than 1/3 compared to the number of Board of Directors' members specified in this Company Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of Board of Directors' members is reduced by more than 1/3;
 - The number of independent Board of Directors' members decreases, failing to ensure the ratio as prescribed in Point d, Clause 3, Article 25 of the Company Charter.
 - e) Except as provided in Clause 4 of this Article, the General Meeting of Shareholders shall elect new Board of Directors' members to replace those Board of Directors' members who were removed, dismissed at the most recent meeting.
5. Electing, dismissing, and removing the President

The election, removal, and dismissal of the President shall be carried out in accordance with the provisions of Clauses 4 and 5 of Article 28 and Clause 1 of Article 29 of the Charter and relevant legal regulations.

Article 16. Remuneration and other benefits of member the Board of Directors

Remuneration, bonuses, and other benefits of Board of Directors' members shall comply with the provisions of Article 27 of the Charter and Article 163 of the Law on Enterprises. Annually, the Board of Directors shall report to the General

Meeting of Shareholders on the remuneration paid to the Board of Directors and submit to the General Meeting of Shareholders for approval the total remuneration of the Board of Directors for the following year.

Article 17. Order and procedures for organizing Meetings of the Board of Directors

1. Number of meetings: The Board of Directors must meet at least once every quarter and may hold extraordinary meetings or at the request of one of the cases specified in Clause 3, Article 29 of the Company's Charter.
2. Cases in which extraordinary Meetings of the Board of Directors must be convened:
 - a) The President shall convene extraordinary meetings when deemed necessary for the benefit of the Company. In addition, the President must convene Meetings of the Board of Directors and must not delay without legitimate reasons when one of the subjects under Clause 3, Article 29 of the Company's Charter requests in writing stating the purpose of the meeting and the issues to be discussed;
 - b) The Meetings of the Board of Directors mentioned in Point a, Clause 2 of this Article must be conducted within seven (07) working days after the proposal for the meeting. If the President does not agree to convene a meeting as requested, the President shall be liable for any damages incurred to the Company; the persons requesting the meeting referred to in Clause 3, Article 29 of the Company's Charter may convene Meetings of the Board of Directors themselves.
3. The President or the person convening Meetings of the Board of Directors must send a notice of invitation to the meeting no later than 03 working days before the meeting date. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of invitation to the meeting must be accompanied by documents used at the meeting and a ballot of the member. The notice of invitation to the Meetings of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other methods prescribed by the company's charter and ensure that it reaches the contact address of each Member of the Board of Directors registered with the Company.

The President or the convener shall send notices of meeting and accompanying documents to the members of the Audit Committee as to the member the Board of Directors.

4. Conditions for organizing Meetings of the Board of Directors: A Meeting of the Board of Directors may be conducted when 3/4 or more of the total number of members attend. If the meeting convened in accordance with this Clause does not have enough members attending as prescribed, it may be convened for the second time within 07 days from the date of the first planned meeting. In this case, the

meeting may be conducted if more than half of the member the Board of Directors attend the meeting.

5. Method of voting: A Member of the Board of Directors is considered to be present and voting at the meeting in the following cases:
 - a) Attending and voting directly at the meeting;
 - b) Authorize another person to attend and vote at the meeting if approved by a majority of the member the Board of Directors;
 - c) Attend and vote via online conference, electronic voting, or other electronic means;
 - d) Send voting ballot to the meeting via mail, fax, or email. In case the voting ballot is sent to the meeting via mail, the voting ballot must be contained in a sealed envelope and must be delivered to the Chairperson no later than 01 hour before the opening. The voting ballot shall only be opened in the presence of all attendees.
6. Method of passing Resolutions of the Board of Directors: Resolutions/Decisions of the Board of Directors are passed if approved by a majority of the members attending the meeting; in case of a tie, the final decision shall rest with the side with the opinion of the Chairperson.
7. Authorization for another person to attend the meeting: Board of Directors' members must fully attend the Board of Directors meetings. A member is authorized to authorize another person to attend and vote at the meeting if approved by a majority of the member the Board of Directors.
8. Minutes of the Board of Directors Meeting: meetings of the Board of Directors must be minuted and may be recorded, noted, and stored in other electronic forms at the Company's headquarters. The minutes of the Board of Directors meeting shall be made in Vietnamese and may also be made in a foreign language, with the main contents as prescribed by the Law on Enterprises. Minutes made in Vietnamese and foreign languages have equal validity, in case of any discrepancy in content, the content in the Vietnamese minutes shall prevail. The minutes of the Board of Directors meeting must bear the signature of the Chairperson and the minute taker. The Chairperson and the minute taker shall be responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors.
9. In case the Chairperson and/or secretary refuse to sign the Minutes of the Board of Directors Meeting:

In the event that the Chairperson and/or secretary refuses to sign the Minutes but if it is signed by all other Board of Directors' members attending the meeting and contains all the contents specified in Clause 2, Article 158 of the Law on Enterprises, these Minutes shall be valid.
10. Notification of Resolutions/Decisions of the Board of Directors:

- a) After each meeting, the decisions of the Board of Directors must be sent to all Board of Directors' members, the Audit Committee and the General Director within 24 hours from the date the Board of Directors passes the decision.
- b) The Resolution of the Board of Directors is published in accordance with the law on information disclosure on the securities market and on the Company's electronic information page.
- c) The Resolution of the Board of Directors shall be made in Vietnamese and may also be made in a foreign language. The Resolution of the Board of Directors made in Vietnamese and a foreign language shall have the same validity. In case of any discrepancy in the contents of the Vietnamese and foreign language Resolution, the contents of the Vietnamese Resolution shall prevail.

Article 18. Audit Committee under the Board of Directors

The detailed regulations of the Audit Committee under the Board of Directors in Chapter V - Audit Committee of this Regulation.

Article 19. Report on the activities of independent Board of Directors' members in the Audit Committee at the Annual General Meeting of Shareholders

The report on the activities of independent Board of Directors' members in the Audit Committee at the Annual General Meeting of Shareholders shall be implemented in accordance with Article 41 of the Company's Charter.

Article 20. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees to be in charge of development policies, personnel, remuneration, internal audit, and risk management. The number of members of the subcommittee shall be decided by the Board of Directors with a minimum of 03 people, including members of the Board of Directors and external members. The operation of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are only effective when a majority of members attend and vote to approve them at the subcommittee meeting.
2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with current legal regulations and the provisions of the Company Charter, Internal Regulations on Corporate Governance.

Article 21. Selection, appointment, dismissal of the Person in charge of corporate governance

1. Standards of the Person in charge of corporate governance:
 - a) Having profound legal knowledge;
 - b) Having knowledge and experience in the organization and governance of the Company;

- c) Not concurrently working for an independent auditing firm that is auditing the Company's financial statements;
 - d) Other criteria as prescribed by law and decisions of the Board of Directors.
2. Appointment, dismissal, and notification of the Person in charge of corporate governance:
- a) The Board of Directors shall appoint at least one (01) person to be the Person in charge of corporate governance to support corporate governance activities in an effective manner. The Person in charge of corporate governance may concurrently serve as the company secretary as stipulated in Clause 5, Article 156 of the Law on Enterprises.
 - b) The Person in charge of corporate governance shall be dismissed in the following cases:
 - Having a request to resign from the position or leave the job;
 - Failure to meet the standards specified in Clause 2, Article 32 of the Company Charter;
 - Other cases as decided by the Board of Directors.
3. Rights and obligations of the Person in charge of corporate governance:
- a) Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related matters between the Company and shareholders;
 - b) Preparing meetings of the Board of Directors and the General Meeting of Shareholders as required by the Board of Directors;
 - c) Consulting on procedures for meetings;
 - d) Attending meetings;
 - e) Consulting on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;
 - f) Providing financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors;
 - g) Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;
 - h) Being the point of contact with relevant stakeholders;
 - i) Confidentializing information in accordance with the provisions of law and the Company Charter;
 - j)
 - k) Advising the Board of Directors, members of the Board of Directors, committees of the Board of Directors, and specialized boards under the Board of Directors on their functions, duties, roles, and responsibilities in the Company to ensure compliance with the provisions of the Company Charter, the Company's internal governance system, the Law on Enterprises, the Law on Securities, and current laws;
 - l) Organizing and monitoring the implementation of roadmaps to improve the Company's governance system and consulting the Board of Directors on corporate

governance practices to meet the needs of the Board of Directors and the General Meeting of Shareholders.

- m) Other rights and obligations under the Charter, Corporate Governance Regulations, decisions of the Board of Directors, and current legal regulations.

Article 22. Company Secretary

The Board of Directors appoints at least one (01) person as the Company Secretary for a term and under the terms decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary but not in violation of current labor laws. The Board of Directors may also appoint one or more Company Secretaries from time to time. The Company Secretary is responsible for:

1. Acting on behalf of the Board of Directors to carry out the work of convening, preparing logistics, and summarizing documents at meetings of the Board of Directors and the General Meeting of Shareholders;
2. Attending and recording the Minutes of the Board of Directors and General Meeting of Shareholders meetings. The Company Secretary must sign the meeting minutes and be responsible for the truthfulness and accuracy of the content in the Minutes;
3. Assisting and supporting the Board of Directors, members of the Board of Directors, committees of the Board of Directors, and specialized boards under the Board of Directors in performing assigned functions and powers;
4. Managing, storing, securing, extracting, and providing (when necessary) information on corporate governance; copies of meeting minutes, Resolutions and Decisions of the Board of Directors; information about shareholders, lists of shareholders; and other information related to the Company's financial situation and business operations;
5. Being directed and coordinated by the Corporate Governance Officer in deploying the functions of the Corporate Governance Officer;
6. Other rights and obligations as stipulated in the Charter, Corporate Governance Regulations, and legal regulations.

