

## **REPORT OF BOARD OF DIRECTORS**

*To: 2025 Annual General Meeting of Shareholders of  
TNG Investment and Trading Joint Stock Company*

### **LEGAL BASIS**

- Pursuant to Decree No. 155/2020/ND CP dated 31/12/2020;
- Pursuant to Law on Enterprises 2020.
- Pursuant to the Charter of TNG Investment and Trading Joint Stock Company;
- Pursuant to the internal management regulations of TNG Investment and Trading Joint Stock Company
- Pursuant to the situation of production and business activities of the Company.

### **I. ASSESSMENT OF THE IMPLEMENTATION OF THE RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS IN 2024**

- In 2024, TNG will achieve total revenue of VND 7,656 billion, equivalent to 97% of the plan assigned by the General Meeting of Shareholders in 2024 and a growth of 7.86% compared to 2023.
  - Profit after tax in 2024 will reach VND 314.82 billion, reaching 101.6% of the plan assigned by the General Meeting of Shareholders in 2024, an increase of VND 92 billion or 41.58% compared to 2023.
  - Dividend payment in 2023 of 16% of Charter Capital, of which 8% is in cash and 8% is in shares.
  - Remuneration for the Board of Directors in 2024 is 2.4% Profit after tax in 2024
  - Selection of DELOITTE VIET NAM Auditing Co., Ltd. as the auditor of the Company's 2024 financial statements.
  - Issued shares to pay dividends in 2023 with the number of issued shares is: 9,078,204 shares approved in Official Letter No. 4690/UBCK-QLCB dated 26/07/2024 of the SSC.
  - Elected additional members of the Board of Directors for the term 2024-2029.
  - Amended and supplemented the Company's charter: The Company's Charter was amended for the 36th time.
- Change of business line: Implemented.
- Successfully issued bonds to the public. The bonds issued in 2024 have not been listed.

## II. REPORT ACCORDING TO DECREE 155, COMPANY CHARTER/ LAW ON ENTERPRISES 2023

### 1. Remuneration, operating expenses and other benefits of the Board of Directors as prescribed in Article 280 of Decree 155, the Law on Enterprises and the company's Charter in 2024;

The total remuneration for the Board of Directors is VND 7,555,780,996 for 2024, accounting for 2.4% of profit after tax.

The Board of Directors has members who concurrently hold positions in the Board of Management, so in addition to remuneration, these members receive salaries according to each position.

Incomes include salaries and remunerations of the General Director and members of the Board of Directors in the year as follows:

STT	Full name	Duty	Salary and remuneration - VND
1	Mr. Nguyen Van Thoi	Chairman of the Board of Directors	3.035.179.800
2	Mr. Nguyen Duc Manh	General Director and Member of the Board of Directors	3.632.486.200
3	Ms. Doan Thi Thu	Deputy General Director and Member of the Board of Directors	2.004.573.700
4	Ms. Luong Thi Thuy Ha	Vice Chairman of the Board of Directors Deputy General Director	1.849.389.600
5	Mr. Nguyen Manh Linh	Board Member (appointed April 21, 2024)	180.000.000
6	Mr. Nguyen Hoang Giang	Independent Member of the Board of Directors	180.000.000
7	Ms. Ha Thi Tuyet	Independent member of the Board of Directors (appointed April 21, 2024)	120.000.000
<b>TOTAL INCOME</b>			<b>11.001.629.300</b>

The income of the members of the Board of Directors and the General Director are presented in the audited 2024 Financial Statements.

### 2. To summarize meetings of the Board of Directors and decisions of the Board of Directors;

#### 2.1 Information about members of the Board of Directors (BOD):

Before the 2024 Annual General Meeting of

Shareholders

TT	Member of the Board of Directors	Duty	Number of shares owned	Proportion
1	Mr. Nguyen Van Thoi	Chairman of the Board of Directors	21.031.410	18,53%



2	Mr. Nguyen Duc Manh	Member of the Board of Directors	9.097.465	8,01%
3	Ms. Luong Thi Thuy Ha	Vice Chairman of the Board of Directors	748.881	0,66%
4	Mr. Nguyen Manh Linh	Member of the Board of Directors	1.517.812	1,34%
5	Mr. Nguyen Hoang Giang	Independent Member of the Board of Directors	0	0,00%

**After the 2024 Annual General Meeting of**

**Shareholders**

TT	Member of the Board of Directors	Duty	Number of shares owned	Proportion
1	Mr. Nguyen Van Thoi	Chairman of the Board of Directors	21.031.410	18,53%
2	Ms. Luong Thi Thuy Ha	Vice Chairman of the Board of Directors	748.881	0,66%
3	Mr. Nguyen Duc Manh	Member of the Board of Directors	9.097.465	8,01%
4	Mr. Nguyen Manh Linh	Member of the Board of Directors	1.517.812	1,34%
5	Mr. Nguyen Hoang Giang	Independent Member of the Board of Directors	-	0,00%
6	Ms. Doan Thi Thu	Member of the Board of Directors	151.255	0,13%
7	Ms. Ha Thi Tuyet	Independent Member of the Board of Directors	-	0,00%



**2.2 Board of Directors meetings:**

TT	Member of the Board of Directors	Number of meetings attended by the Board of Directors	Meeting attendance rate	Reasons for not attending the meeting
1	Mr. Nguyen Van Thoi	29/29	100%	
2	Ms. Luong Thi Thuy Ha	29/29	100%	
3	Mr. Nguyen Duc Manh	29/29	100%	
4	Mr. Nguyen Manh Linh	29/29	100%	
5	Mr. Nguyen Hoang Giang	29/29	100%	
6	Ms. Doan Thi Thu	23/23	100%	
7	Ms. Ha Thi Tuyet	23/23	100%	

**3. Resolutions/Decisions of the Board of Directors (2024):**

TT	Number of Decision Resolutions	Day	Content	Adoption Rate
1	11/NQ-HDQT	08/01/2024	Resolution of the Board of Directors on the payment of dividends for the 2nd phase of 2023 in cash	5/5
2	14/NQ-HDQT	08/01/2024	Resolution of the Board of Directors on the dissolution of Yen Binh TNG Golf Co., Ltd.	5/5
3	60/NQ-HDQT	01/02/2024	Resolution of the Board of Directors on approving the signing of contracts and transactions with related parties	5/5
4	68/NQ-HDQT	20/02/2024	Resolution of the Board of Directors on the organization of the Annual General Meeting of Shareholders in 2024	5/5
5	88/NQ-HDQT	11/03/2024	Resolution of the Board of Directors on changing the person authorized to disclose information	5/5
6	04.03/NQ-HDQT	08/04/2024	Resolution on introducing candidates and approving the list of candidates for additional election of the Board of Directors for the term	5/5
7	1004.01/NQ-HDQT	10/04/2024	Resolution on amending and supplementing Resolution No. 2612/NQ-HDQT dated 26/12/2023 approving the full text of the plan to	5/5
8	1004.02/NQ-HDQT	10/04/2024	Resolution on approving the dossier of registration for public offering of bonds	5/5
9	190/NQ-DHDCĐ	23/04/2024	Resolution of the Annual General Meeting of Shareholders in 2024	5/5
10	195/NQ-HDQT	23/04/2024	Resolution on the establishment of subcommittees under the Board of Directors	7/7
11	199/NQ-HDQT	24/04/2024	Resolution on the implementation of the plan to issue bonds to the public	7/7
12	1106.01/NQ-HDQT	11/06/2024	Resolution on approving the full text of the plan to issue bonds to the public	7/7
13	1106.03/NQ-HDQT	11/06/2024	Resolution on approving the dossier of registration for public offering of bonds	7/7
14	326/NQ-HDQT	12/06/2024	Resolution on the dismissal of the title of Deputy General Director	7/7
15	354/NQ-HDQT	19/06/2024	Resolution on sale/transfer of shares to reduce the ownership rate in Bac Thai Investment and Construction Joint Stock Company	7/7

TT	Number of Decision Resolutions	Day	Content	Adoption Rate
16	356/NQ-HDQT	19/06/2024	Resolution on the selection of an audit unit to review the financial statements for the semi-annual period and the whole year 2024	7/7
17	455/NQ-HDQT	29/07/2024	Resolution on the increase of charter capital and amendment of the Company's Charter for the 37th time	7/7
18	458/NQ-HDQT	30/07/2024	Resolution on approving the signing of the contract for granting credit lines at BIDV – Thai Nguyen Branch	7/7
19	459/NQ-HDQT	30/07/2024	Resolution on approving loans and opening letters of credit at Vietinbank – Thai Nguyen Branch	7/7
20	470/NQ-HDQT	31/07/2024	Resolution on approving the signing of contracts and transactions with related parties – TNG Land Joint Stock Company	7/7
21	482/NQ-HDQT	05/08/2024	Resolution on the advance payment of dividends for the 1st phase of 2024 in cash	7/7
22	1908.01/NQ-HDQT	19/08/2024	Resolution on amendments and supplements to the Board of Directors' Decree No. 1106.01/NQ-HDQT dated 11/06/2024	7/7
23	1908.02/NQ-HDQT	19/08/2024	Resolution on approving the dossier of registration for public offering of bonds	7/7
24	546/NQ-HDQT	26/08/2024	Resolution on the establishment of LAB branch (TNG Testing Center)	7/7
25	552/NQ-HDQT	27/08/2024	Resolution on approving the signing of contracts and transactions with related parties	7/7
26	607/NQ-HDQT	26/09/2024	Resolution on approving the signing of credit contracts, real estate mortgage contracts, mortgage of movable assets and property rights at	7/7
27	632/NQ-HDQT	30/09/2024	Resolution on the termination of the contract in principle for the transfer of the entire NOTM TNG Village project	7/7
28	654/NQ-HDQT	11/10/2024	Resolution on signing a contract for credit extension/limit lending at Vietinbank – Thai Nguyen Branch	7/7
29	668/NQ-HDQT	22/10/2024	Resolution of the Board of Directors on the advance payment of dividends for the 2nd period of 2024 in cash	7/7
30	701/NQ-HDQT	04/11/2024	Resolution of the Board of Directors on approving the loan at the Vietnam-Russia Joint Venture Bank (VRB)	7/7



TT	Number of Decision Resolutions	Day	Content	Adoption Rate
31	720A/NQ-HDQT	15/11/2024	Resolution of the Board of Directors on the development of the Company's development plan and strategy to 2030	7/7
32	720B/NQ-HDQT	15/11/2024	Resolution of the Board of Directors on approving the loan to implement the project and mortgage assets at Joint Stock Bank for Industry	7/7
33	730/NQ-HDQT	26/11/2024	Resolution of the Board of Directors on the results of the bond offering TNGH2428001 to the public	7/7
34	740A/NQ-HDQT	02/12/2024	Resolution of the Board of Directors on approving the transaction between the Company and related persons	7/7
35	740B/NQ-HDQT	02/12/2024	Resolution of the Board of Directors on closing the list of Bond Holders to register securities at VSDC and register for listing on HNX	7/7
36	783/NQ-HDQT	17/12/2024	Resolution of the Board of Directors on capital contribution to the associated company within the scope of capital contribution commitment upon	7/7
37	825A/NQ-HDQT	30/12/2024	Resolution of the Board of Directors on the advance payment of dividends for the 3rd period of 2024 in cash	7/7
38	825B/NQ-HDQT	30/12/2024	Resolution of the Board of Directors on changing the address of Viet Duc garment branch	7/7



**4. To report on transactions between companies, subsidiaries or companies under the control of more than 50% of charter capital with members of the Board of Directors and related persons of such members; transactions between companies in which members of the Board of Directors are founding members or managers of enterprises in the last 03 years prior to the time of transaction.**

These transactions have been announced by the Company in the 2024 Corporate Governance Report made on January 24, 2025 and the audited 2024 financial statements. The content of the transactions is mainly the provision of services, sales, and capital reduction. The transactions have been announced and approved in accordance with the provisions of law and the Company's charter. For details, please refer to the Corporate Governance Report in 2024 and the Audited Financial Statement in 2024.