CHAPTER IV: GENERAL DIRECTOR

Article 23. Roles, responsibilities, rights, and obligations of the General Director

1. Deciding on issues related to the Company's daily business operations that are not within the authority of the Board of Directors, including representing the Company in signing financial and commercial contracts, organizing and operating

the Company's daily production and business activities according to best management practices;

2. Organizing the implementation of resolutions and decisions of the Board of Directors, business plans, and investment plans of the Company that have been approved by the Board of Directors and the General Meeting of Shareholders;
3. Organizing the implementation of the Company's business plan and investment plan;
4. Proposing plans for the organizational structure and internal management regulations of the Company;
5. Appointing, removing, and dismissing managerial positions in the Company, except for positions under the authority of the Board of Directors;
6. Deciding on salaries and other benefits for employees in the Company, including managers under the General Director's appointment authority;
7. Recruiting employees;
8. Proposing plans for dividend payment or handling losses in business;
- 9.
10. Recommending the number and types of management personnel that the Company needs to recruit for the Board of Directors to appoint or dismiss in order to carry out good management activities as proposed by the Board of Directors, and advising the Board of Directors to decide on the salary, remuneration, benefits, and other terms of the employment contract of management personnel;
11. Consulting with the Board of Directors to decide on the number of employees, salary levels, allowances, benefits, appointments, dismissals, and other terms related to their employment contracts;
12. No later than December 15 each year, the General Director shall submit to the Board of Directors for approval a detailed business plan for the next financial year based on meeting the requirements of the appropriate budget as well as the five (05) year financial plan;
13. Proposing measures to improve the operation and management of the Company;
14. Preparing the Company's long-term, annual, and quarterly estimates (hereinafter referred to as the estimates) for the Company's long-term, annual, and quarterly management according to the business plan. The annual estimates (including the projected balance sheet, income statement, and cash flow statement) for each financial year must be submitted for approval by the Board of Directors and must include the information specified in the Company's regulations;

15. Other rights and obligations in accordance with the provisions of law, the Charter, the Company's Regulations, the General Director's labor contract and resolutions and decisions of the Board of Directors.

Article 24. Appointment, dismissal, contract signing, termination of contract for the General Director

1. Term of office, standards and conditions of the General Director:
 - a) The term of office of the General Director is five (05) years and may be reappointed with an unlimited number of terms. The appointment may expire based on the provisions of the labor contract.
 - b) The General Director must not be a person whom the law prohibits from holding this position. The General Director must meet the standards and conditions in accordance with the law and the Company's Charter.
 - c) The General Director is the person who manages the Company's daily business operations; is subject to the supervision of the Board of Directors; is responsible to the Board of Directors and to the law for the exercise of assigned rights and obligations.
2. Candidacy, nomination, dismissal, removal of the General Director:
 - a) The BOD members may nominate and propose General Director candidates for the BOD to decide.
 - b) The Board of Directors may dismiss the General Director when a majority of the members of the Board of Directors attending the meeting with voting rights approve and appoint a new General Director to replace.
3. Appointment, signing of labor contract, termination of labor contract with the General Director:
 - a) The Board of Directors appoints a member of the Board or another person as the General Director.
 - b) The signing of the labor contract and the termination of the labor contract with the General Director shall be carried out in accordance with the provisions of the labor law, the Company's Charter, this Regulation and other regulations of the Company (if any).
4. Notification of appointment, dismissal, contract signing, termination of contract for the General Director:

After having a decision on the appointment and dismissal of the General Director, the Company will disclose information in accordance with the provisions of the law on information disclosure in the stock market, post it on the Company's website, and notify it within the enterprise and to relevant agencies and partners.
5. Salary and other benefits of the General Director:

The salary level, remuneration, benefits and other terms in the labor contract for the General Director shall be decided by the Board of Directors.

CHAPTER V: AUDIT COMMITTEE

Article 25. Rights and obligations of the Audit Committee

The audit committee has the rights and obligations stipulated in Article 161 of the Enterprise Law, the company's charter, and the following rights and obligations:

1. To have the right to access documents related to the Company's operations, to exchange information with other member the Board of Directors, the General Director, the Chief Accountant, and other management personnel to collect information serving the audit committee's activities;
2. To have the right to request representatives of the approved auditing organization to attend and answer questions related to the audited financial statements at the Meetings of Board of Supervisors or Audit Committee;
3. To use legal, accounting, or other external consulting services when necessary;
4. To develop and submit to the Board of Directors policies for risk detection and management; to propose solutions to the Board of Directors for handling risks arising in the Company's operations;
5. To prepare written reports to the Board of Directors upon detecting that member the Board of Directors, the General Director, and other managers fail to fully perform their responsibilities as stipulated in the Enterprise Law and the company's charter;
6. To develop the operating regulations of the audit committee and submit them to the Board of Directors for approval.

Article 26. Nomination and candidacy of audit committee members

1. The President of the audit committee and other members of the audit committee are nominated by the Board of Directors and must not be Company executives.
2. The appointment of the President of the audit committee and other members of the audit committee must be approved by the Board of Directors at the Board of Directors meeting.

Article 27. Structure and composition of the audit committee

1. The audit committee shall consist of two (02) or more members. The President of the audit committee must be an independent member the Board of Directors. Other members must be non-executive member the Board of Directors.
2. Members of the audit committee must have general knowledge and understanding of the law and the Company's operations, must not be subject to disciplinary action by law or the Company's charter, 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 auditing firm approved to perform the Company's financial statements for the three (03) consecutive years prior to that;
3. The President of the audit committee must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration.

Article 28. Meetings of the audit committee

1. The audit committee must meet at least twice (02) times a year. Meeting minutes must be detailed, clear, and fully retained. The minute taker and the audit committee members attending the meeting must sign the meeting minutes.
2. The audit committee approves decisions by voting at the meeting or by collecting opinions in writing. Each member of the audit committee has one vote. Decisions of the audit committee are approved if they are supported by a majority of the members attending the meeting; in the event of a tie, the final decision rests with the side with the opinion of the President of the audit committee.

CHAPTER VI: CONFLICT OF INTEREST PREVENTION

Article 29. Duty of Care

Member of the Board of Directors, the General Director, and other management personnel are responsible for performing their duties, including those as members of Board of Directors subcommittees, honestly and in the best interests of the Company, and with the degree of care that a prudent person would exercise in a similar position and under similar circumstances.

Article 30. Responsibility for honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, General Directors, and other managers must disclose relevant interests as stipulated by the Law on Enterprises and related legal documents. Simultaneously, they must not use information obtained through their positions for personal gain or to serve the interests of other organizations or individuals.
2. Members of the Board of Directors, General Directors, other managers, and related parties of these members may only use information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, General Directors, and other managers are obligated to provide written notice to the Board of Directors regarding transactions between the Company, its subsidiaries, other companies in which the public company holds control of 50% or more of the charter capital, and themselves or related parties as stipulated by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of

Directors, the Company must disclose information about these resolutions in accordance with securities law on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that benefit such member or their related parties as stipulated by the Law on Enterprises and the Company's Charter.
5. Members of the Board of Directors, General Directors, other managers, and related parties of these individuals must not use or disclose internal information to others to conduct related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, General Director, other executives, and individuals or organizations related to these parties are not invalidated in the following cases:
 - a. For contracts or transactions with a value less than 35% of the total asset value recorded in the most recent financial statement, the key contents of the contract or transaction, as well as the relationships and interests of the member of the Board of Directors, General Director, or other executive, have been reported to the Board of Directors, and the Board of Directors has honestly permitted the execution of such contract or transaction by a majority vote of the members of the Board of Directors who have no related interests;
 - b. For transactions with a value greater than or equal to 35% or transactions that lead to transaction values arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statement, the key contents of this transaction, as well as the relationships and interests of the member of the Board of Directors, General Director, or other executive, have been disclosed to the shareholders and approved by the General Meeting of Shareholders through the votes of shareholders who have no related interests;
 - c. The contract or transaction is considered by an independent advisory organization to be fair and reasonable in all respects relating to the company's shareholders at the time the transaction or contract is authorized by the Board of Directors or a subcommittee of the Board of Directors or the shareholders.
 - d. Approved by vote of the General Meeting of Shareholders. Member of the Board of Directors, General Directors and other managing officers and persons related to such members shall not use non-public information of the company or disclose it to others for the purpose of carrying out related transactions.
7. The Company shall not grant loans or guarantees to members the Board of Directors, members of the Audit Committee, General Directors and other managing officers and persons related to such members or legal entities in which such persons have financial interests, unless such loans or guarantees

have been approved by the General Meeting of Shareholders.

Article 31. Liability for Damages and Compensation

1. Members of the Board of Directors, General Directors, and other executives who violate their obligations, fiduciary duties, and responsibilities, and fail to fulfill their duties, shall be liable for damages caused by their violations.
2. The Company shall indemnify those who have, are, or may become a party involved in claims, lawsuits, prosecutions (including civil, administrative cases, and non-lawsuits initiated by the Company) if that person is or was a Member of the Board of Directors, General Director, other executive, employee, or is a representative authorized by the Company or is performing duties under the Company's authorization, provided that the person has acted in good faith, diligently, and conscientiously for the benefit or not against the best interests of the Company, in compliance with the law, and there is no evidence confirming that the person has violated their responsibilities.
3. Compensation costs include incurred expenses (including attorney's fees), judgment costs, penalties, and amounts payable that actually arise or are deemed reasonable when resolving these matters within the scope of the law. The Company may purchase insurance for such persons to avoid the aforementioned indemnification liabilities.

CHAPTER VII: PROCESS AND PROCEDURES FOR COORDINATING ACTIVITIES BETWEEN THE BOARD OF DIRECTORS AND THE GENERAL MANAGEMENT BOARD

Article 32. Procedures for Convening, Notifying Meetings, and Announcing Meeting Results between the Board of Directors and the General Management Board

1. Members of the General Management Board (who are not Board of Directors' members) may be convened to attend meetings of the Board of Directors when the Board of Directors deems such participation necessary. In this case, the President of the Board of Directors or the convener must send a notice of the meeting and accompanying documents to the General Management Board as for Board of Directors' members. The General Management Board is obligated to directly attend or send representatives to attend meetings of the Board of Directors according to the notice of meeting.

Members of the General Management Board attending the meeting may participate in discussions and advise the Board of Directors but do not have the right to vote. The President of the Board of Directors shall send a written notice of the Resolution of the Board of Directors to the General Director within 07 (seven) days after the meeting ends.

2. When necessary, the General Director may invite some Board of Directors'

members to attend meetings of the General Management Board to advise on related issues. The invitation is sent to the invitee as for members of the General Management Board. The General Director will send a written notice of the results of this meeting to the Board of Directors within 07 (seven) days after the meeting ends.

Article 33. Convening a Meeting of the Board of Directors upon Request

1. The President of the Board of Directors must convene a meeting of the Board of Directors in the following cases when one of the entities below makes a written request clearly stating the purpose of the meeting and the issues to be discussed:
 - a) The General Director or at least 05 (five) other managers;
 - b) At least 02 (two) executive members of the Board of Directors;
 - c) Independent Board of Directors' members.
2. The request must be made in writing, clearly stating the purpose, issues to be discussed, and decisions under the authority of the Board of Directors.
3. The meeting of the Board of Directors mentioned in Clause 1 of this Article must be conducted within 07 (seven) working days from the date of receipt of the request. If the President of the Board of Directors does not agree to convene a meeting as requested, the President of the Board of Directors shall be liable for any damages incurred by the Company; the persons requesting the organization of the meeting referred to in Clause 1 of this Article may convene the meeting of the Board of Directors themselves.

Article 34. Notification of Resolutions and Decisions of the Board of Directors to the General Director

All Resolutions and decisions of the Board of Directors and documents of general administrative nature issued by the Board of Directors shall be sent to the General Director within 07 (seven) days from the date the resolutions, decisions and documents are issued.

Article 35. Reports of the General Director to the Board of Directors on the Performance of Assigned Tasks and Powers

1. The General Director is responsible for developing the business plan and submitting it to the Board of Directors for consideration and approval; organizing the implementation of the resolutions of the Board of Directors. When detecting issues affecting the interests of the Company, the General Director is responsible for reporting to the Board of Directors so that the Board of Directors can make adjustment decisions.

2. The General Director is the person who manages the daily business operations of the Company; is supervised by the Board of Directors; is responsible to the Board of Directors and before the law for the performance of assigned tasks.
3. The General Director has the right to refuse to implement and reserve his/her opinion on the decisions of the Board of Directors if he/she finds them contrary to the law and immediately report to the Board of Directors and the Audit Committee in writing. The Board of Directors may suspend or cancel the implementation of the General Director's decision if it finds it contrary to the law, violating the Company's Charter, Resolution and decisions of the Board of Directors.
4. The General Director has the right to make decisions beyond his/her authority in urgent cases such as natural disasters or fires, but must report these decisions to the Board of Directors and the nearest General Meeting of Shareholders.
5. In the event that the Company's business operations are Loss-making or inefficient during each period, the General Director must report and have a plan to remedy the situation presented to the Board of Directors. In case of continuous losses and failure to develop a positive plan to remedy the loss-making situation, the Board of Directors has the right to dismiss the General Director.
6. The Board of Directors may send representatives to attend the General Director's internal company meetings when deemed necessary.
7. For important meetings related to policy mechanisms for long-term general development directions or handling major outstanding issues of the company, the General Director must take the initiative to invite the Board of Directors to attend.
8. The General Director prepares the issues to be exchanged and decided at the Board of Directors meeting or the General Meeting of Shareholders within the scope of his/her management authority or as assigned by the President of the Board of Directors.

Article 36. Review of the Implementation of Resolutions and Other Authorization Issues of the Board of Directors to the General Director

The contents of the review of the implementation of resolutions and other authorization issues of the Board of Directors to the General Director are mentioned in the program of the Board of Directors meeting.

Article 37. Issues that the General Director reports and provides information to the Board of Directors

1. The General Director must submit to the Board of Directors for approval a detailed business plan for the next fiscal year based on meeting the requirements of the appropriate budget as well as the annual financial plan as stipulated in the Charter.
2. Prepare long-term, annual and quarterly estimates of the Company (hereinafter referred to as the estimates) to serve the long-term, annual and quarterly management of the Company according to the business plan. The annual estimate (including the balance sheet, the report on production and business activities and the expected cash flow statement) for each fiscal year will have to be submitted for approval by the Board of Directors and must include the information specified in the Company's regulations.
3. Members of the Board of Directors have the right to request the General Director, Vice General Director, and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and its internal units.
4. Shall be responsible to the Board of Directors for the performance of assigned tasks and powers and shall report to relevant authorities upon request.

Article 38. Coordination of Control, Administration, and Supervision Activities Among Members of the Board of Directors and the Board of Management

The members of the Board of Directors and the Board of Management will regularly exchange information in their work, providing mutual information and notifications regarding resolutions and decisions of the Board of Directors to the General Director, in the spirit of cooperation and support, facilitating each other's work for the common benefit of the Company.

CHAPTER VIII: PERFORMANCE EVALUATION, REWARD, AND DISCIPLINE FOR MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD OF MANAGEMENT

Article 39. Methods of Performance Evaluation

1. The performance evaluation of members of the Board of Directors and the

Board of Management shall be carried out in accordance with the Company's regulations and one or some or all of the following methods (if any):

- a) Self-assessment;
 - b) Performance evaluation periodically every 06 months;
 - c) Annual performance evaluation conducted at the end of the year;
 - d) Organizing unscheduled surveys and votes of confidence;
 - e) Other methods selected by the Board of Directors at any given time.
2. The Board of Directors will organize the performance evaluation of its members and positions appointed by the Board.
 3. The General Director will conduct the performance evaluation of positions appointed by the General Director.
 4. The evaluation results will be used as information for the emulation and commendation process according to the Company's regulations.

Article 40. Criteria for Performance Evaluation

The criteria for evaluating the performance of members of the Board of Directors and the Board of Management are based on the following:

1. Results of assigned work, including the level of completion, volume, quality, and efficiency of work of the individual, as well as the development and performance results of the unit.
2. Management skills, style, attitude towards work, and the fight against bureaucracy, corruption, and waste.
3. Solidarity and coordination within the unit, among units, and the level of credibility with employees.
4. Spirit of learning to improve qualifications, honesty, and receptiveness in work, sense of organization, discipline, and responsibility in assigned tasks and the position being held.
5. Ethical qualities, lifestyle, awareness, ideology, compliance, and adherence to the Charter, internal regulations of the Company, and the law.
6. Other criteria according to each period.

Article 41. Performance Rating

1. Based on the evaluation results, the rating of members of the Board of Directors and the Board of Management is classified as follows:
 - a) Excellent completion of assigned tasks;
 - b) Good completion of assigned tasks;
 - c) Completion of assigned tasks;
 - d) Failure to complete assigned tasks.

2. Documents evaluating the performance of members of the Board of Directors and the Board of Management must be kept at the Company.

Article 42. Rewards and Discipline

1. Rewards:

- a) Members of the Board of Directors and the Board of Management who have achievements in the administration and management of the Company and other assigned tasks will be considered for rewards by the competent authority in accordance with the current regulations of the Company.
- b) Forms of reward, order, and procedures for rewarding will be implemented according to the Company's Emulation and Reward Regulations at each time.

2. Discipline:

- a) If members the Board of Directors and the Board of Management, during the performance of their assigned tasks, violate legal regulations, the Charter, the General Director fails to implement or improperly implements the resolutions and other authorized issues of the Board of Directors, and other regulations of the Company, they will be subject to disciplinary action depending on the nature, extent, and consequences of the violation, in accordance with the Company's regulations and legal provisions.
- b) The Board of Directors has the authority to decide on disciplinary actions for positions appointed by the Board of Directors. The General Director has the authority to decide on disciplinary actions for positions appointed by the General Director.
- c) Principles of disciplinary action, forms of disciplinary violation handling, order, and procedures for handling disciplinary violations will be implemented according to the internal labor regulations and other relevant regulations of the Company and legal regulations.

CHAPTER IX: IMPLEMENTATION PROVISIONS

Article 43. Effect of implementation

1. If any provision in this Regulation is inconsistent with the provisions of the Charter or legal regulations, the provisions of the Charter and legal regulations shall take precedence.
2. This Regulation has 09 Chapters and 43 Articles, effective from the date it is approved by the General Meeting of Shareholders, and is published on the Company's electronic information page.
3. Amendments, supplements, replacements, cancellations, or abolitions of this Regulation shall be considered, developed, and submitted by the Board of Directors to the General Meeting of Shareholders for approval.