**5. Evaluation of the role of independent, non-executive board members in 2024**

TT	Name	Areas of responsibility
1	Nguyen Manh Linh Non-executive members of the Board of Directors	Perform the duties of members of the Board of Directors specified in the Charter and Internal Regulations on Corporate Governance;

TT	Name	Areas of responsibility
		Assume the prime responsibility for assisting the Board of Directors in monitoring, supervising and synthesizing the implementation of the following fields: Real estate; invest Other rights and duties as prescribed by law, the Company's Charter and decisions of the Board of Directors.
2	Nguyen Hoang Giang Independent Member of the Board of Directors	Perform the duties of members of the Board of Directors specified in the Charter and Internal Regulations on Corporate governance; Assume the prime responsibility for assisting the Board of Directors in monitoring, supervising and synthesizing the implementation of the following areas: Risk control; internal audit; Other rights and duties as prescribed by law, the Company's Charter and decisions of the Board of Directors.
3	Ha Thi Tuyet Independent Member of the Board of Directors	Perform the duties of members of the Board of Directors specified in the Charter and Internal Regulations on Corporate governance; Assume the prime responsibility for assisting the Board of Directors in monitoring, supervising and synthesizing the implementation of the following areas: Legal, control procedures, Legal. Other rights and duties as prescribed by law, the Company's Charter and decisions of the Board of Directors.

#### 6. Supervision results for the Director (General Director);

##### Evaluating the implementation of the Resolutions of the Board of Directors in 2024 and the production and business plan in 2024:

The Board of Directors directs the Board of Directors to implement the Resolutions of the General Meeting of Shareholders and the Board of Directors, specifically such as: reviewing and implementing the business plan in 2024; prepare a business plan for 2025 to submit to the Annual General Meeting of Shareholders in 2025; continue to update and upgrade the company's governance system to improve labor productivity, control product quality and increase profits; review production conditions such as factories, warehouses, fire protection systems, wastewater treatment systems, etc. ensure that they are renovated and repaired to meet current regulations; pay cash dividends in 2024 to shareholders; direct the implementation of the plan to offer bonds to the public in 2024, strengthen the bond of interest between employees and the Company; using capital mobilized from the issuance of bonds to the public in the year in accordance with regulations; propose a plan to raise capital to increase capital sources for the Company's business activities and other tasks for business development associated with operational safety.

The Company has successfully implemented the plan to issue bonds to the public according to the Certificate of Registration for Public Offering of Bonds No. 162/GCN-UBCK issued by the SSC on October 29, 2024. The amount mobilized from bonds is 400,000,000,000 VND.

On February 17, 2025, the Board of Directors issued Resolution No. 53/NQ-HDQT on changing the plan to use capital obtained from the issuance of bonds to the public with code TNG124027, whereby the Company has changed the plan to use capital in detail as follows:





TT	Supplier Name	Pre-adjusted amount	Amount after adjustment
2.1	YKK VIETNAM CO., LTD – HA NAM BRANCH	51.000.000.000	61.453.803.065
2.2	Viet Han TLP Production & Trading Joint Stock Company	30.000.000.000	30.000.000.000
2.3	Trung Dung Manufacturing and Trading Co., Ltd.	10.000.000.000	12.000.000.000
2.4	Branch of Coats Phong Phu Co., Ltd.	5.000.000.000	5.000.000.000
2.5	Avery Dennison Ris Vietnam Co., Ltd.	5.000.000.000	5.000.000.000
2.6	BUILD - UP VIETNAM CO., LTD BRANCH 2	5.000.000.000	4.409.461.813
2.7	VP BINH MINH JOINT STOCK COMPANY	5.000.000.000	5.000.000.000
2.8	Mainetti (Vietnam) Co., Ltd.	5.000.000.000	5.000.000.000
2.9	Maxim Vietnam Label and Packaging Co., Ltd.	5.000.000.000	3.247.566.485
2.10	Tran Hiep Thanh Textile Joint Stock Company	5.000.000.000	5.000.000.000
2.11	BRANCH OF AVERY DENNISON RIS VIETNAM CO., LTD. IN BAC NINH PROVINCE	5.000.000.000	5.000.000.000
2.12	Dolphin Con Aviation Marine Services Joint Stock Company	5.000.000.000	3.957.827.874
2.13	TQT TEXTILE JOINT STOCK COMPANY	4.000.000.000	4.000.000.000
2.14	Hung Thanh General Production and Trading Co., Ltd.	4.000.000.000	2.578.950.036
2.15	Nexgen Vietnam Packaging Co., Ltd.	4.000.000.000	522.304.704
2.16	Global Textile Joint Stock Company	4.000.000.000	3.992.720.725
2.17	HUNG PHAT HN GARMENT ACCESSORIES MANUFACTURING CO., LTD	3.000.000.000	3.000.000.000
2.18	Vietnam Pahi Co., Ltd.	3.000.000.000	3.000.000.000
2.19	THAI BINH NGUYEN VN CO., LTD	2.000.000.000	2.000.000.000
2.20	TAN HUNG NGOC PRINTING AND EMBROIDERY CO., LTD	2.000.000.000	2.000.000.000
2.21	Viet Phu Co., Ltd.	2.000.000.000	-
2.22	MIZA Joint Stock Company	2.000.000.000	2.000.000.000
2.23	Thai Duong Logistics Co., Ltd.	2.000.000.000	670.933.260
2.24	Binh Minh Maritime Investment and Development Joint Stock Company	2.000.000.000	2.000.000.000
2.25	Thai Nguyen Provincial Post Office	2.000.000.000	1.483.423.985
2.28	NATCO VIETNAM CO., LTD	2.000.000.000	1.683.008.053
2.29	DONG TIEN THINH INVESTMENT AND DEVELOPMENT CO., LTD	1.000.000.000	1.000.000.000
2.30	R-PAC VIETNAM CO., LTD	1.000.000.000	1.000.000.000
<b>Total payment for raw materials and services</b>		<b>176.000.000.000</b>	<b>176.000.000.000</b>

On March 19, 2025, the Board of Directors issued Resolution No. 111/NQ-HDQT on the use of deposit interest obtained from the issuance of bonds TNG124027 to the public. Accordingly, on March 20, 2025, the Company has completed the use of proceeds from the issuance of bonds to the public in accordance with regulations.

## **7. Activities of subcommittees of the Board of Directors:**

### **A, Human Resources Subcommittee - Salary and Bonus**

- Comment on proposals on the appointment of members of the Board of Directors or members of the Board of Directors
- Establish criteria for the qualifications and competencies of members of the Board of Directors or members of the Board of Directors
- Drafting or evaluating draft content on the processes for appointing members of the Board of Directors or members of the Board of Directors
- Direct the preparation and writing of documents on the company's labor regulations
- Perform other tasks related to the company's personnel policy, entrusted by the Board of Directors.

### **B. Subcommittee on Development Policy**

- Identify development strategies, goals and plans, as well as the company's basic performance indicators
- Identify operational priorities
- Develop organizational policies
- Evaluate long-term productivity in company operations

### **C, Subcommittee on Sustainable Development**

- Develop a long-term development plan of the company in the direction of sustainable development
- Inspect and supervise all company activities in terms of production and business activities, finance, human resources, environment, etc. in order to ensure that the company has sustainable production and business activities, finance, sustainable human resources and an improved working environment
- Monitoring and evaluating the preparation of annual Sustainable Business Reports in accordance with GRI standards
- Close to and evaluate the implementation of enterprise assessment according to VCCI's CSI Sustainable Business Index;

### **D. Shareholder Relations Subcommittee:**

- Providing information about the company's operation on the media, in which the main information channel is TNG's official website: [www.tng.vn](http://www.tng.vn). This is an online portal that provides

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the fastest and most complete information about TNG's operation, including some basic contents such as: Monthly/quarterly/annual financial statements; Resolutions of the Board of Directors, General Meeting of Shareholders; Expected investment and annual capital needs.

- Receive and respond to questions and requests for information from investors interested in TNG, and at the same time connect investors and the Board of Directors and the Board of Directors of the company;

- Advising on the organization of the General Meeting of Shareholders in accordance with the provisions of law and the charter;

- Responsible for legal issues related to procedures for issuing securities to increase charter capital, pay bonus shares, pay dividends in shares; advise the Company's leaders to select appropriate consulting units;

#### **E. Audit Committee**

Refer to the report of the Audit Committee

The Board of Directors directly directs the Board of Directors to implement a number of main contents as follows:

- Promulgating undocumented production and business operation processes

- Request the Board of Directors to analyze the report on business results and outstanding points, thereby making recommendations to overcome and implement to ensure the completion of the 2023 revenue and profit plan assigned by the General Meeting of Shareholders.

- Formulate, evaluate and analyze the financial situation and efficiency of production and business activities on a monthly basis and publish the monthly report on production and business results as prescribed;

- Focus on reviewing the business processes being implemented throughout the company, thereby updating, modifying and rewriting business processes to unify and coordinate activities between departments.

### **8. Future plans.**

#### **Strategies and plans**

- Continue to invest in and put into operation the 70-hectare Son Cam industrial cluster.

- Continue to improve Corporate Governance according to ERP technology, digitization on software for control.

- Investing in solar power systems in factories at TNG

- Continue to invest in renovating all TNG factories according to GREEN factory standards and Sustainable Business Development.

- Conducting greenhouse gas inventories

- Continue to invest in the application of new technologies in production and business to improve investment efficiency.

## 9. Production and business plan 2025

### a. Plan:

- Revenue: 8,100 billion VND
- Profit after tax: 340 billion VND

### b. The main solution is to implement

#### *About Corporate Governance*

- Consolidate the internal audit system according to the standards specified in Decree 05/2019/ND-CP dated January 22, 2019 on internal audit activities.

- Operate the risk control and management system, continue to upgrade the ERP enterprise management system.

#### *Production Operations*

- Increase investment in machines and automation systems to help improve labor productivity, towards the application of 4.0 technology

#### *Business and market development*

- Continue to improve and re-evaluate sets of KPIs suitable for the work of each production and business unit, considering this as a control point in many operational links of the risk management system.

- Upgrade and complete the ERP enterprise management software system to meet the changes of the business environment, associated with the development of the strong industrial revolution 4.0.

- Managing all activities associated with assessing the benefits to be achieved as well as costs, risks as well as measures to control risks in the acceptable area.

ON BEHALD OF BOD  
CHAIRMAN



NGUYEN VAN THOI

## **REPORT OF THE BOARD OF GENERAL DIRECTOR**

*To: 2025 Annual General Meeting of Shareholders of  
TNG Investment and Trading Joint Stock Company*

### **1. Legal basis**

- Pursuant to Decree No. 155/2020/ND CP dated 31/12/2020;
- Law on Enterprises 2020.
- Pursuant to the Charter of TNG Investment and Trading Joint Stock Company;
- Pursuant to the internal management regulations of TNG Investment and Trading Joint Stock Company
- Based on the situation of production and business activities of the Company.