**ON BEHALF OF THE BOARD OF DIRECTORS
PRESIDENT**

PHAM QUOC KHANH

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

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THE REGULATIONS
ON OPERATION OF THE BOARD OF DIRECTORS
CNT GROUP CORPORATION

(Issued attached to Resolution No. 01/NQ-ĐHĐCĐ dated April 28th, 2025)

April, 2025

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REGULATIONS ON OPERATION OF THE BOARD OF DIRECTORS

Pursuant to the Law on Securities dated 2019-11-26;

Pursuant to the Law on Enterprises dated 2020-06-17;

Pursuant to the Government's Decree No. 155/2020/NĐ-CP dated 2020-12-31, detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated 2020-12-31 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated 2020-12-31 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Company Charter of CNT Group Corporation;

Pursuant to the Resolution of the General Meeting of Shareholders No. 01/NQ/DHĐCĐ dated April 28th, 2025.

The Board of Directors promulgates the Regulations on Operation of the Board of Directors of CNT Group Corporation;

The Regulations on Operation of the Board of Directors of CNT Group Corporation includes the following contents:

CHAPTER I GENERAL PROVISIONS

Article 1. Scope of adjustment and subjects of application:

1. Scope of adjustment: the Regulations on Operation of the Board of Directors stipulates the organizational and personnel structure, operating principles, powers, and obligations of the Board of Directors and member the Board of Directors to operate in accordance with the provisions of the Law on Enterprises, Company Charter and other relevant provisions of law.
2. Subjects of application: This Regulation is applied to the Board of Directors, Member of the Board of Directors.

Article 2. Operating principles of the Board of Directors

1. The Board of Directors works on the principle of collectivity. The members of the Board of Directors take individual responsibility for their work and jointly take responsibility before the General Meeting of Shareholders, before the law for the resolutions and decisions of the Board of Directors for the development of the Company.
2. The Board of Directors assigns the General Director to organize and manage the implementation of the resolutions and decisions of the Board of Directors.

CHAPTER II

MEMBERS OF THE BOARD OF DIRECTORS

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

1. Member of the Board of Directors, has all the rights as prescribed by the Law on Securities, relevant laws and the Company's Charter, including the right to be provided with information and documents on the financial situation and business activities of the Company and of the units in the Company.
2. Member of the Board of Directors, has the obligations specified in the Company's Charter and the following obligations:
 - a) Perform their duties honestly and carefully for the best interests of shareholders and the Company;
 - b) Attend all meetings of the Board of Directors and give opinions on the issues raised for discussion;
 - c) Report in a timely and sufficient manner to the Board of Directors regarding remuneration received from subsidiaries, affiliated companies, and other organizations;
 - d) Report to the Board of Directors at the nearest meeting any transactions between the Company, its subsidiaries, other companies in which the Company holds control over 50% or more of the charter capital, and members of the Board of Directors and related parties of those members; transactions between the Company and companies in which a member of the Board of Directors is a founding member or a business manager within the 3 years prior to the transaction;
 - dd) Disclose information when conducting transactions involving the Company's shares in accordance with the law.

3. Independent member the Board of Directors shall prepare an evaluation report on the activities of the Board of Directors.

Article 4. Right to Information of member the Board of Directors

1. Member the Board of Directors has the right to request the General Director, Vice General Director, and other managers in the Company to provide information and documents on the financial situation and business operations of the Company and its units.
2. The requested manager must provide timely, sufficient, and accurate information and documents as requested by member the Board of Directors. The order and procedures for requesting and providing information shall be specified in the company's charter.

Article 5. Term of Office and Number of member the Board of Directors

1. The number of member the Board of Directors is 03.
2. The term of office of member the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member the Board of Directors of a company for no more than 02 consecutive terms.
3. In the event that all member the Board of Directors concurrently end their terms, those members shall continue to be member the Board of Directors until new members are elected to replace them and take over the work, unless otherwise provided in the company's charter.
4. The company's charter shall specifically stipulate the number, rights, obligations, organization, and coordination of activities of independent member the Board of Directors.

Article 6. Standards and Conditions for member the Board of Directors:

1. Member the Board of Directors must meet the following standards and conditions:
 - a) Not be subject to the provisions of Clause 2, Article 17 of the Law on Enterprise;
 - b) Possess professional qualifications and experience in business administration or in the field or industry of the Company's business, and is not necessarily a shareholder of the Company;

- c) Must not concurrently be a member the Board of Directors at more than five (05) other companies.
2. Independent member the Board of Directors must meet the following standards and conditions:
- a) Must not be a person currently working for the company, its Parent company, or its subsidiary; must not be a person who has worked for the company, its Parent company, or its subsidiary for at least 03 consecutive years prior to that;
 - b) Must not be a person currently receiving salaries or remuneration from the company, except for allowances that member the Board of Directors are entitled to under regulations;
 - c) Must not be a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adoptive child, biological sibling is a major shareholder of the company; is a manager of the company or a subsidiary of the company;
 - d) Must not be a person directly or indirectly owning at least 01% of the total number of voting shares of the company;
 - e) Must not be a person who has served as a member the Board of Directors or the Board of Supervisors (if any) of the Company in the 05 consecutive years prior to that, unless reappointed for 02 consecutive terms.
3. An independent member the Board of Directors must notify the Board of Directors that they no longer meet the standards and conditions specified in Clause 2 of this Article and will automatically no longer be an independent member the Board of Directors from the date they no longer meet such standards and conditions. The Board of Directors must notify the case where an independent member the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replace independent member the Board of Directors within 06 months from the date of receiving the notice from the relevant independent member the Board of Directors.

Article 7. President

1. The President is elected, relieved from duty, or dismissed by the Board of Directors from among its members.
2. The President of the Company may not concurrently hold the position of General Director.
3. The President has the following rights and obligations:
 - a) Establishing programs and plans for the activities of the Board of Directors;
 - b) Preparing programs, contents, and documents for meetings; convening, chairing, and presiding over meetings the Board of Directors;
 - c) Organizing the passage of resolutions and decisions the Board of Directors;
 - d) Supervising the organization and implementation of resolutions and decisions the Board of Directors;
 - e) Presiding over the General Meeting of Shareholders;
 - e) Other rights and obligations as prescribed by the Law on Enterprises and the company's charter.
4. In the event that the President has a resignation letter or is dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or being dismissed. In the event that the President is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the President according to the principles specified in the company's charter. In the event that there is no authorized person or the President dies, is missing, is temporarily detained, is serving a prison sentence, is subject to administrative handling measures at a compulsory detoxification center, compulsory education institution, escapes from his/her place of residence, has limited or loses civil act capacity, has difficulties in perception, controlling his/her behavior, is prohibited by the Court from holding positions, from practicing or doing certain work, the remaining members shall elect one person from among themselves to hold the position of President according to the principle of majority of the remaining members agreeing until a new decision of the Board of Directors.
5. When deemed necessary, the Board of Directors shall decide to appoint a company secretary. The company secretary has the following rights and obligations:

- a) Assisting in organizing the convening of the General Meeting of Shareholders, the Board of Directors; recording minutes of meetings;
- b) Assisting member the Board of Directors in exercising their assigned rights and obligations;
- c) Assisting the Board of Directors in applying and implementing corporate governance principles;
- d) Assisting the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with information provision, information disclosure and administrative procedures;
- d) Other rights and obligations as stipulated in the company's charter.

Article 8. Dismissal, Removal, Replacement, and Addition of member the Board of Directors

1. The General Meeting of Shareholders shall dismiss member the Board of Directors in the following cases:
 - a) Not meeting the standards and conditions as prescribed in Article 155 of the Law on Enterprises;
 - b) Having a resignation letter and it is approved;
 - c) Other cases specified in the company's charter.
2. The General Meeting of Shareholders shall remove member the Board of Directors in the following cases:
 - a) Failing to participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
 - b) Other cases specified in the company's charter.
3. When deemed necessary, the General Meeting of Shareholders shall decide to replace member the Board of Directors; dismiss or remove member the Board of Directors in cases other than those specified in Clauses 1 and 2 of this Article.
4. The Board of Directors must convene a General Meeting of Shareholders to elect additional member the Board of Directors in the following cases:

- a) The number of member the Board of Directors is reduced by more than one-third compared to the number specified in the company's charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;
- b) The number of independent member the Board of Directors is reduced, not ensuring the ratio as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;
- c) Except for the cases specified in Points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace member the Board of Directors who have been dismissed or removed at the nearest meeting.

Article 9. Method of electing, dismissing, removing member the Board of Directors

The method of electing, dismissing, and removing member the Board of Directors shall be implemented in accordance with the company's charter, internal regulations on corporate governance, and relevant legal regulations.

Article 10. Notification of election, dismissal, removal of member the Board of Directors

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

- a) Full name, date of birth (day, month, year);
- b) Qualification;
- c) Work experience;
- d) Other management positions (including the position of Board of Directors of other companies);
- d) Related interests with the Company and its Related parties;

- e) Other information (If any) as stipulated in the company's charter;
 - g) Public companies must be responsible for disclosing information about companies in which candidates hold positions as member the Board of Directors, other management positions, and related interests with the candidate's company (if any).
2. The notification of the results of the election, removal, and dismissal of members the Board of Directors shall be carried out in accordance with the guiding regulations on information disclosure.