### **2. Structure of the Board of General Directors:**

- Nguyen Duc Manh            General Director
- Luong Thi Thuy Ha        Deputy General Director
- Tran Minh Hieu            Deputy General Director
- Doan Thi Thu              Deputy General Director
- Luu Duc Huy                Deputy General Director
- Pham Thanh Tuan         Deputy General Director (Retired on 12/06/2024)
- Nguyen Thi Phuong       Deputy General Director
- Le Xuan Vi                 Deputy General Director
- Tran Thi Thu Ha            Chief Accountant

### **3. Results of production and business activities in 2024:**

#### **3.1 Some indicators of production and business activities in the last 3 years**

<b>QUOTA</b>	<b>YEAR 2022</b>	<b>IN 2023</b>	<b>IN 2024</b>
Total Asset Value	5.291.843.839.200	5.230.414.452.595	5.816.875.229.408
Net sales	6.772.345.206.702	7.095.204.710.246	7.655.752.759.635
Net profit from business activities	372.633.970.045	291.963.176.068	400.866.133.017
Other Holes	-13.838.058.561	-20.897.439.287	- 10.386.808.530
Total accounting profit before tax	358.795.911.484	271.065.736.781	390.479.324.487
Profit after tax	292.996.521.233	219.442.316.421	314.824.208.164
Dividend payout ratio	16%	16%	Expected 20%

#### **3.2 Results of implementation of production and business targets**

STT	QUOTA	Residents	2023	2024	COMPARE %
1	Total export turnover	Million USD	349	353	1,15%
2	Total import turnover	Million USD	144	164	14,12%
3	Total Revenue	Billion VND	7.095	7.656	7,90%
4	Profit before tax	Billion VND	271	390,48	44,09%
5	Profit after tax	Billion VND	219	314,82	43,75%
6	Profit after tax/Revenue	%	3,09%	4,11%	33,08%
7	Remittance to the state budget	Billion VND	95,72	124,86	30,44%
8	Average working average	Person	18.174	19.052	4,83%
9	Number of sewing lines	Lines	322	336	4,35%
10	Printing Line Number	Lines	124	126	1,61%
11	Cotton Line Number	Lines	3	3	0,00%

### 3.3 Financial situation

Unit: billion VND

QUOTA	AT 31/12/2023	DENSITY %	ON 31/12/2024	DENSITY %	INCREASE/ DECREASE (VND)	GROWTH
<b>I. SHORT-TERM ASSETS</b>	<b>2.073</b>	<b>40,27%</b>	<b>2.621</b>	<b>45,06%</b>	<b>548</b>	<b>26,43%</b>
1. Cash and cash equivalents	283	5,50%	445	7,64%	161	56,92%
2. Short-term financial investments	15	0,29%	260	4,47%	245	1633,33%
3. Short-term receivables	745	14,48%	723	12,44%	-22	-2,94%
4. Inventory	888	17,26%	1.068	18,36%	180	20,25%
5. Other short-term assets	141	2,74%	125	2,15%	-16	-11,61%
<b>II. LONG-TERM ASSETS</b>	<b>3.074</b>	<b>59,73%</b>	<b>3.196</b>	<b>54,94%</b>	<b>122</b>	<b>3,96%</b>
1. Long-term receivables	11	0,21%	11	0,18%	0	0,00%
2. Fixed assets	2.193	42,60%	2.117	36,40%	-76	-3,46%
3. Investment real estate	325	6,31%	300	5,16%	-25	-7,63%
4. Long-term unfinished assets	271	5,26%	476	8,18%	205	75,48%
5. Long-term financial investment	140	2,72%	140	2,41%	0	0,00%
6. Other long-term assets	135	2,62%	152	2,62%	18	13,18%
<b>Total assets</b>	<b>5.147</b>	<b>100,00%</b>	<b>5.817</b>	<b>100,00%</b>	<b>669</b>	<b>13,01%</b>
<b>I. LIABILITIES</b>	<b>3.421</b>	<b>66,46%</b>	<b>3.924</b>	<b>67,47%</b>	<b>503</b>	<b>14,71%</b>
1. Short-term debt	2.541	49,37%	2.751	47,29%	210	8,25%
2. Long-term debt	880	17,09%	1.173	20,17%	294	33,37%
<b>II. EQUITY</b>	<b>1.726</b>	<b>33,54%</b>	<b>1.892</b>	<b>32,53%</b>	<b>166</b>	<b>9,62%</b>

QUOTA	AT 31/12/2023	DENSITY %	ON 31/12/2024	DENSITY %	INCREASE/ DECREASE (VND)	GROWTH
1. Owner's contributed capital	1.135	22,05%	1.226	21,08%	91	8,00%
2. Surplus of share capital	41	0,80%	41	0,70%	0	0,00%
3. Other capital of the owner	0	0,00%	0	0,00%	0	0,00%
4. Development Investment Fund	271	5,26%	291	5,00%	20	7,39%
5. Other funds belonging to the owner's equity	102	1,99%	112	1,93%	10	9,78%
6. Undistributed after-tax profits	177	3,44%	222	3,82%	45	25,61%
<b>Total Funding</b>	<b>5.147</b>	<b>100,00%</b>	<b>5.817</b>	<b>113,01%</b>	<b>669</b>	<b>13,01%</b>

#### 4. Analysis of production and business results in 2024:

In 2024, in general, Vietnam's textile and garment industry has recorded positive signals in the context of the global market gradually recovering after a long period of being affected by the economic recession and declining consumer demand. Particularly for TNG Investment and Trading Joint Stock Company, it has had a strong year, explored new opportunities and especially successfully completed the tasks set out by the General Meeting of Shareholders in terms of revenue and profit.

In particular, the main reasons that directly affect production and business activities as well as help TNG achieve positive results in 2024 are:

In the face of the development trend of the garment industry increasingly focusing on factors of green production and green consumption, in addition to focusing on building a system of clear, transparent, and synchronous processes and regulations, TNG has made a strong shift to ESG (Environment - Society - Governance) criteria to ensure that all production activities are aimed at meeting the most important set of criteria for measuring sustainable development.

Throughout the operation, with the strength of maintaining a stable workforce, TNG always meets all customer order schedules. The company also always maintains good policies on salaries, bonuses, and improving the best working environment for employees, especially different from traditional garment enterprises, TNG commits to employees about the policy of ending work at 17:30 every day. does not apply the overtime policy but still ensures a stable income for employees, thanks to which TNG has the trust as well as long-term sustainable cohesion of employees for the Company.

Increase investment in technology, modern machinery and equipment in the garment industry, thereby improving labor productivity and product quality. TNG always strives to bring more value to customers, exceeding customer expectations through practical activities such as: participating in product development, material development, product improvement; strictly manage quality, orders, delivery dates, etc. as a result, even when the economy is difficult, volatile, and orders decrease, customers still prioritize orders for TNG, sticking to TNG.

TNG continues to maintain contracts and orders from large foreign customers thanks to brand reputation and product quality as well as focusing on exploiting new product lines of existing customers. Especially in 2024, TNG will continue to increase exports to the main market in the US and recorded an export rate of 47.13%, an increase of 1.05% compared to 2023, followed by the French market with an export rate of 14.60%. At the same time, TNG also seeks opportunities and strengthens the development of new customers in Russia, Korea, Asian countries, Studioray and Purple door customers (US market).

## **5. Evaluation of activities implemented in 2024**

### **5.1 Production operation**

In 2024, all TNG's factories and garment branches will operate stably and continuously, ensuring jobs for 19,052 employees. Production sales in 2024 will increase by 17% compared to 2023. The product tracing project has been upgraded and widely applied on most factories at TNG to help strictly manage the entire closed production process of products from input materials to finished products.

### **5.2 Research and development**

In 2024, TRE Branch has signed contracts with 5 new customers (including customers outside the textile and garment sector), bringing the total number of customers that TRE provides software solutions to 15 partners and customers with outstanding products: Smart warehouse management. Asset management software, Ai automatic job assignment, Digital office...

August 2024 marks a new beginning when the AGV system - Robot operated by TNG has been put into operation at factories. Notably, the AGV - Robot system has been significantly improved when adding the function of self-operation up and down the elevator, allowing synchronous coordination of many AGVs operating at the same time effectively. At the same time, TNG also researches and manufactures more AGVs - traction robots.

In 2024, marking a pioneer on the journey to find superior and environmentally friendly materials, the birth of Microfiber 0.6D cotton is considered a breakthrough solution, a perfect replacement for traditional feathers. With a microfiber structure, Microfiber 0.6D provides excellent filling, creating a natural, smooth puffing effect without causing heaviness and urgency. At the same time, this is an effective solution to protect the environment, reduce the use of feathers, and contribute to animal conservation.

### **5.3 Human resource development management**

In 2024, in order to improve the efficiency of recruitment, the Company has issued policies to launch recruitment emulation for units such as: bonus policy of VND 1,000,000 for 01 technology worker increased in the month, after the employee is signed a contract.

In 2024, the number of recruits will reach 5,862 people, higher than in 2023, contributing to improving the number of human resources for the Company, ensuring stable production.

TNG is using the Competency Assessment system, applied to professional employees of the Company or higher to assess the ability to meet the job. In 2024, 100% of the Company's blocks,



departments and branches will implement capacity assessment to the level of Professional Staff for over 1,000 people.

The Department of Administrative Organization has advised to promulgate the Training Regulation, especially updated from year to year to be in line with the Company's development orientation. Notably, in 2024, the Department of Administrative Organization has successfully implemented internal training programs, helping to motivate and train skills and orientation for employees.

#### **5.4 Business activities - media marketing**

Transparency is considered one of TNG's top criteria to connect and create trust in shareholders and customers. TNG always ensures the full, accurate and truthful disclosure of information according to regulations on different platforms and websites. On April 29, 2024, TNG was voted "Listed Enterprises with the Most Favorite IR Activities by Investors", according to the results announced at the IR Awards 2024 co-organized by Vietstock, the Vietnam Association of Financial Administrators (VAFE) and Fili Magazine.

In 2024, TNG has successfully approached and developed new customers such as: G-III, Centric. Develop more Softshell product lines for Studio customers. Signed an off-season FOB order with Victory time customers.

Especially in 2024, TNG has met the criteria for implementing 100% bilingual Vietnamese-English disclosure, better meeting the disclosure work according to international standards.

#### **5.5 Capital construction investment activities**

In 2024, TNG has relocated Viet Duc Garment Branch from 160 Minh Cau Street, Phan Dinh Phung Ward, Thai Nguyen City to Son Cam Industrial Park, Son Cam Commune, Phu Luong District, Thai Nguyen City, Thai Nguyen Province. The total investment of Viet Duc factory is up to more than 400 billion.

In order to meet environmental criteria on the journey of sustainable development, in 2024, TNG has upgraded the wastewater treatment plant system of Son Cam Industrial Park to expand the scope of standards for receiving input wastewater. Especially in 2024, TNG has invested in installing an automatic monitoring environment system at all factories.

In 2024, investment in expanding the production system will continue to increase to meet the the best demand for supplying goods for the export market. The total number of sewing lines in 2024 is 336 sewing lines, an increase of 14 sewing lines compared to 322 sewing lines in 2023.

#### **5.6 Corporate Culture Activities**

The Alo 108 program - The voice of TNG employees was born with the concerns, concerns, and desire to contribute to the development of TNG, the desire of TNG employees to complete their daily contracting work well, to have a better income.

The questions and situations raised in the program revolve around daily stories, incidents arising in the production and business process, problems of employees; questions about topics such as labor

law, trade union law, wages, labor regulations, anti-sexual harassment, collective labor agreements, etc. With the desire that through the trade union organization, organizational departments of units and companies, the employee care department will always go hand in hand with employees, create conditions and help workers be confident and progressive.

## **6. The 2025 plan and implementation solutions:**

### **6.1 Plan for 2025:**

- Revenue: 8,500 billion VND
- Profit after tax: 350 billion VND

### **6.2 Implementation method:**

#### *Production Operations*

- Optimize the production process

Standardized workflows: Develop detailed and standardized workflows to avoid duplication and minimize errors in production.

Proper work assignment: Ensure that each worker has a clear and well-placed job, thereby minimizing waiting time and increasing efficiency.

- Use automation technology

Applying automatic machinery, investing in modern machines such as automatic sewing machines, automatic cutting machines, automatic buttoning machines, etc. to minimize production time and increase accuracy.

- Inventory management and optimization

Strict control of raw materials: Ensure that the supply of raw materials is always sufficient and timely to avoid production interruptions.

Warehouse optimization: Use warehouse management software to track and organize materials scientifically, helping to reduce the time to find and transport materials.

#### *Research and development*

- Research and development of new products

Sustainable and environmentally friendly products: Invest in research and development of garments that use recycled, organic, or more sustainable materials. The sustainable fashion market is growing strongly, and the demand for these products is increasing.

#### *Human Resource Development Management*

- Professional training and development

- Build a positive working environment: Encourage creativity and innovation, motivate work, ensure fairness in evaluation.

- Recruitment of highly qualified personnel, reasonable remuneration: including reasonable salaries, health insurance benefits, vocational training, and promotion opportunities.

#### *Business and market development*

- Research and expand international markets

- Product and model diversification
- Optimize distribution and logistics channels
- Participate in international fairs and exhibitions
- Improve quality management and control capabilities

*Investment in capital construction*

- Increase investment in machines and automation systems to help improve labor productivity, towards the application of 4.0 technology.
- To invest in and renovate and repair material foundations at modern factories and workshops to meet production conditions.

**FOR AND ON BEHALF OF THE  
BOARD OF GENERAL DIRECTOR  
GENERAL DIRECTOR**



No. : 03/BC-TNG-GDCĐ2025

Thai Nguyen, March 25, 2025

## **REPORT OF THE AUDIT COMMITTEE**

**To: 2025 Annual General Meeting of Shareholders of TNG Investment and Trading Joint Stock Company**

### **LEGAL BASIS**

- Pursuant to Decree No. 155/2020/ND-CP dated 31/12/2020;
- Pursuant to the Law on Enterprises 2020.
- Pursuant to the Charter of TNG Investment and Trading Joint Stock Company;
- Pursuant to the internal management regulations of TNG Investment and Trading Joint Stock Company
- Based on the situation of production and business activities of the Company.
- Pursuant to Decree No. 05/2019/ND-CP dated 22/01/2019

### **1. Information about members of the Audit Committee (hereinafter referred to as "Audit Committee")**

- Before 23/04/2024
  - + Mr. Nguyen Hoang Giang Chairman
  - + Mr. Nguyen Manh Linh Member
- After 23/04/2024
  - + Mr. Nguyen Hoang Giang Chairman
  - + Ms. Ha Thi Tuyet Member
  - + Mr. Nguyen Manh Linh Member

### **2. Remuneration, operating expenses and other benefits of the Audit Committee in 2024**

Members of the BOD and members of the Audit Committee receive remuneration under the title of Member of the Board of Directors. The remuneration of members of the BOD has been announced in detail in the Company's audited financial statements for 2024.

### **3. Summary of meetings of the Audit Committee**

<b>TT</b>	<b>Time</b>	<b>Meeting content</b>
1	11/03/24	Examining and reviewing separate and consolidated financial statements in the fourth quarter and the whole year of 2023; Evaluation of the production and business plan in 2024 submitted by the General Director to the Board of Directors; Develop an internal audit plan and an independent audit plan in 2024.

<b>TT</b>	<b>Time</b>	<b>Meeting content</b>
2	08/04/24	Examine and review the audited separate and consolidated financial statements in 2023; Review the preparation of personnel and prepare documents for the 2024 Annual General Meeting of Shareholders; Preparation of the report of the Audit Committee at the 2024 Annual General Meeting of Shareholders
3	19/06/24	Review business results for the 1st quarter of 2024 and the progress of implementing production and business targets set out to 5/2024; Review the company's information disclosure obligations in the first 5 months of 2024. Proposal for the unit to review the 2024 semi-annual financial statements and audit the 2024 financial statements
4	21/10/24	Review of financial statements for the 3rd quarter of 2024; Review overdue debts and inventory that are slow to circulate to make a financial reserve plan for 2024; Evaluate the implementation of production and business for 9 months according to the plan set out at the 2024 Annual General Meeting of Shareholders and review the plan to develop a production and business plan in 2025

#### **4. Supervisory activities of the Audit Committee over the Board of Directors, the Board of Management and shareholders:**

- At least annually, receive and review the Independent Audit Report.
- Examine audited quarterly financial statements and annual financial statements with the Board of Management and independent auditors
- Discuss to releases on company profits, as well as financial information and guide the reading of profit figures for credit rating and analysis agencies.
- Use legal consultancy services, accountants or other external consultants when necessary
- Discuss policies on risk assessment and management
- Weekly, monthly, quarterly, private meetings with the Board of Management, Internal Audit and Independent Audit
- Conduct annual self-assessment of the Audit Committee's operating results.
- Conduct a self-assessment of the results of information disclosure according to the Ministry of Finance's Circular No. 96/2020/TT-BTC dated November 16, 2020 guiding information disclosure on the securities market.
- The Audit Committee directs the Internal Audit Committee to audit 2 projects

#### **5. An assessment report on transactions between a company, a subsidiary or a company in which a public company controls more than 50% of charter capital and members of the**

**Board of Directors, the General Director (Director), other executives of the enterprise and related persons of such subjects; transactions between companies in which members of the Board of Directors, General Directors (Directors) and other executives of the enterprise are founding members or managers of the enterprise in the last 03 years prior to the time of transaction;**

These transactions have been announced by the Company in the 2024 Corporate Governance Report made on January 24, 2025 and the audited 2024 financial statements. The content of the transactions is mainly the provision of services, sales, and capital reduction. The transactions have been announced and approved in accordance with the provisions of law and the Company's charter. For details, please refer to the Corporate Governance Report in 2024 and the Audited Financial Statement in 2024.

## **6. Results of supervision of the financial statements, operation and financial situation of the Company**

The Company has prepared and published periodic Financial Statements in accordance with the provisions of law. The 2024 financial statements are audited by an independent auditing firm, Deloitte Vietnam Auditing Co., Ltd. in accordance with current regulations.

In 2024, TNG will achieve total revenue of VND 7,656 billion, equivalent to 97% of the plan assigned by the General Meeting of Shareholders in 2024 and a growth of 7.86% compared to 2023. Profit after tax in 2024 will reach VND 314.82 billion, reaching 101.6% of the plan assigned by the General Meeting of Shareholders in 2024, an increase of VND 92 billion or 41.58% compared to 2023.

## **7. Results of evaluation of the company's internal control and risk management system**

The internal audit and risk management activities evaluated the implementation of comprehensive processes across all aspects of the Company's operations.

- Evaluate the process of developing a production and business plan in 2024 for the whole Company.
- Evaluate the implementation process of the Company's Capital and Asset Inventory annually;
- Evaluate the process of organizing the 2024 General Meeting of Shareholders in accordance with the company's Charter and the Law on Enterprises 2020;
- Evaluate the Company's investment process for procurement of fixed assets in 2024;
- Evaluate the process of managing machinery and equipment, rotating machinery and equipment in the Company;
- Evaluate the management of records and archive records of recruited employees;
- Evaluate the process of managing shift vehicle costs and gasoline allowances

In 2024, the Internal Audit Committee has conducted 12 audits at departments and

factories in the following areas: machinery and equipment management; regulations on dossiers and archiving of employee records; manage the cost of shift vehicles and gasoline allowances; management of inventory components, the process of finalization and VAT refund of imported goods...

At the same time, in 2024, the Audit Committee has also audited 2 investment projects: Viet Thai factory construction investment project (Son Cam) and TNG Phu Binh factory expansion project.

**8. Results of supervision of the Board of Directors, the General Director (Director) and other executives of the enterprise;**

+ The Board of Directors, the General Director and other executives have managed the Company's activities in accordance with the objectives set by the General Meeting of Shareholders. The People's Committee has not recorded any cases of violation of regulations on responsibilities and obligations of business executives.

+ The Board of Directors and the General Director have implemented a number of contents recorded in the Resolutions of the General Meeting of Shareholders and the Board of Directors. The results of the implementation of the approved contents according to the Resolution of the General Meeting of Shareholders are fully reported by the Board of Directors.

+ The Board of Directors has supervised through the ERP system the daily production and business activities.

**9. Coordination between the Audit Committee on the activities of the Board of Directors, the Board of Directors and shareholders**

In 2024, the Audit Committee will receive close coordination and favorable conditions to perform its supervisory tasks from the Board of Directors, the General Director and the Company's managers, through being provided with full and accurate information, reports and documents related to the company's governance, business activities and financial situation. The Chief Internal Audit Officer has unlimited access, communicating directly with the Audit Committee, including private meetings with the Audit Committee without the presence of the Executive Board or the General Director.

**10. Conclusions and recommendations**

- Through the supervision and inspection of the Audit Committee, it is found that the Board of Directors implement the spirit of the Resolution of the 2024 General Meeting of Shareholders, the Company's governance regulations, the Company's charter, on the basis of the benefits of the Company and shareholders.

In order to continue to maintain and develop and successfully complete the 2025 targets, and at the same time enhance publicity, transparency, and limit errors and risks in the process of

operating the company's production and business activities, the Audit Committee recommends the Board of Directors and the Board of Management some of the following contents:

1. Pushing the supervision of the observance of the provisions of law, the company's charter, the implementation of the Resolutions of the General Meeting of Shareholders and the BOD of the Company.

2. Continue to implement and control business administration and management activities in the company.

3. Maintain the review and appraisal of the Company's financial statements, coordinate activities between the Board of Directors, the Executive Board and the Control Board.

4. Continue to promote the training and development of human resources, develop reasonable personnel policies and personnel rotation, in accordance with the current and development needs of the company.

5. Maintaining the operation of the Asset Management Authority in accordance with regulations on the principle of risk management.

The above is the 2024 Report of the Internal Audit Committee. Submission to the 2025 Annual General Meeting of Shareholders.

**ON BEHALF OF INTERNAL AUDIT COMMITTEE  
CHAIRMAN**



**NGUYEN HOÀNG GIANG**



## PROPOSAL

To: General Meeting of shareholders 2025 of TNG Investment and Trading  
Joint Stock Company

- Based on the Enterprise Law No. 59/2020/QH14 dated June 17, 2020;
- Based on the Charter of TNG Investment and Trading Joint Stock Company;
- Based on the business production situation of the Company in 2024.



Board of Directors of TNG hereby submits to the General Meeting of Shareholders for consideration and approval as follows:

### I. FINANCIAL STATEMENTS OF 2024; REPORTS OF THE BOD, BOM, THE SUPERVISORY BOARD; 2024 PROFIT DISTRIBUTION PLAN AND REPORT ON RESULT OF SHARES ISSUANCE TO INCREASE CHARTER CAPITAL IN 2024:

#### 1. Financial Statements of 2024:

Detailed data in Audited Financial Statements for the year 2024.

#### 2. Report of the BOD, Report of the BOM, Report of the Audit Committee:

Details as presented at the Meeting.

#### 3. Approval on 2024 profit distribution plan:

#### 2024 PROFIT DISTRIBUTION PLAN

NO	CATEGORIES	AMOUNT (VND)
A	Distributable profit ( $A=I+2$ )	320.404.749.427
1	Undistributed profit for 2023	5.580.541.263
2	Profit after tax	314.824.208.164
B	Profit distribution ( $B=I+II+III$ )	316.839.142.881
I	Dividend payment for 2024 in cash (20% of the owner's equity)	245.202.412.000
II	Board of Directors' remuneration for 2024 ( $II=2.4\% \times (2)$ ) (2.4% of after-tax profit for 2024)	7.555.780.996
III	Establishment of welfare and reward fund ( $III=20\% \times A$ ) (20% of the total distributable profit)	64.080.949.885
C	Remaining undistributed profit for this year ( $C=A-B$ )	3.565.606.546

## II. DIVIDEND IN 2024 :

2024 dividend is 20% of Authorized Capital in cash. Authorize the Board of Directors to approve specific details.

## III. PAYMENT OF THE REMUNERATION OF BOD IN 2024

Remuneration of BOD in 2024 ratio is 2,4% of 2024 Profit after tax in cash - 7.555.780.996 VND . Authorize the Board of Directors to approve specific details.