CHAPTER III

BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, having full power to act in the name of the Company to decide on and exercise the rights and obligations of the company, except for the rights and obligations under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, the company's charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
 - a) Deciding on the company's medium-term development strategy, plans, and annual business plans;
 - b) Recommending the types of shares and the total number of shares authorized for sale of each type;
 - c) Deciding on the sale of unsold shares within the scope of the number of shares authorized for sale of each type; deciding on raising additional capital in other forms;
 - d) Deciding on the selling price of shares and bonds of the Company;
 - đ) Deciding on the repurchase of shares as stipulated in khoản 1 and khoản 2 of Điều 133 of the Law on Enterprise;
 - e) Deciding on investment plans and investment projects within their authority and limits as prescribed by law;
 - g) Deciding on solutions for market development, marketing, and technology;

- h) Approving 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 company's most recent financial statement, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in điểm d khoản 2 Điều 138, khoản 1 and khoản 3 Điều 167 of the Law on Enterprise;
- i) Electing, relieving from duty, and removing the PRESIDENT OF THE BOARD OF DIRECTORS; appointing, relieving from duty, signing contracts with, and terminating contracts with the General Director and other important managers as stipulated by the company's charter; deciding on salaries, remuneration, bonuses, and other benefits of those managers; assigning authorized representatives to participate in the member councils or General Meeting of Shareholders in other companies, deciding on the level of remuneration and other benefits of those people;
- k) Supervising and directing the Director or General Director and other managers in the daily business operations of the Company;
- l) Deciding on the organizational structure, internal management regulations of the Company, deciding on the establishment, [conversion of type](#), dissolution, [temporary suspension of operation](#) of subsidiaries, branches, representative offices and the contribution of capital, purchase of shares of other enterprises;
- m) Approving the program and content of documents serving the General Meeting of Shareholders, convening the General Meeting of Shareholders or taking opinions for the General Meeting of Shareholders to pass resolutions;
- n) Submitting audited annual financial statements to the General Meeting of Shareholders;
- o) Recommending the level of dividends to be paid; deciding on the time limit and procedures for paying dividends or handling losses arising in the course of business;
- p) Recommending the reorganization or dissolution of the Company; requesting bankruptcy of the Company;
- q) Deciding on the issuance of the Board of Directors' Operating Regulations, Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; deciding on the issuance of the Operating Regulations of the Audit

Committee under the Board of Directors, Regulations on Information Disclosure of the Company;

- r) Other rights and obligations as stipulated by the Law on Enterprises, the Law on Securities, other provisions of law, and the company's charter.
3. The Board of Directors shall pass resolutions and decisions by voting at meetings, collecting opinions in writing, or other forms stipulated by the company's charter. Each Member of the Board of Directors has one vote.
4. In the event that resolutions or decisions passed by the Board of Directors are contrary to the provisions of law, resolutions of the General Meeting of Shareholders, or the company's charter, thereby causing damage to the Company, the members who voted in favor of such resolutions or decisions must bear joint individual responsibility for those resolutions or decisions and must compensate the Company for the damage; members who opposed the passage of the aforementioned resolutions or decisions are exempt from liability. In this case, the company's shareholders have the right to request the Court to suspend the implementation or annul the aforementioned resolutions or decisions.

Article 12. Duties and Powers of the Board of Directors in Approving and Signing Contracts and Transactions

1. The Board of Directors approves contracts and transactions with a value of less than 35% or transactions that lead to the total transaction value arising within 12 months from the date of the first transaction with a value of less than 35% of the total asset value recorded on the most recent financial statements or another smaller ratio, value as stipulated in the company's charter between the Company and one of the following entities:
- Member of the Board of Directors, member of the Board of Supervisors, General Director, other managers, and related parties of these subjects;
 - Shareholders, authorized representatives of shareholders owning over 10% of the total ordinary shares of the Company, and their related parties;
 - Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.

2. The Company's representative who signs the contract or transaction must notify the Member of the Board of Directors of the related parties to that contract or transaction and attach a draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notification; members of the Board of Directors who have a related interest in the parties to the contract or transaction shall have no right to vote.

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

1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the cases stipulated in Clause 4 of Article 13 of the Company's Charter.
2. Convening Extraordinary General Meeting of Shareholders
The Board of Directors must convene an extraordinary General Meeting of Shareholders as stipulated in Clause 4 of Article 13 of the Company's Charter.
3. The convener of the General Meeting of Shareholders must perform the following tasks:
 - a) Prepare a list of shareholders entitled to attend the meeting;
 - b) Provide information and resolve complaints related to the list of shareholders;
 - c) Establish the agenda and contents of the meeting;
 - d) Prepare documents for the meeting;
 - đ) Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting; list and detailed information of candidates in the election of Member of the Board of Directors;
 - e) Determine the time and location of the meeting;
 - g) Send meeting invitation notices to each shareholder entitled to attend the meeting as stipulated by the Law on Enterprises;
 - h) Other tasks serving the meeting.

Article 14. Sub-committees assisting the Board of Directors

1. The Board of Directors may establish sub-committees to be in charge of development policies, personnel, remuneration, internal audit, and risk management. The number of members of the sub-committee shall be decided by the Board of Directors, with a minimum of 02 people, including one or more members of the Board of Directors and one or more external members as decided by the Board of Directors. The operation of the sub-committee must comply with the regulations of the Board of Directors. Resolutions of the sub-committee are only valid when a majority of members attend and vote in favor at the sub-committee meeting.
2. The implementation of decisions of the Board of Directors, or of sub-committees under the Board of Directors, must comply with current legal regulations and the provisions of the company's Charter, Internal Regulations on corporate governance.

CHAPTER IV

MEETINGS OF THE Board of Directors

Article 15. Meetings of the Board of Directors:

1. The President of the Board of Directors shall be elected in the first meeting of the Board of Directors within 07 working days from the date of completion of the Board of Directors election. This meeting shall be convened and presided over by the member with the highest number of votes or the highest percentage of votes. In case there are more than one member with the highest and equal number of votes or percentage of votes, the members shall elect by majority rule to select 01 person among them to convene the meeting of the Board of Directors.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
3. The President of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
 - a) There is a request from an independent member the Board of Directors;
 - b) There is a request from the General Director or at least 05 other managers;
 - c) There is a request from at least 02 member the Board of Directors;

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions under the authority of the Board of Directors.
5. The President of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors as requested, the President of the Board of Directors shall be liable for any damages incurred to the Company; the requester has the right to replace the President of the Board of Directors to convene a meeting of the Board of Directors.
6. The President of the Board of Directors or the convener of the Board of Directors meeting must send meeting invitation notices no later than 03 working days before the meeting date. The meeting invitation notice must specify the time and location of the meeting, the agenda, issues for discussion, and decisions. The meeting invitation notice must be accompanied by documents used at the meeting and member voting phiếu. Meeting invitation notices to the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods specified by the company's Charter and ensure delivery to the contact address of each member the Board of Directors registered with the Company.
7. The President of the Board of Directors or the convener shall send meeting invitation notices and accompanying documents to the members of the Board of Supervisors as to the members the Board of Directors.
8. The meeting of the Board of Directors shall be conducted when at least 3/4 of the total number of members attend. In case the meeting convened under the provisions of this clause does not have enough members attending as prescribed, it shall be convened for the second time within 07 days from the date of the first intended meeting. In this case, the meeting can proceed if more than half of the members of the Board of Directors are in attendance.
9. A member of the Board of Directors is considered to be attending and voting at a meeting in the following cases:
 - a) Attending and voting directly at the meeting;

- b) Authorizing another person to attend and vote if approved by a majority of the member the Board of Directors;
 - c) Attending and voting through online conference, electronic voting, or other electronic means;
 - d) Sending a voting ballot to the meeting via mail, fax, or email;
10. In the event of sending a voting ballot to the meeting via mail, the voting ballot must be contained in a sealed envelope and must be delivered to the Chairperson of the Board of Directors no later than 01 hour before the opening. The voting ballot shall only be opened in the presence of all attendees.
11. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by a majority of member the Board of Directors.
12. Resolutions and decisions of the Board of Directors are passed if approved by a majority of the members present; in the event of a tie, the final decision rests with the side holding the opinion of the Chairperson of the Board of Directors.

Article 16. Minutes of Board of Directors meetings:

1. The meetings of the Board of Directors must be minuted and may be audio-recorded, recorded, and stored in other electronic forms. The minutes must be made in Vietnamese and may also be made in a foreign language, including the following main contents:
- a) Name, head office address, enterprise code;
 - b) Time and place of the meeting;
 - c) Purpose, agenda, and contents of the meeting;
 - d) Full name of each member attending the meeting or the authorized attendee and the manner of attendance; full name of members not attending and the reason;
 - dd) Issues discussed and voted on at the meeting;
 - e) Summary of the statements of each member attending the meeting in the order of the meeting's proceedings;
 - g) Voting results, clearly stating the members who approved, disapproved, and had no opinion;

- h) Issues that have been approved and the corresponding approval rate;
 - i) Full name, signature of the Chairperson and the minute taker, unless otherwise provided in clause 2 of this Article.
2. In the event that the Chairperson or the minute taker refuses to sign the meeting minutes, but if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents specified in points a, b, c, d, dd, e, g, and h of clause 1 of this Article, then these minutes shall be valid.
 3. The Chairperson, the minute taker, and those who sign the minutes must be responsible for the truthfulness and accuracy of the contents of the Board of Directors meeting minutes.
 4. The minutes of the Board of Directors meetings and documents used in the meeting must be stored at the Company's head office.
 5. Minutes made in Vietnamese and in a foreign language have the same legal validity. In case of any discrepancy in content between the minutes in Vietnamese and in a foreign language, the content in the Vietnamese minutes shall prevail.