## IV. BUSINESS PLAN IN 2025, PAYMENT PLAN OF DIVIDEND IN 2025; PAYMENT PLAN OF THE REMUNERATION OF BOD IN 2025

### 1. Business plan in 2025:

Revenue:	8.100 billion VND
Profit after tax:	340 billion VND

### 2. Payment plan of dividend in 2025:

Payment plan of dividend in 2025: Plan to pay dividend in cash or stock at ratio of 16% to 20% of authorized capital. Authorize the Board of Director to decide on plans for advances, payment of dividend to guarantee benefits of shareholders.

### 3. Payment plan of remuneration of BOD in 2025:

Plan to pay remuneration of BOD in 2025 with the rate 2,4% of 2025 profit after tax – in cash. Authorize the Board of Director to approve specific details.

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

#### **Receipts:**

- As above;
- BOD;
- Save in office.

FOR AND ON BEHALF OF BOD  
CHAIRMAN



NGUYEN VAN THOI

## PROPOSAL

*(About: Plan for issuing shares to increase the Company's Authorized Capital and approval listing bond offered to the public)*

**To: General Meeting of shareholders 2024 of TNG Investment and Trading Joint Stock Company**

### I. PLAN FOR ISSUING SHARES TO INCREASE THE COMPANY'S AUTHORIZED CAPITAL

The 2024 General Meeting of Shareholders Resolution approved the plan to increase capital from 1,135,230,020,000 VND to 1,348,653,260,000 VND through 02 issuances:

- + Issuing shares to pay dividends in 2024: maximum 9,081,840 shares.
- + Issuing shares for rights offering: maximum 12,260,484 shares.

TNG has completed paying dividends in shares. The plan to increase capital by rights offering has not been completed due to many strong fluctuations affecting stock prices in stock market. To ensure the interests of shareholders, the BOM chooses the appropriate time to implement above plan, so the BOM respectfully submits to the AGM to approve the cancellation of the plan to issue shares for rights offering which was approved by the 2024 AGM of shareholders according to Resolution No. 190/2024/NQ-DHDCD dated April 21, 2024. At the same time, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the plan to increase the charter capital for 2025 through the issuance of shares, as follows:

#### 1. LEGAL BASIS FOR SHARE ISSUANCE

- This plan is constructed based on:
  - Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam, 14th Legislature, 9th Session on June 17, 2020.
  - Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam, 14th Legislature, 8th Session on November 26, 2019;
  - Law No. 56/2024/QH15 amending and supplementing certain articles of the Securities Law, Accounting Law, Independent Auditing Law, State Budget Law, Law on Management and Use of Public Assets, Tax Management Law, Personal Income Tax Law, National Reserve Law, and Administrative Violation Handling Law approved by the

## PROPOSAL

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  - Law No. 56/2024/QH15 amending and supplementing certain articles of the Securities Law, Accounting Law, Independent Auditing Law, State Budget Law, Law on Management and Use of Public Assets, Tax Management Law, Personal Income Tax Law, National Reserve Law, and Administrative Violation Handling Law approved by the

National Assembly of the Socialist Republic of Vietnam, 15th Legislature, 8th Session on November 29, 2024;

## 2. THE OPERATIONS OF TNG INVESTMENT AND TRADING JOINT STOCK COMPANY:

Business results in the last 02 years:

*Unit: Vietnamese dong*

Items	2023	2024	Compare (%)
Total Assets	5.147.382.019.124	5.816.875.229.408	13,01%
Net Revenue	7.098.010.025.347	7.655.752.759.635	7,86%
Operating profit	292.017.179.261	400.866.133.017	37,27%
Losses from other activities	(18.020.644.508)	(10.386.808.530)	-42,36%
Accounting profit before tax	273.996.534.753	390.479.324.487	42,51%
Profit after tax	222.362.313.754	314.824.208.164	41,58%
ROA	4,27%	5,74%	34,43%
ROE	13,26%	17,40%	31,22%

The Board of Directors of TNG Investment and Trading Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval of the plan to issue shares under the Company's employee selection program as follows:

## 3. SHARE ISSUANCE PLAN UNDER THE EMPLOYEE SELECTION PROGRAM:

- Name of the issuing organization: TNG Investment and Trading Joint Stock Company

- Name of issued shares: TNG Investment and Trading Joint Stock Company shares

- Stock code: TNG

- Charter capital before issuance: 1.226.012.060.000 VND

- Number of outstanding shares before issuance: 122.601.206 shares

- Issuance method: Issuance of shares under the employee stock option program in the Company (ESOP)

- The object being offered for sale: employees currently working at the Company (employees working for the Company under labor contracts and Managers of the Company according to the Company's charter, excluding independent members of the Board of Directors,)

- Standards for employee participation: The General Meeting of Shareholders approves the employee participation standards as follows: (1) members of the Board of Directors except for independent Board members (2) employees who have signed an employment contract with the Company at the time of listing are typical staff of TNG,



and/or key persons currently holding positions as leaders, executives, or managers in operations at TNG.

Based on the above standards, the General Meeting of Shareholders authorizes the Board of Directors to approve the criteria and detailed list of employees eligible to participate in the ESOP program, principles for determining the number of shares allocated to each subject, and the timing of implementation in accordance with legal regulations.

- Implementation period: Expected in 2025-2026, the Board of Directors is authorized to decide the timing of the share offering after receiving a written notice from the State Securities Commission confirming the receipt of complete issuance reporting documents from the Issuing Organization or other equivalent documents.

- The number of shares expected to be issued: 6,130,060 shares

- The amount from the issuance is expected to be: 61,300,600,000 VND

- Issue price: 10,000 VND/share.

- Principles for determining the issue price for employees: Based on the book value, market price, taking into account the priority level of the allocated subjects and the liquidity restrictions due to the shares being restricted from transfer.

+ The book value of TNG shares as of 31/12/2024 is: 15.436 VND/share;

+ The market value of TNG shares on 20/03/2025 is: 21.500 VND/share

+ For the company's shares offered to employees, due to the preferential nature of the distribution targets, as well as based on the situation of the stock market, the demand for capital use, the market value and the book value of the shares, the offering price for employee shares is set at 10,000 VND/share.

- The handling plan in cases where employees no longer meet the qualifications to hold shares purchased under the employee stock option program: The General Meeting of Shareholders authorizes and assigns the Board of Directors to decide on the specific content of the handling plan in cases where employees no longer meet the qualifications to hold shares purchased under the employee stock option program, including but not limited to deciding on cases where the company repurchases shares from employees, the repurchase plan, the repurchase price, and the plan to immediately sell the shares that have been repurchased by the company, or to assign the company's Trade Union to repurchase, hold, and other related issues regarding the handling of shares.

- Conditions for transfer restrictions: The number of shares issued to employees is restricted from transfer for a period of 03 years from the date of completion of the issuance.

- Principles for handling the quantity of undistributed shares:

+ In the case that employees do not purchase the entire quantity of shares offered, the Board of Directors is authorized to distribute them to other employees who meet the

criteria approved by the Board of Directors, at the offering price of 10,000 VND/share. The quantity of these shares is restricted from transfer for a period of 03 years from the date of completion of the issuance.

+ The General Meeting of Shareholders authorizes the Board of Directors to establish criteria and select other employees who wish to purchase the remaining undistributed shares; approve the principles for determining the number of shares distributed to each subject and the implementation timeframe.

+ The distribution of the remaining undistributed shares to other employees must ensure compliance with the provisions of Article 42 of Decree No. 155/2020/ND-CP issued by the Government on December 31, 2020, detailing the implementation of certain provisions of the Securities Law and related legal documents.

- The plan for using the funds raised from the stock issuance for employees: The total amount expected to be raised from the stock issuance for employees will be used to supplement working capital for the production and business activities of the Company. The General Meeting of Shareholders authorizes the Board of Directors to develop a detailed capital utilization plan.

- The plan to ensure that the stock issuance complies with the maximum foreign ownership ratio of the Company at the time of issuance: The General Meeting of Shareholders authorizes the Board of Directors to approve the plan to ensure that the stock issuance complies with foreign ownership regulations;

- Through the process of employees being allowed to purchase stocks under this employee stock issuance program, they will not have to carry out public purchase procedures even when the purchase volume exceeds the public purchase regulation as stipulated in Article 35 of the 2019 Securities Law (the ownership ratio after purchasing shares reaches 25% or more of the total issued shares of the public company or has already held 25% of voting shares and may continue to purchase to exceed the limits of 35%, 45%, 55%, 65%, 75% of the voting shares of a public company).

- Registration, custody of additional securities, and additional listing registration: The General Meeting of Shareholders approves the registration of additional custody for the total number of newly issued shares at the Vietnam Securities Depository and Clearing Corporation and the additional listing of the total number of newly issued shares at the Stock Exchange according to regulations.

- Change the charter: Approve the increase of the charter capital and amend the charter of the Company according to the actual results of the issuance.

- Change the Business Registration Certificate: Approve the change of the business registration certificate with the new charter capital according to the actual results of the

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issuance.

- Authorize the Board of Directors: In addition to the issues specifically authorized to the Board of Directors mentioned above, the General Meeting of Shareholders authorizes the Board of Directors to perform the following contents:

+ Choose an appropriate time for issuance;

+ Proactively develop and explain the application for issuance to submit to the State Securities Commission, the competent state management agency, and simultaneously proactively decide, adjust, and supplement the issuance plan and other related documents to ensure the issuance plan is implemented in accordance with the legal regulations, guidelines of the competent authority, the charter of the company, and specific market conditions;

+ Develop and approve a detailed capital utilization plan for the purposes of utilizing the capital obtained from the issuance.

+ Adjust/change the allocation of the money raised from the offering for the approved capital utilization purposes and/or change the purpose of using the capital obtained from the offering to be suitable with the actual situation and report the General Meeting of Shareholders regarding the adjustments related to this capital utilization plan.

+ Decide to promulgate the regulations on the issuance of shares under the employee stock option program and have the right to amend the regulations;

+ After completing all the issuance work, authorize the Board of Directors of the Company to carry out the necessary tasks to amend, supplement the Company's Charter and change the business registration related to the change of charter capital after the issuance is completed.

+ Decide to carry out related tasks and approve the documents to register the supplementary custody of the entire volume of newly issued shares at the General Securities Depository and Vietnam Securities Settlement Center and to list the entire volume of newly issued shares at the Stock Exchange according to the law.

+ Authorize the Board of Directors to carry out other related tasks regarding this capital increase issuance in accordance with the regulations of the Company's Charter and current laws.

+ In the process of implementing the above contents, the Board of Directors has the right to: (i) Decide on the contents within the scope of the assigned tasks and authorization; (ii) Execute, or direct, assign, or re-authorize legal representatives, the General Director to implement one or some specific tasks mentioned above and other issues related to the issuance of shares under the employee stock option program.

## **II. REGISTRATION FOR LISTING OF BONDS OFFERED TO THE PUBLIC**

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*This document is disclosed simultaneously in both Vietnamese and English. In case of any discrepancies or differences in interpretation between the Vietnamese and English versions, the Vietnamese version will be applied.*





- Pursuant to Enterprise Law No. 59/2020/QH14 was passed by the 14th National Assembly of the Socialist Republic of Vietnam, 9th session, on June 17, 2020;
- Pursuant to Securities Law No. 54/2019/QH14 was passed by the 14th National Assembly of the Socialist Republic of Vietnam, 8th session on November 26, 2019;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government;
- Pursuant to Charter of TNG Investment and Trading Joint Stock Company;
- Pursuant to Resolution of the Annual General Meeting of Shareholders (AGMS) No. 505/2023/TNG-DHDCD dated April 23, 2023 on approving the bond issuance plan;
- Pursuant to Resolution of the General Meeting of Shareholders No. 190/2024/TNG-ĐHĐCĐ dated April 21, 2024 on continuing to implement the plan to issue bonds to the public and approve the listing of bonds offered to the public;

Resolution of the 2024 General Meeting of Shareholders approved to continue to implement the bond issuance plan approved by the General Meeting of Shareholders in Resolution No. 505/2023/TNG-DHDCD dated April 23, 2023 and approved bond registration at the Vietnam Securities Depository and Clearing Corporation and listing registration at the Stock Exchange according to regulations for all bonds offered to the public by TNG JSC, which is issued during the year 2024 and until the date of the AGMS in 2025.

TNG has completed the issuance of bonds to the public and registered the bonds at the Vietnam Securities Depository and Clearing Corporation. The registration for listing at the Hanoi Stock Exchange has not been completed. The Board of Directors respectfully submits to the General Meeting of Shareholders for approval to register for listing of bonds at the Hanoi Stock Exchange according to regulations within the period of 2025 and until before the date of the General Meeting of Shareholders in 2026.

The AGMS authorizes the BOM to organize and decide on necessary issues to list the Bonds in accordance with the content approved by the AGMS and ensure compliance with legal regulations and in accordance with TNG's strategy and capital needs.

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

**Receipts:**

- As above;
- BOD;
- Save in office.

**FOR AND ON BEHALF OF BOD  
CHAIRMAN**



**NGUYEN VAN THOI**

## PROPOSAL

**Dear: Annual General Meeting of Shareholders 2025 of TNG Investment and Trade Corporation**

The Board of Directors of TNG Investment and Trade Corporation respectfully submits to the Annual General Meeting of Shareholders for approval:

**THE OPTION FOR SELECTING THE AUDITING FIRM FOR THE FINANCIAL STATEMENTS AND OTHER REPORTS IN 2025 OF THE COMPANY**

- Pursuant to the Enterprise Law No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

- Pursuant to the current Charter of TNG Investment and Trading Joint Stock Company;

- Pursuant to the functions, tasks, and capabilities of the auditing firm approved by the Ministry of Finance for auditing listed companies on the stock exchange;

- Pursuant to the request of the Audit Committee

The Board of Directors respectfully requests the Annual General Meeting of Shareholders to approve the list of auditing firms and authorize the Board of Directors to select one firm to conduct the audits of the financial statements and other audit reports for the year 2025 and up to the time of the Annual General Meeting of Shareholders in 2026 for the Company as follows:

1. Company: Deloitte Vietnam Audit Company Limited

Address: 15th floor - Vinaconex Tower – 34 Lang Ha St – Dong Da Ward – Ha Noi.

2. Company: AASC Auditing Firm Company Limited

Address: 01 Le Phung Hieu St – Hoan Kiem Ward – Ha Noi.

These are the auditing companies that have been approved by the State Securities Commission to audit listed companies and are completely independent of the Company and independent of the Company's management staff.

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

**Receipts:**

- As above;
- BOD;
- Save in office.

**FOR AND ON BEHALF OF BOD  
CHAIRMAN**



**NGUYEN VAN THOI**

## PROPOSAL

*(Regarding: the change of industry, business profession; amending and supplementing the company charter and approving the amended and supplemented internal governance regulations of the company in 2025)*

**Dear: Annual General Meeting of Shareholders 2025 TNG Investment and Trade Joint Stock Company**

*Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020 and the guiding documents for implementation;*

*Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019 and the guiding documents for implementation;*

*Pursuant to Decision No. 27/2018/QĐ-TTg dated July 6, 2018 of the Prime Minister regarding the promulgation of the system of economic sectors of Vietnam;*

*Pursuant to the Charter of TNG Investment and Trading Joint Stock Company;*

*Pursuant to the operational situation of the Company.*

The Board of Directors of TNG Investment and Trading Joint Stock Company respectfully presents to the General Meeting of Shareholders for approval to change the business sectors; amend and supplement the company charter and approve the internal regulation on corporate governance, amended and supplemented in 2025 as follows:

### I. CHANGE OF BUSINESS SECTOR

#### 1. Supplement the following business sector:

No	Name of the added business sector	Industry code	Main business sector <i>(In case the added business sector is the main business sector, mark X to select one of the declared sectors)</i>
1	Production of knitted fabrics, crocheted fabrics, and other non-woven fabrics Details: Embroidery on fabric, embroidery of other textile products (excluding garment embroidery)	1391	
2	Electricity production Details: Solar power	3511	

## PROPOSAL

*(Regarding: the change of industry, business profession; amending and supplementing the company charter and approving the amended and supplemented internal governance regulations of the company in 2025)*

**Dear: Annual General Meeting of Shareholders 2025 TNG Investment and Trade Joint Stock Company**

*Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020 and the guiding documents for implementation;*

*Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019 and the guiding documents for implementation;*

*Pursuant to Decision No. 27/2018/QĐ-TTg dated July 6, 2018 of the Prime Minister regarding the promulgation of the system of economic sectors of Vietnam;*

*Pursuant to the Charter of TNG Investment and Trading Joint Stock Company;*

*Pursuant to the operational situation of the Company.*

The Board of Directors of TNG Investment and Trading Joint Stock Company respectfully presents to the General Meeting of Shareholders for approval to change the business sectors; amend and supplement the company charter and approve the internal regulation on corporate governance, amended and supplemented in 2025 as follows:

### I. CHANGE OF BUSINESS SECTOR

#### 1. Supplement the following business sector:

No	Name of the added business sector	Industry code	Main business sector <i>(In case the added business sector is the main business sector, mark X to select one of the declared sectors)</i>
1	Production of knitted fabrics, crocheted fabrics, and other non-woven fabrics Details: Embroidery on fabric, embroidery of other textile products (excluding garment embroidery)	1391	
2	Electricity production Details: Solar power	3511	

No	Name of the added business sector	Industry code	Main business sector (In case the added business sector is the main business sector, mark X to select one of the declared sectors)
3	Drainage and wastewater treatment	3700	
4	Construction of other civil engineering works	4299	
5	Management consulting activities	7020	

**2. Discontinue the following business sectors:**

No	Business Sector Name removed from the registered list	Industry Code	Note
1	Wholesale of computers, peripheral equipment and software	4651	
2	Retail of computers, peripheral equipment, software and telecommunications equipment in specialized stores	4741	

**3. Modify the details of the industry and business as follows:**

No	Name of the industry, business modified in detail	Industry code	Main business (In case the modified industry is the main business, mark X to select one of the declared industries)
1	Wholesale of other household goods (Except: - Goods that economic organizations with foreign investment are not allowed to export, import, distribute according to legal regulations. - Goods in the list of goods subject to state monopoly in the field of commerce.)	4649	
2	Wholesale of machinery, equipment and other machine parts (Except goods that economic organizations with foreign investment are not allowed to exercise the right to export, the right to import, the right to distribute according to legal regulations.)	4659	
3	Retail of pharmaceuticals, medical equipment, cosmetics, and hygiene items in specialty stores (Except: - Goods that economic organizations with foreign investment are not allowed to export, import, distribute according to legal regulations.)	4772	



No	Name of the industry, business modified in detail	Industry code	Main business (In case the modified industry is the main business, mark X to select one of the declared industries)
	- Goods in the list of goods subject to state monopoly in the field of commerce.)		
4	<p>Information technology service activities and other services related to computers</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Troubleshooting computers and installing software;</li> <li>- Computer consulting activities;</li> <li>- Software implementation services;</li> <li>- Software industrial activities (activities of designing, producing, and providing software products and services): <ul style="list-style-type: none"> <li>+ Production of packaged software;</li> <li>+ Production of custom software;</li> <li>+ Production of embedded software;</li> <li>+ Software outsourcing activities;</li> <li>+ Supply and implementation of software services (except consulting services for software pricing):</li> </ul> </li> </ul> <p>Management, warranty, maintenance services for the operation of software and information systems; Consulting, evaluation, quality assessment services for software; Consulting, software project development services; Software technology transfer services; System integration services; Services ensuring safety and security for software products, information systems; Software rental services; Other software services.</p>	6209	
5	<p>Data processing, rental, and related activities (Except:</p> <ul style="list-style-type: none"> <li>- Trading data intermediary products, services.</li> <li>- Trading data analysis, synthesis products, services.</li> <li>- Trading data platform services.)</li> </ul>	6311	
6	<p>Technical inspection and analysis</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Testing, analyzing physical, chemical properties of textile, footwear products;</li> <li>- Authentication, certification of textile and footwear products;</li> </ul>	7120	

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No	Name of the industry, business modified in detail	Industry code	Main business (In case the modified industry is the main business, mark X to select one of the declared industries)
	<ul style="list-style-type: none"> <li>- Technical inspection of equipment, machinery in the textile, garment, and leather industry.</li> <li>- Calibration and verification of measuring devices used in:               <ul style="list-style-type: none"> <li>+ Testing, analyzing physical, chemical properties, authentication of textile, footwear products;</li> <li>+ Technical inspection of equipment, machinery in the textile, garment, and leather industry;</li> </ul> </li> <li>- Error analysis of:               <ul style="list-style-type: none"> <li>+ Textile and footwear products;</li> <li>+ Equipment, machinery in the textile, garment, and leather industry.</li> </ul> </li> <li>- Testing, calibration, and inspection services for measuring instruments, measurement standards.</li> </ul>		



## II. AMENDMENTS AND SUPPLEMENTS TO THE COMPANY'S CHARTER

### 1. Approval of the amendments and supplements to the following contents in the Company's Charter:

**1.1. Amendment of Clause 1, Article 4 of the Company's Charter regarding the fields and professions of the Company according to the changes in the business fields stated above.**

**1.2. Amendments and supplements to the contents of the following clauses in the Company's Charter:**

- Article 2. Name, form, headquarters, branches, representative offices, business locations and term of operation of the Company
- Article 19. Conditions for holding the General Meeting of Shareholders
- Article 23. Resolutions and Minutes of the General Meeting of Shareholders
- Article 25. Nomination and candidacy for members of the Board of Directors
- Article 26. Composition and term of office of members of the Board of Directors
- Article 29. Chairman of the Board of Directors, Permanent Vice Chairman of the Board of Directors
- Article 30. Meetings of the Board of Directors

- Article 35. Appointment, dismissal, duties and powers of the General Director
- Article 43. Right to search books and records

*(Details of the amendments and supplements are provided in the attached draft of the Charter accompanying the documents for the Annual General Meeting of Shareholders in 2025)*

## **2. Approval of the updated Charter with the aforementioned amendments and supplements**

The amended and supplemented Charter will take effect from April 20, 2025 and replace the Charter issued on July 29, 2024.

*(The attached draft of the Charter accompanies the documents for the Annual General Meeting of Shareholders in 2025)*

## **III. APPROVAL OF THE INTERNAL REGULATION ON CORPORATE GOVERNANCE (REVISED AND SUPPLEMENTED IN 2025)**

Approval of the internal regulation on corporate governance (revised and supplemented in 2025) replacing the internal regulation on corporate governance that was approved by the General Meeting of Shareholders on April 24, 2021.

*(The draft of the internal regulation on corporate governance revised and supplemented in 2025 is attached to the materials for the 2025 Annual General Meeting of Shareholders)*

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

### **Receipts:**

- As above;
- BOD;
- Save in office.

**FOR AND ON BEHALF OF BOD  
CHAIRMAN**



**NGUYEN VAN THOI**



**CHARTER**  
**TNG INVESTMENT AND TRADING JOINT STOCK COMPANY**

Thai Nguyen, April 20, 2025

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## INTRODUCTION

This Charter is approved in accordance with the Resolution of the General Meeting of Shareholders of TNG Investment and Trading Joint Stock Company dated April 20, 2025.