CHAPTER V

REPORTS, DISCLOSURE OF BENEFITS

Article 17. Submission of annual reports

1. At the end of the financial year, the Board of Directors shall submit the following reports to the General Meeting of Shareholders:
 - a) Report on the Company's business results;
 - b) Financial statements;
 - c) Report assessing the management and administration of the Company;
 - d) Report evaluating the activities of the Board of Directors by the independent Member of the Board of Directors.
2. The reports prescribed in Clause 1 of this Article and the audit report must be kept at the Company's head office no later than 10 days before the opening date of the Annual General Meeting of Shareholders, unless the company's charter stipulates a longer period. A shareholder who owns shares of the Company continuously for at

least 01 year has the right to directly review the report specified in this Article, either by himself or together with a lawyer, accountant, or certified auditor.

Article 18. Remuneration, bonuses and other benefits of member the Board of Directors

Remuneration, bonuses and other benefits of member the Board of Directors as prescribed in Article 27 of the Company's Charter.

Article 19. Disclosure of related benefits

1. Member of the Board of Directors of the Company must declare to the company their related benefits, including:
 - a) Name, enterprise code, head office address, line of business of the enterprise in which they own contributed capital or shares; the ratio and time of owning that contributed capital or shares;
 - b) Name, enterprise code, head office address, line of business of the enterprise in which their related parties jointly or separately own contributed capital or shares accounting for over 10% of charter capital.
2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date on which the related benefit arises; amendments and supplements must be notified to the Company within 07 working days from the date of corresponding amendments and supplements.
3. Member of the Board of Directors who, in his/her own name or in the name of another person, performs work in any form within the scope of the Company's business, must explain the nature and content of that work before the Board of Directors and may only be performed with the approval of the majority of the remaining members of the Board of Directors; If it is carried out without declaration or without the approval of the Board of Directors, all income derived from that activity belongs to the Company.

CHAPTER VI

RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 20. Relationship between Member of the Board of Directors

1. The relationship between Member of the Board of Directors is a cooperative relationship, and Member of the Board of Directors are responsible for supporting each other with information on related issues in the process of handling assigned work;
2. In the process of handling work, the Member of the Board of Directors assigned to be primarily responsible must actively coordinate the handling, if there are issues related to the field in charge of other member the Board of Directors. In case the members have different opinions, the member in charge shall report to the President of the Board of Directors for consideration and decision according to their authority or organize a meeting to gather opinions from the members in accordance with the law, the company's charter and this Regulation.
3. In the event of a reassignment of work among member the Board of Directors, the member the Board of Directors must hand over the work and related documents. This handover must be documented in writing and reported to the President of the Board regarding the handover.

Article 21. Relationship with the Executive Board

In its governance role, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. Simultaneously, the Board of Directors shall inspect and supervise the implementation of the resolutions.

Article 22. Relationship with the Audit Committee

1. The Relationship between the Board of Directors and the Audit Committee is a cooperative Relationship. The working Relationship between the Board of Directors and the Audit Committee operates on the principles of equality and independence, while closely coordinating and supporting each other in the performance of their duties.
2. Upon receiving inspection minutes or summary reports from the Audit Committee, the Board of Directors is responsible for studying and directing relevant departments to develop plans and implement timely rectification measures.

CHAPTER VII IMPLEMENTATION PROVISIONS

Article 23. Effect of implementation:

The Regulations on Operation of the Board of Directors of CNT Group Corporation includes 07 chapters, 23 articles and takes effect from [April 28th, 2025](#).

**ON BEHALF OF THE BOARD OF DIRECTORS
PRESIDENT**

PHAM QUOC KHANH

PROPOSAL

**Re: Dismissal of the Independent member of the Board of Directors
in the term 2021-2026**

To: The 2025 Annual General Meeting of Shareholders of CNT Group Corporation

Pursuant to the Law on Enterprise No. 59/2020/QH14 dated June 17th, 2020;

Pursuant to the Law on Securities 2019 No. 54/2019/QH14 dated November 26th, 2019

The Charter of CNT Group Corporation.

Based on the resignation letter of Mr. Ly Chi Tung dated December 31st, 2024;

Based on the actual situation.

On December 31st, 2024, Mr. Ly Chi Tung submitted his resignation letter as the independent member of the Board of Directors (the BOD) of CNT Group Corporation, his resignation shall take effect from the date it is approved by the 2025 Annual General Meeting of Shareholders (the 2025 AGM of Shareholders).

To accommodate Mr. Ly Chi Tung's request, the BOD respectfully submit the 2025 AGM of Shareholders to approve the dismissal of Mr. Ly Chi Tung from the position as an independent member of the BOD.

After the resignation letter is approved, the BOD of CNT Group Corporation in the term 2021-2026 shall have 3 members, which ensures the required number of the BOD members under the company charter and law in Vietnam.

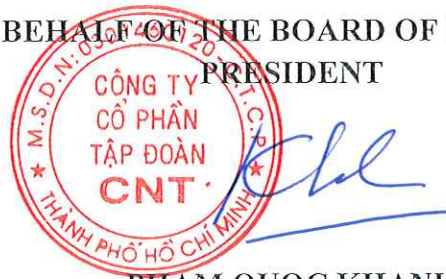
Respectfully submit to the General Meeting of Shareholders of the Group for consideration and approval./.

Recipients:

- As above;
- Archive in office, the BOD.

ON BEHALF OF THE BOARD OF DIRECTORS

PRESIDENT



PHAM QUOC KHANH

ĐƠN XIN TỪ NHIỆM

Kính gửi: - ĐẠI HỘI ĐỒNG CỔ ĐÔNG CÔNG TY CỔ PHẦN TẬP ĐOÀN CNT;
- HỘI ĐỒNG QUẢN TRỊ CÔNG TY CP TẬP ĐOÀN CNT

Tôi tên là: Lý Chí Tùng Sinh ngày: 07/10/1962

CCCD số: 001062018427 cấp ngày 10/07/2021 tại Cục CS QLHC về TTXH

Chức vụ hiện tại: Thành viên độc lập Hội đồng quản trị Công ty Cổ phần Tập đoàn CNT.

Trong suốt thời gian là Thành viên độc lập HĐQT Công ty Cổ phần Tập đoàn CNT, tôi luôn cố gắng hoàn thành tốt mọi công việc và trách nhiệm với cương vị được giao phó.

Nay vì lý do cá nhân, nay tôi làm đơn này gửi đến Hội đồng quản trị, Đại hội đồng cổ đông Công ty Cổ phần Tập đoàn CNT xem xét chấp thuận cho tôi từ nhiệm chức danh Thành viên độc lập Hội đồng quản trị Công ty Cổ phần Tập đoàn CNT.

Kể từ ngày 01/01/2025, tôi cam kết không tham gia vào tất cả cuộc họp HĐQT và từ chối có ý kiến với mọi vấn đề cần biểu quyết trực tiếp/lấy ý kiến bằng văn bản; không nhận bất kỳ thù lao nào liên quan đến tư cách thành viên HĐQT; không can thiệp hoặc có bất kỳ ảnh hưởng nào đối với hoạt động quản lý, điều hành hay bất kỳ quyết định nào của Công ty.

Kính mong Hội đồng quản trị, Đại hội đồng cổ đông Công ty Cổ phần Tập đoàn CNT xem xét và chấp thuận. Tôi xin chân thành cảm ơn Quý vị đã tin tưởng, đồng viên và đồng hành cùng với tôi trong thời gian vừa qua.

Trân trọng./.

TP. Hồ Chí Minh, ngày 31 tháng 12 năm 2024

NGƯỜI LÀM ĐƠN



LÝ CHÍ TÙNG

**CNT GROUP CORPORATION**

Address: 9-19 (2nd floor) Ho Tung Mau Street, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City.

Phone: 028.3829 5488 – 028 3821 3189 – 028 3829 5604

Website: cnt.com.vn **Email:** cnt@cnt.com.vn

AGENDA

The 2025 Annual General Meeting of Shareholders

Time: Monday, April 28th, 2025 (From 08:00 AM to 11:20 AM)

Venue: Ho Chi Minh Museum – Ho Chi Minh City Branch
01 Nguyen Tat Thanh Street, Ward 12, District 4, Ho Chi Minh City

NO	TIME	AGENDA
PART I: WELCOMING		
1	08h00- 08h30	Welcoming. Verifying shareholders' attendance, counting the number of shareholders Shareholders receive documents, voting card and voting paper.
PART II: OPENING PROCEDURES		
2	08h30-08h40	Opening speech, introducing attendees.
		Reporting on Shareholder attendance verification for the General Meeting. Introducing and approval of the Meeting Chair, Secretariat and Vote Counting Committee.
3	08h40-08h50	Presenting and voting on the General Meeting Agenda and Regulations on working and voting procedures at the General Meeting.
PART III: GENERAL MEETING AGENDA		
4	08h50-09h00	Report on activities of the Boards of Directors in 2024 and orienting activities in 2025;
5	09h00-09h10	Report on business performance 2024 and business plan for 2025.
6	09h10-09h15	Report on activities of the Audit Committee in 2025 and orienting activities in 2025.
7	09h15-09h20	Proposal on approval of Audited Financial Statements of 2024.
8	09h20-09h25	Proposal on reporting on remuneration for the BOD in 2024 and plan for 2025.
9	09h25-09h35	Proposal on profit distribution for 2024 and profit distribution for 2025.
10	09h35-09h40	Proposal on dividend payment for 2024.
11	09h45-09h50	Proposal on selection of audit firm for Financial Statements of 2025.
12	09h50-09h55	Proposal on transfer of stock transaction registration from UPCOM (HNX) exchange to stock listing on the HCMC Stock Exchange. Ho Chi Minh (HOSE).
13	09h55-10h00	Report on the change of several business lines.
14	10h00-10h05	Proposal on adjustment of the Company's Charter, the Internal Regulations on Corporate Governance, the Regulations on Operation of the Board of

NO	TIME	AGENDA
		Directors.
15	10h05-10h10	Proposal on dismissal of the independent member of BOD in the term 2021-2026
PART IV: DISCUSSING AND VOTING		
16	10h10-10h30	The General Meeting discuss on the Reports and Proposals.
17	10h30-10h35	The General Meeting voting on the Reports and Proposals.
18	10h35-11h00	Teabreak. Conducting the vote counting.
19	11h10-11h15	Approval of the voting results.
PART V: CONCLUSION		
20	11h15-11h20	Approval of the Meeting Minute and Resolution of the General Meeting of Shareholders.
21	11h20	Closing remarks and adjournment of the General Meeting of Shareholders.