### I. DEFINITIONS OF TERMS IN THE CHARTER

#### Article 1. Glossary

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

- a) *Charter capital* is the total par value of shares sold or registered for purchase upon establishment of a joint-stock company and as prescribed in Article 6 of this Charter;
- b) *Voting capital* is share capital, whereby the owner has the right to vote on matters falling under the decision-making competence of the General Meeting of Shareholders;
- c) *The Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) *The Law on Securities* means the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- dd) *Vietnam* is the Socialist Republic of Vietnam;
- e) *The date of establishment* is the date on which the Company is first granted the Enterprise Registration Certificate (Business Registration Certificate and papers of equivalent value);
- g) *The enterprise executive* is the General Director, Deputy General Director, Chief Accountant, Director of Branches, Head of Representative Office and other executives appointed by the Board of Directors;
- h) *The enterprise manager* is the manager of the company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director and individuals holding other managerial positions as prescribed in the company's charter;
- i) *Related persons* are individuals and organizations specified in Clause 46, Article 4 of the Law on Securities;
- k) *Shareholders* being individuals or organizations owning at least one share of the joint-stock company;
- l) *Founding shareholders* are shareholders who own at least one ordinary share and sign the list of founding shareholders of the joint-stock company;
- m) *Major shareholders* are shareholders specified in Clause 18, Article 4 of the Law on Securities;

n) *Operation duration* means the operation 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;

o) *The Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to one or several other regulations or documents include amendments, supplements or substitute documents.

3. Headings (Sections and Articles of this Charter) are used for the convenience of understanding the contents and do not affect the contents of this Charter.

## **II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, BUSINESS LOCATION, OPERATION DURATION AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, form, head office, branch, representative office, business location and operation term of the Company**

#### 1. Company Name

- Company name written in Vietnamese: TNG INVESTMENT AND TRADING JOINT STOCK COMPANY

- Company name in foreign language: TNG INVESTMENT AND TRADING JOINT STOCK COMPANY

- Company name abbreviation: TNG

2. A company is a joint-stock company with legal status in accordance with the current laws of Vietnam.

3. The Company's registered office:

- Head office address: No. 434/1, Bac Kan Street, Hoang Van Thu Ward, Thai Nguyen City, Thai Nguyen Province, Vietnam

- Phone: 02803854462 - 855617

- Fax: 0280- 3852 060

- E-mail: info@tng.vn

- Website: <http://.www.tng.vn>

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

5. Unless the operation is terminated before the time limit specified in Clause 2, Article 53 or the operation extension is extended as prescribed in Article 54 of this Charter, the operation term of the Company is indefinite from the date of establishment.

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

1. The company has [01] legal representative who is the Chairman of the Board of Directors.
2. Rights and obligations of the legal representative: The legal representative of the Company has the rights and responsibilities in accordance with the provisions of law and this Charter.

**III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY**

**Article 4. The Company's operational objectives**

1. Business lines of the Company:

STT	Name of business line	Industry Code
1	Other production has not been classified anywhere Details: Production of safety protection equipment such as: Production of fireproof clothing and safety protection; Production of asbestos clothing (such as fire protection kits; Production of protective clothing and fire-retardant clothing).	3290
2	Other specialized wholesalers have not been classified anywhere Details: Wholesale of workwear; Wholesale of fire protection equipment. <i>(Except for goods that foreign-invested economic organizations are not entitled to export, import or distribute in accordance with law)</i>	4669
3	Wholesale Synthesis <i>(Except for goods that foreign-invested economic organizations are not entitled to export, import or distribute in accordance with law)</i>	4690
4	Retail of other new goods in specialty stores Detail: - Retail of workwear; Retail of fire protection equipment (Except for goods that foreign-invested economic organizations are not allowed to export, import and distribute in accordance with law). - Retail of machinery and equipment in the textile, garment and leather industries.	4773
5	On-demand retail ordering by post or internet	4791

	<i>(Except for goods that foreign-invested economic organizations are not entitled to export, import or distribute in accordance with law)</i>	
6	Other forms of retail have not been classified anywhere <i>(Except for goods that foreign-invested economic organizations are not entitled to export, import or distribute in accordance with law)</i>	4799
7	General Support Services	8110
8	Landscape care and maintenance services	8130
9	Activities of amusement parks and theme parks	9321
10	Other sports activities	9319
11	Activities of sports clubs	9312
12	Other entertainment activities have not been classified anywhere	9329
13	Short-stay service	5510
14	Other accommodation establishments	5590
15	Consulting, brokerage, real estate auction, land use right auction (Excluding real estate auctions and land use right auctions.) Details: - The provision of real estate business activities on the basis of fees or contracts includes real estate-related services such as: + Activities of real estate agents and brokers. + Intermediaries in the purchase, sale or lease of real estate on the basis of fees or contracts. + Real estate management on a fee or contract basis. + Management and operation services of apartment buildings. + Real estate trading floor.	6820
16	Water extraction, treatment and supply	3600
17	Construction of water supply and drainage works	4222
18	Activities of sports facilities	9311
19	Manufacturing of medical, dental, orthopedic and rehabilitation equipment and instruments Details: Medical Device Manufacturing	3250
20	Other education has not been classified anywhere (training in industrial garments, teaching foreign languages);	8559
21	Quarrying stone, sand, gravel, clay	0810
22	Ready-to-wear production (except for apparel)	1392



23	Activities of labor and employment centers, consultancy, referral and brokerage agencies <i>(Except for the service of sending employees to work abroad under contracts as prescribed in Clause 6, Section A, Appendix I of Decree 31/2021/ND-CP issued by the Government on March 26, 2021)</i>	7810
24	Wholesale other household appliances <i>(Except:</i> - <i>Goods that foreign-invested economic organizations are not entitled to export, import or distribute in accordance with law</i> - <i>Goods on the list of goods subject to state monopoly in the field of trade)</i>	4649
25	Retail of medicines, medical devices, cosmetics and hygiene items in specialty stores <i>(Except:</i> - <i>Goods that foreign-invested economic organizations are not entitled to export, import or distribute in accordance with law.</i> - <i>Goods on the list of goods subject to state monopoly in the field of trade)</i>	4772
26	Laundry, cleaning of textile products and fur Details: Washing, is the industrial garment products.	9620
27	<b>Sewing clothes (except for fur clothing)</b>	<b>1410 (Main)</b>
28	Production of knitted and crochet garments	1430
29	Production of wrinkled paper, wrinkled paperboard, packaging from paper and paperboard (production of paper packaging);	1702
30	Production of products from plastic (production of plastics for plastic bags, plastic raincoats and garment raw materials);	2220
31	Wholesale fabrics, ready-to-wear goods, shoes	4641
32	Retail of garments, footwear, leather goods, and faux leather goods in specialty stores	4771
33	Printing (direct printing on woven fabrics, plastics, carton packaging, PE bags);	1811
34	Finishing Textile Products	1313

	Details: Printed on silk screen (including thermal printing) on clothing);	
35	Trading in real estate, land use rights belonging to owners, users or leasers (Except for investment in construction of cemetery and graveyard infrastructure for transfer of land use rights associated with infrastructure" under Section A.7 of Decree 31/2021/ND-CP"	6810
36	Software Publishing	5820
37	Computer Programming	6201
38	Computer consulting and computer system administration	6202
39	Information technology services and other computer-related services Detail: - Troubleshoot computer problems and install software; - Computer consultancy activities; - Software implementation services; - Software industry activities (activities of designing, manufacturing and providing software products and services): + Producing packaging software; + Producing software to order; + Producing embedded software; + Software outsourcing activities; + Provision and implementation of software services (except for software valuation consultancy services): Administration, warranty and maintenance services of software and information systems; Software quality consulting, assessment, and appraisal services; Consulting services, building software projects; Software technology transfer services; System integration services; Safety and security assurance services for software products and information systems; Software rental services; Other software services.	6209
40	Data processing, leasing and related activities ( <i>Except:</i> - <i>Trading in data intermediary products and services.</i> - <i>Trading in data analysis and aggregation products and services.</i> - <i>Data floor service business</i> )	6311
41	Architectural activities and related technical consultancy	7110
42	Technical Testing and Analysis Detail:	7120

	<ul style="list-style-type: none"> <li>- Inspection and testing of mechanical, physical, chemical, textile and garment products, leather and footwear;</li> <li>- Inspection and certification of textile and garment products, leather and footwear;</li> <li>- Technical inspection of equipment and machinery in the textile, garment and leather industries.</li> <li>- Inspection and calibration of measuring equipment used in: <ul style="list-style-type: none"> <li>+ Mechanical, physical, chemical, and inspection of textile, garment, leather and footwear products;</li> <li>+ Technical inspection of equipment and machinery in the textile, garment and leather industries;</li> </ul> </li> <li>- Error analysis for: <ul style="list-style-type: none"> <li>+ Textile and garment products, leather and footwear;</li> <li>+ Equipment and machinery in the textile, garment and leather industries.</li> </ul> </li> <li>- Services of inspection, calibration and testing of measuring devices and measurement standards.</li> </ul>	
43	Production of other products made of unclassified metals	2599
44	Manufacturing of electronic components	2610
45	Manufacturing of measurement, inspection, orientation and control equipment	2651
46	Manufacturing of electrical lighting equipment	2740
47	Other common machine manufacturing	2819
48	Manufacturing machines for textile, garment and leather industries	2826
49	Manufacturing other specialized machines	2829
50	Repair of prefabricated metal products	3311
51	Repair of machinery and equipment	3312
52	Repair of electronic and optical equipment	3313
53	Repair of electrical equipment	3314
54	Repair other equipment	3319
55	Installation of industrial machinery and equipment	3320
56	Wholesale machinery, equipment and other machine parts <i>(Except for goods that foreign-invested economic organizations are not allowed to exercise the right to export, import and distribute as prescribed by</i>	4659

	<i>law</i> ).	
57	Copy records of various types	1820
58	Other professional, scientific and technological activities have not been classified anywhere <i>(Except for price appraisal)</i>	7490
59	Rental of machinery, equipment and other tangible items without a driver Details: Leasing machinery and equipment for the textile and garment industry	7730
60	Lease of non-financial intangible assets	7740
61	Production of knitted fabrics, crochet fabrics and other non-woven fabrics Details: Embroidery on fabric, embroidery of other garments (except for costume embroidery)	1391
62	Power Generation Details: Solar Power	3511
63	Drainage and wastewater treatment	3700
64	Construction of other civil engineering works	4299
65	Management consultancy activities	7020

## 2. Objectives of the Company's operation:

- Become a global company in the production of fashion products and franchise international fashion brands.
- Direct production and export of garment products.
- Providing management solutions in the textile, leather and footwear industries.
- Manufacturing and distributing machinery and equipment in the textile, leather and footwear industries.

## Article 5. Scope of business and operation of the Company

The company is allowed to conduct business activities according to the business lines specified in this Charter and has registered and notified the change of registration contents to the business registration authority and has announced it on the National Enterprise Registration Portal [In case the company is engaged in conditional business investment lines, The company must fully meet the business conditions in accordance with the provisions of the Law on Investment and relevant specialized laws].

## **IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

### **Article 6. Charter capital, shares, founding shareholders**

1. The charter capital of the Company is [1,226,012,060,000] VND (in words: One thousand two hundred and twenty-six billion zero hundred twelve million zero hundred and sixty thousand VND)

The total charter capital of the Company is divided into [122,601,206] ordinary shares with a par value of [10,000] VND/share.

2. The company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law. The Company's charter capital shall be contributed in Vietnam dong, freely convertible foreign currency, gold, the value of land use rights, the value of intellectual property rights, technology, technical know-how, and other assets determined and evaluated in Vietnam dong by the Company's valuation council to serve as a basis for determining shares and accounting of the Company Company

3. The shares of the Company on the date of approval of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of shares are specified in Articles 12 and 13 of this Charter.

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

The company can issue shares at installment prices in several installments. The installment term and the periodic payment amount must be determined at the time of stock issuance.

5. Name, address, number of shares and other information about the founding shareholders in accordance with the Law on Enterprises.