Ho Chi Minh City, April 07th, 2025

WORKING AND VOTING REGULATIONS FOR THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF CNT GROUP CORPORATION

To facilitate and comply with the organization of the annual General Meeting of Shareholders of the CNT Group Corporation (CNT Group), the Board of Directors (the BOD) shall submit to the 2025 General Meeting of Shareholders (AGMS) the following Working and Voting Regulations:

Article 1: General rules:

This regulation stipulates the rights and obligations of shareholders or their authorized representatives; the obligations of people who attend the 2025 AGMS; and the procedures for conducting the meeting, voting at the 2025 AGMS of CNT Group in an effectively way.

Article 2: Purposes:

This regulation is to ensure that the 2025 AGMS is conducted in accordance with the procedures and procedures stipulated in the laws, ordinances and regulations on internal management of the company; to ensure shareholders exercise their legitimate rights and interests at the 2025 AGMS and to ensure that the agenda shall be conducted completely.

Article 3: AGMS agenda

- The 2025 AGMS agenda shall be published on the website of CNT Group.
- Shareholders or groups of shareholders who hold 5% or more of their ordinary shares are entitled to recommend matters to be included in the agenda of the AGMS. Recommendations must be made in writing and sent to the Company at least three (3) working days prior to the opening date of the AGMS. The recommendation must include the surname and name of the shareholder, the quantity and type of the shareholder he or she holds, and the contents of the recommendation to be included in the meeting agenda.
- The BOD accept and include these proposals in the proposed agenda, the contents of the meeting, except that the proposals were sent in an untimely or inadequate manner, which was not subject to the decision of the AGMS.
- The agenda and contents of the AGMS must be approved at the opening session of the AGMS.

Article 4: Obligations of the attendees at the AGMS.

Attendees must comply with the following regulations when attending the AGMS:

1. Polite and suitable outfit;
2. Present all identification documents, invitation letter and documents relating to verification of the qualifications of delegates at the reception desk;
3. Keep order and serious during meeting hours;
4. No smoking in the meeting room; Do not engage in private conversations, do not use mobile phones during the meeting.



5. Communication is smooth, friendly, not leaving in the middle of the meeting without the consent of the Chairman;
6. Sit in the correct position and area specified strictly comply with the arrangement of the meeting;
7. Comply with the management of the chairperson, only with the consent of the Chairperson.

CHARTER I

ORGANIZATION OF THE MEETING

Article 5: The Presidium and the Responsibilities of the Chairperson

The Presidium includes: Presidents of the BOD shall be the Chairperson, the other members of BOD introduced by the Chairperson.

The Presidium shall work in accordance with the principles of democracy and shall comply with the laws, ordinances and internal regulations of the company CNT Group.

Responsibility of the Presidium:

1. Govern the meeting in accordance with the agenda and regulations approved by the AGMS.
2. Guide Delegates in discussing and voting on the items of the AGMS agenda and others issues during the AGMS.
3. Adjourn the AGMS to a different time and at a location in case an individual/organization participating in the meeting acts of obstruction, order in danger of insecurity, and cause the meeting to not proceed in a fair and legal manner.
4. Respond to the matters requested by the GMS in accordance with the Regulation.
5. Solve the matters that arise during the AGMS (if any).

Article 6: Secretariat

1. Secretariat is an individual that assists the Presidium and shall be appointed by the Chairperson and be approved by the AGMS.
2. The Secretariat is responsible for:
 - Recording thoroughly and accurately the entire proceedings of the AGMS, including pending issues at the AGMS; to receive shareholder comments; to draft the minute of the General Meeting of Shareholders and resolutions on issues approved at the AGMS.
 - Assisting the Presidium to state the documents, resolutions or announcements to shareholders if requested.
 - Being responsible to the Presidium and the AGMS for her/his duties.

Article 7. The Delegate Eligibility Verification Committee

The Delegate Eligibility Verification Committee consists of 03-05 people appointed by the Presidium and shall be responsible for:

1. Verifying shareholders' attendance;
2. Distributing the document and voting card, voting paper to shareholders before the opening time;
3. Reporting on Shareholder attendance verification to the AGMS and conditions for conducting for the General Meeting.

Article 8: Vote Counting Committee

The Vote Counting Committee shall be approved by the AGMS and be responsible for:

- Disseminating instructions on the regulations and rules related to voting at the AGMS;

- Reviewing and reporting to the General Assembly on cases of violation of voting rules;
- To organizing the distribution, collection and counting of votes;
- Inspecting and supervising of voting by shareholders and representatives of shareholders;
- Determining of shareholder voting results and issues of approval at the General Meeting and publicizing the voting results;
- Handing over the results of the vote to the Presidium or the Secretariat of the AGMS.

CHARTER II

DISCUSSION, VOTING AND RESOLUTION THE THE AGMS

Article 9. Discussion at the AGMS

- When discussing matters on the Meeting Agenda, Delegates must comply with the following regulations:

1. Shareholders attending the AGMS must obtain the consent of the Presidium when they want to state their opinions.
2. Shareholders speak directly and focus on the point of the issues. Discussions are only conducted within the specified time and within the scope of the matters presented in the approved Agenda, the content shall not violate the law, not involve personal matters, and not exceed the corporate authority.
3. Shareholders' opinions shall be arranged in order and only take place at discussion time of the AGMS. In case of duplicate opinions, the Presidium shall select and answer jointly to shareholders. The Presidium or appointed members of the Company's Board of Managements shall respond to the opinions in turn.

Article 10: Voting at the AGMS.

Each attendee is given one (01) Voting card and one (01) Voting paper. In each Voting card or Voting paper, there is the information of shareholders' code, name and total number of shares owned and authorized. In the Voting paper, there are all contents presented at the AGMS

A. Instruction to use the **VOTING CARD:**

I. VOTING CARD is used to approve general issues in the meeting including: **Working and Voting Regulations, Secretariat, Vote Counting Committee, AGMS Agenda, Resolution and Minute of the AGMS** in public and directly;

1. Attendees vote by raising the Voting card up high when asked for approval. The Vote Counting Committee count the number of Voting Cards in turn of Agree, Disagree, Abstain.
2. Each attendee has a total number of shares owned and authorized (if any).
3. Issues requiring a vote at the Meeting are approved when over 65% of the total voting rights of the shareholders present and voting at the Meeting consent.

A. Instruction to use the **VOTING PAPER:**

II. VOTING PAPERS are used to approve Reports and Proposals at the meeting including:

1. Report on activities of the Boards of Directors in 2024 and orienting activities in 2025;
2. Report on business performance 2024 and business plan for 2025.
3. Report on activities of the Audit Committee in 2025 and orienting activities in 2025.
4. Proposal on approval of Audited Financial Statements of 2024.
5. Proposal on reporting on remuneration for the BOD in 2024 and plan for 2025.

6. Proposal on profit distribution for 2024 and profit distribution plan for 2024.
7. Proposal on dividend payment for 2024.
8. Proposal on selection of audit firm for Financial Statements of 2025.
9. Proposal transfer of stock transaction registration from UPCOM (HNX) exchange to stock listing on the HCMC Stock Exchange. Ho Chi Minh (HOSE).
10. Report on the the change of several business lines.
11. Proposal on adjustment of the Company's Charter, the Internal Regulations on Corporate Governance, the Regulations on Operation of the Board of Directors.
12. Proposal on dismissal of the independent member of BOD in the term 2021-2026.
13. Other contents under the authority of the AGMS (if any).

- Shareholders mark (x) or (v) in one of three options: *"Agree"*, *"Disagree"* or *"Abstain"* each content in the Voting Paper. Vote Counting Committee count the number of Voting Card of Agree, Disagree, Abstain and announce the results at the meeting;

- Each attendee has total number of shares owned and authorized (if any);
- The following votes are considered invalid:
 - + Voting Paper is not issued by CNT Group (not in the prescribed form, without the stamp of CNT Group).
 - + Voting Paper without signature of shareholder /shareholder representative.
 - + Voting Paper being erased or added extra contents not requested by the Chairman of the Meeting.
 - + Mark more than 01 column in a section.
- In case there is an opinion about the voting result, the Chairman shall consider and resolve it at the meeting.

Article 11. Minutes and Resolution of the General Meeting

The contents of the meeting must be recorded in the Minutes of the AGMS by the Secretariat. The results of all content must be recorded in the Resolution of the AGMS. The Resolution and Minutes of the AGMS must be read and approved before the end of the meeting.

Here are all the Regulations on working and voting at the 2025 Annual General Meeting of Shareholders.

Respectfully submit to the General Meeting of Shareholders of the Group for consideration and approval.

Recipients:

- 2025 AGMS;
- Archive in office, the BOD.

ON BEHALF BOARD OF DIRECTORS
PRESIDENT



PHAM QUOC KHANH

No: 01/BBKP-CNT

*Ho Chi Minh City, April 28th, 2025***VOTE COUNTING MINUTES**

Today, at 11:15 AM, April 28th, 2025 at Ho Chi Minh Museum – Ho Chi Minh City Branch, 01 Nguyen Tat Thanh Street, Ward 12, District 4, Ho Chi Minh City.

The Vote Counting Committee undertake the voting results of the contents at the 2025 Annual General Meeting of Shareholders of CNT Group with following details:

I. Vote Counting Committee:

- | | |
|-------------------------------|---------------------|
| 1. Mr. Nguyen Huy Vu | - Head of Committee |
| 2. Ms. Nguyen Thi Tuyet Trinh | - Member |
| 3. Mr. Danh Ut | - Member |
| 4. Mr. Lam Hoang Thanh | - Member |
| 5. Ms. Nguyen Thi My Chi | - Member |

II. Voting contents:

At the time of voting, the turnouts comprised of: 58 participants (in person and authorized), representing 47.126.951 voting shares, accounting for 93,51924% of the total number of voting shares of shareholders of the company.

- Total ballots issued: 58; representing 47.126.951 voting shares, accounting for 100% of the total number of voting shares of attending shareholders.

- Total ballots collected: 55; representing 47.126.937 voting shares, accounting for 99,99997% of the total number of voting shares of attending shareholders.

- Total ballots collected: 3; representing 14 voting shares, accounting for 0,00003% of the total number of voting shares of attending shareholders.

- **Voting method:** Voting by ballot.

- **Voting result:**



No .	Content	Total number of voting shares	Valid voting shares	Valid voting shares	Approve		Disapprove		Abstention	
					Number of voting shares	Ratio %	Number of voting shares	Ratio %	Number of voting shares	Ratio %
1	Report on activities of the Boards of Directors in 2024 and orienting activities in 2025.	47.126.951	47.126.936	1	47.126.936	99,99997%	0	0,00000%	0	0,00000%
2	Report of Production-business activities results and Orientation for 2025.	47.126.951	47.126.936	1	47.126.936	99,99997%	0	0,00000%	0	0,00000%
3	Report on activities of the Audit Committee in 2025 and orienting activities in 2025.	47.126.951	47.126.936	1	47.126.936	99,99997%	0	0,00000%	0	0,00000%
4	Proposal on approval of Audited Financial Statements of 2024.	47.126.951	47.126.936	1	47.116.856	99,97858%	0	0,00000%	10.080	0,02139%
5	Proposal on reporting on remuneration for the BOD in 2024 and plan for 2025.	47.126.951	47.126.936	1	47.126.936	99,99997%	0	0,00000%	0	0,00000%

No	Content	Total number of voting shares	Valid voting shares	Valid voting shares	Approve		Disapprove		Abstention	
					Number of voting shares	Ratio %	Number of voting shares	Ratio %	Number of voting shares	Ratio %
6	Proposal on profit distribution for 2024 and the plan for profit distribution in 2025.	47.126.951	47.126.936	1	47.116.856	99,97858%	0	0,00000%	10.080	0,02139%
7	Proposal on approving the plan to issue shares to pay dividends for the year 2024.	47.126.951	47.126.936	1	47.116.856	99,97858%	0	0,00000%	10.080	0,02139%
8	Proposal on selection of audit firm for Financial Statements of 2025.	47.126.951	47.126.936	1	47.116.856	99,97858%	0	0,00000%	10.080	0,02139%
9	Proposal on transfer of stock transaction registration from UPCOM (HNX) exchange to stock listing on the HCMC Stock Exchange. Ho Chi Minh (HOSE).	47.126.951	47.126.936	1	47.126.936	99,99997%	0	0,00000%	0	0,00000%

No	Content	Total number of voting shares	Valid voting shares	Valid voting shares	Approve		Disapprove		Abstention	
					Number of voting shares	Ratio %	Number of voting shares	Ratio %	Number of voting shares	Ratio %
10	Report on the Change of Several Business Lines.	47.126.951	47.126.936	1	47.126.936	99,99997%	0	0,00000%	0	0,00000%
11	Proposal on amendments and supplements to the Company's Charter, the Internal Regulations on Corporate Governance, the Regulations on Operation of the Board of Directors of CNT Group Corporation.	47.126.951	47.126.936	1	47.116.856	99,97858%	0	0,00000%	10.080	0,02139%
12	Proposal on dismissal of the independent member of BOD in the term 2021-2026	47.126.951	47.126.936	1	47.116.856	99,97858%	0	0,00000%	10.080	0,02139%

The voting results are:

No.	Approved contents	Approval rate
1	Report on activities of the Boards of Directors in 2024 and orienting activities in 2025.	99,99997%
2	Report of Production-business activities results and Orientation for 2025.	99,99997%
3	Report on activities of the Audit Committee in 2025 and orienting activities in 2025.	99,99997%
4	Proposal on approval of Audited Financial Statements of 2024.	99,97858%
5	Proposal on reporting on remuneration for the BOD in 2024 and plan for 2025.	99,99997%
6	Proposal on profit distribution for 2024 and the plan for profit distribution in 2025.	99,97858%
7	Proposal on approving the plan to issue shares to pay dividends for the year 2024.	99,97858%
8	Proposal on selection of audit firm for Financial Statements of 2025.	99,97858%
9	Proposal on transfer of stock transaction registration from UPCOM (HNX) exchange to stock listing on the HCMC Stock Exchange. Ho Chi Minh (HOSE).	99,99997%
10	Report on the Change of Several Business Lines.	99,99997%
11	Proposal on amendments and supplements to the Company's Charter, the Internal Regulations on Corporate Governance, the Regulations on Operation of the Board of Directors of CNT Group Corporation.	99,97858%
12	Proposal on dismissal of the independent member of BOD in the term 2021-2026	99,97858%

The ballot counting minutes were completed at 11:15 AM on the same day, signed by all the members of the Vote Counting Committee. This voting record was published at the annual General Meeting of Shareholders in 2025.

The Vote Counting Committee shall hand over the Voting Minutes and all votes to the Board of Directors of CNT Group Corporation. ✓

**VOTE COUNTING COMMITTEE
HEAD OF COMMITTEE**



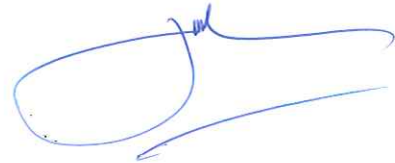
Nguyen Huy Vu

MEMBER



Nguyen Thi Tuyet Trinh

MEMBER



Danh Ut

MEMBER



Nguyen Thi My Chi

MEMBER



Lam Hoang Thanh



CNT GROUP CORPORATION

2025 ANNUAL GENERAL MEETING OF SHAREHOLDER

VOTING CARD

Full name of shareholder:(No:)

Full name of shareholder representative:

Number of shares owned: votes

Number of shares authorized: votes

Total number of shares owned and authorized: votes



CNT GROUP CORPORATION

2025 ANNUAL GENERAL MEETING OF SHAREHOLDER

VOTING CARD

Full name of shareholder:(No:.....)

Full name of shareholder representative:

Number of shares owned: votes

Number of shares authorized: votes

Total number of shares owned and authorized: votes



CNT GROUP CORPORATION
2025 ANNUAL GENERAL MEETING OF SHAREHOLDER

VOTING PAPER

Shareholder's code:.....

Full name of shareholder:.....

Full name of authorized party:.....

Number of Shares Owned and Authorized:.....

STT	Section	Agree	Disagree	Abstain
01	Section 1: Report on activities of the Boards of Directors in 2024 and orienting activities in 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
02	Section 2: Report on business performance 2024 and business plan for 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
03	Section 3: Report on activities of the Audit Committee in 2025 and orienting activities in 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
04	Section 4: Proposal on approval of Audited Financial Statements of 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
05	Section 5: Proposal on reporting on remuneration for the BOD in 2024 and plan for 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
06	Section 6: Proposal on profit distribution for 2024 and profit distribution plan for 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
07	Section 7: Proposal on dividend payment for 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
08	Section 8: Proposal on selection of audit firm for Financial Statements of 2025.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
09	Section 09: Proposal transfer of stock transaction registration from UPCOM (HNX) exchange to stock listing on the HCMC Stock Exchange Ho Chi Minh (HOSE).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Section 10: Report on the change of several business lines.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	Section 11: Proposal on adjustment of the Company's Charter, the Internal Regulations on Corporate Governance, the Regulations on Operation of the Board of Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12	Section 12: Proposal on dismissal of the independent member of BOD in the term 2021-2026.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Ho Chi Minh City, April 28th, 2025
SHAREHOLDER OR AUTHORIZED PARTY
(Sign, state full name)

Notes:

- Mark (x) or (v) in the one of three column corresponding to each content in the Voting Paper.
- This vote is only valid at the Annual General Meeting of Shareholders 2025 of CNT Group Corporation.
- The following votes are considered invalid:
 - + Voting Paper is not issued by CNT Group (not in the prescribed form, without the stamp of CNT Group).
 - + Voting Paper without signature of shareholder /shareholder representative.
 - + Voting Paper being erased or added extra contents not requested by the Chairman of the Meeting.
 - + Mark more than 01 column in a section.
 - + Other information in accordance with Regulations on working and voting at the GMS.



CNT GROUP CORPORATION
2025 ANNUAL GENERAL MEETING OF SHAREHOLDER

QUESTION CARD

Shareholder's name:

Authorized party (if any):.....

ID Card/Passport/Business Registration Number:

Question/comment:

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.....

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CNT GROUP CORPORATION
2025 ANNUAL GENERAL MEETING OF SHAREHOLDER

QUESTION CARD

Shareholder's name:

Authorized party (if any):.....

ID Card/Passport/Business Registration Number:

Question/comment:

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