Ordinary shares must be prioritized for sale to existing shareholders in proportion to their common share ownership ratio in the Company, unless otherwise decided by the General Meeting of Shareholders, the Company must notify the offering of the number of shares, in the notice, it must clearly state the number of shares to be offered for sale and the appropriate time limit for registration (at least 90 days) so that shareholders can register to buy, the number of shares of shareholders who do not register to buy all of them will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons on conditions that are not more favorable than those offered for sale to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The company may repurchase the shares issued by the company itself in the ways specified in this Charter and current laws. After the share repurchase, the Company carries out the necessary procedures in accordance with the law.

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

### **Article 7. Stock Certification**

1. Shareholders of the Company shall be granted stock certificates corresponding to the number of shares and types of shares owned, except for the case specified in Clause 6, Article 7

2. Stocks are securities that certify the owner's lawful rights and interests in a part of the issuer's share capital. Stocks must have all the contents specified in Clause 1, Article 121 of the Law on Enterprises. In case only a number of shares registered in a registered stock certificate are transferred, the old certificate will be discarded.

3. Within time limit [30] from the date of submission of a complete dossier of application for transfer of share ownership as prescribed by the Company or within time limit [30] from the date of full payment of the share purchase price as prescribed in the Company's stock issuance plan (or other time limit as prescribed in the issuance terms); the owner of the number of shares shall be granted a stock certificate. The share owner does not have to pay the Company the cost of printing the share certificate.

4. In case the shares are lost, damaged or destroyed in other forms, the shareholders shall be re-granted shares by the Company at the request of such shareholders and the shareholders shall pay all related expenses to the Company. Shareholders' proposals must include the following contents:

a) Information about stocks that have been lost, damaged or destroyed in other forms;

b) Undertake to take responsibility for disputes arising from the re-issuance of new shares.

5. The owner of the anonymous stock certificate shall be responsible for the preservation of the certificate and the Company shall not be liable in cases where the certificate is stolen or used for fraudulent purposes.

6. The company may issue registered shares not in the form of certificates. The Board of Directors may issue a document allowing registered shares (in the form of certificates or non-certificates) to be transferred without the requirement of a transfer document. The Board of Directors may promulgate regulations on certificates and transfer of shares in accordance with the provisions of the Law on Enterprises, the law on securities and securities market and this Charter

## **Article 8. Other Securities Certificates**

Bond certificates or other securities certificates of the Company shall be issued with the signature of the legal representative and the seal of the Company, unless otherwise specified in the terms and conditions of issuance

## **Article 9. Transfer of shares**

1. All shares may be freely transferred, unless otherwise provided for by law, this Charter or the General Meeting of Shareholders or the Board of Directors provide for restrictions on share transfer. Stocks listed and registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and securities market.

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

## **Article 10. Share recovery**

1. In case a shareholder fails to pay the amount payable for the purchase of shares in full and on time, the Board of Directors shall notify and request such shareholder to pay the remaining amount and take responsibility for the total par value of the shares registered for purchase for the Company's financial obligations arising from the failure to pay in full. In case a shareholder borrows money from the Company to buy shares but fails to pay the loan amount in full and on time as committed, the Board of Directors shall send a notice requesting payment of the principal and interest amount, plus expenses incurred due to this non-payment. In case shareholders encounter difficulties and cannot pay on time, they must make an application for extension to the Board of Directors or apply for resale of shares to the Company. Within 30 days, the Board of Directors must consider whether to agree to the extension or repurchase, the maximum extension period is 60 days

2. The above-mentioned payment notice must clearly state the new payment deadline (at least [07] days from the date of sending the notice), the payment location and the notice must clearly state in case of failure to pay as required, the unpaid shares will be withdrawn.

3. The Board of Directors has the right to withdraw unpaid shares in full and on time in case the requirements in the above notice are not fulfilled.

4. Withdrawn shares are considered as shares entitled to offer for sale specified in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale and redistribution under such conditions and methods as the Board of Directors deems appropriate.

5. Shareholders holding recovered shares must relinquish their shareholder status for such shares, but shall still be responsible for the total par value of the shares registered for purchase for the Company's financial obligations incurred at the time of recovery under the decision of the Board of Directors from the date of withdrawal to the date of implementation abate. The Board of Directors has the sole right to decide on the compulsory payment of the entire value of the shares at the time of recovery or may exempt or reduce the payment of part or all of such amount.

6. The notice of recovery shall be sent to the holder of the recovered shares before the time of recovery. The revocation remains in effect even in the event of an error or negligence in the sending of the notice.

7. In the event of the death of a shareholder, the Company accepts the following persons who have the right to own part or all of the deceased's shares:

7.1. The heirs according to the will, the heirs according to the law.

7.2. In case there are more than one person who inherits together, the Company shall not settle disputes between the heirs.

7.3. Upon being entitled to lawful inheritance, the person entitled to inheritance shall be registered as the owner of the inherited shares, become a new shareholder and enjoy all the rights and obligations of the shareholder.

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

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

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

1. The General Meeting of Shareholders.
2. The Board of Directors and the Audit Committee under the Board of Directors.
3. General Director.

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

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

1. Ordinary shareholders have the following rights:

- a) Attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or other forms prescribed by the company's Charter and law. Each ordinary share has one voting vote;



- b) To receive dividends at the rate decided by the General Meeting of Shareholders;
- c) Prioritize the purchase of new shares corresponding to the percentage of ordinary shares owned by each shareholder in the Company;
- d) Freely transfer their shares to other persons, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of law;
- dd) Consider, look up and extract information on names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information;
- e) Consider, look up, extract or copy the company's charter, minutes of the General Meeting of Shareholders and the Resolution of the General Meeting of Shareholders;
- g) When the company is dissolved or goes bankrupt, it is entitled to receive a part of the remaining assets corresponding to the percentage of share ownership in the company;
- h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
- i) To be treated equally. Each share of the same type gives shareholders equal rights, obligations and benefits. In case the Company has preference shares, the rights and obligations associated with the preference shares must be approved by the General Meeting of Shareholders and fully announced to shareholders;
- k) Have full access to periodic and irregular information published by the Company in accordance with law;
- l) To be protected of their legitimate rights and interests; propose to suspend or cancel resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
- m) Other rights as prescribed by law and this Charter.

2. Shareholders or groups of shareholders owning [05%] or more of the total number of ordinary shares have the following rights:

- a) Request the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
- b) Consider, look up and extract the minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, contracts and transactions must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company;

c) Propose issues to be included in the agenda of the General Meeting of Shareholders. The petition 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 name of the shareholder, the number of each type of shares of the shareholder, the issue of the proposal to be included in the meeting agenda;

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

3. Shareholders or groups of shareholders owning [10%] or more of the total number of ordinary shares may nominate persons to the Board of Directors as prescribed in Article 25 of this Charter.

### **Article 13. Obligations of shareholders**

Ordinary shareholders have the following obligations:

1. To pay in full and on time the number of shares committed to purchase. Provide the correct address when registering to buy shares

2. Not to withdraw capital contributed by ordinary shares from the Company in any form, except for the case of repurchase of shares by the Company or other persons. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and a person with related interests in the Company must be jointly responsible for the Company's debts and other property obligations within the value of the withdrawn shares and the damages incurred.

3. Comply with the company's Charter and the Company's internal management regulations.

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

5. Confidentiality of information provided by the Company in accordance with the Company's Charter and law; only use the information provided to exercise and protect their legitimate rights and interests; it is strictly forbidden to disseminate or copy or send information provided by the Company to other organizations and individuals.

6. Attend meetings of the General Meeting of Shareholders and exercise the right to vote through the following forms:

a) Attend and vote directly at the meeting;

b) Authorize other individuals and organizations to attend and vote at the meeting;

c) Attend and vote through online conferences, electronic voting or other electronic forms;

d) Send the ballot papers to the meeting by mail, fax or letter;

dd) Send the ballot papers by [other means] as prescribed in the company's charter.

7. Taking personal responsibility when committing one of the following acts in the name of the Company in any form:

a) Violating law;

b) Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;

c) Pay debts that are not yet due in advance of financial risks to the Company.

8. To fulfill other obligations as prescribed by current law.

#### **Article 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall meet annually once a year and within four (04) months from the end of the fiscal year. Unless otherwise provided for by the company's charter, the Board of Directors shall decide to extend the annual General Meeting of Shareholders in case of necessity, but not exceeding 06 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 of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.

2. The Board of Directors shall convene a meeting of the Annual General Meeting of Shareholders and select an appropriate location. The Annual General Meeting of Shareholders decides on matters in accordance with the law and the company's charter, especially through the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material exceptions, conflicting audit opinions or rejection, the Company must invite the representative of the approved auditing organization to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above have the responsibility to attend 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 Managing Board is less than the minimum number of members as prescribed by law;

- c) At the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request for convening a meeting of the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with the signatures of the relevant shareholders or the written request to be made in many copies and collect the signatures of the relevant shareholders;
- d) Annual balance sheets, quarterly or semi-annual reports or audit reports of the fiscal year reflecting the loss of half of the charter capital
- e/ Other cases as prescribed by law and this Charter.

#### 4. Convening an extraordinary General Meeting of Shareholders

- a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within [30] days from the date on which the remaining members of the Board of Directors and independent members of the Board of Directors as prescribed at Point b, Clause 3 of this Article or receive the request specified at Points c and d, Clause 3 of this Article;
- b) In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point a, Clause 4 of this Article, within the next 30 days, the shareholders or groups of shareholders specified at Point c, Clause 3 of this Article may request the Company's representative to convene a meeting of the General Meeting of Shareholders as prescribed in the Law on Enterprises;

[In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be refunded by the Company. This expense 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 shall comply with the provisions of Clause 5, Article 140 of the Law on Enterprises.

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

- 1. The General Meeting of Shareholders has the following rights and obligations:
  - a) To approve the Company's development orientation;
  - b) Decide on the type of shares and the total number of shares of each type entitled to be offered for sale; decide on the annual dividend level of each type of share
  - c) Elect, dismiss or dismiss members of the Board of Directors;

- d) Decide on investment or sale of assets valued at [35%] or more of the total value of assets stated in the company's latest financial statements, [unless the company's charter prescribes a ratio or another value];
  - dd) Decision on amendment and supplementation of the company's charter;
  - e) To approve the annual financial statements;
  - g) Decide to repurchase more than 10% of the total sold shares of each type;
  - h) Consider and handle violations committed by members of the Board of Directors causing damage to the Company and its shareholders;
  - i) Decide on the reorganization or dissolution of the company;
  - k) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors;
  - l) Approving the Internal Management Regulation; Regulation on operation of the Board of Directors;
  - m) Approving the list of approved auditing firms; decide on the approved auditing firm to inspect the Company's operation, dismiss the approved auditor when considering the necessary teacher;
  - n) Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following issues:
- a) The company's annual business plan;
  - b) Audited annual financial statements;
  - c) The report of the Board of Directors on the administration and operation results of the Board of Directors and each member of the Board of Directors; report at the Annual General Meeting of Shareholders in accordance with Article 284 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
  - d) The dividend level for each share of each type; This dividend level is not higher than the level proposed by the Board of Directors after consulting shareholders at the General Meeting of Shareholders
  - e) Number of members of the Board of Directors;
  - g) Elect, dismiss or dismiss members of the Board of Directors;
  - h) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors;

- i) Approve the list of approved auditing firms; to decide on the auditing firm to be approved to inspect the company's activities when it deems it necessary;
- k) Supplement and amend the company's charter;
- l) The type of shares and the number of newly issued shares for each type of shares and the transfer of shares of the founding members within the first 03 years from the date of establishment;
- m) Division, separation, consolidation, merger or transformation of the company;
- o) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
- p) Decide on investment or sale of assets valued at [35%] or more of the total value of assets stated in the company's latest financial statements [unless the company's charter prescribes other ratios or values];
- q) Decide to repurchase more than 10% of the total sold shares of each type;
- r) The company signs contracts or transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the company's assets stated in the latest financial statements;
- s) Approve the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
- t) Approving the Internal Regulation on corporate governance and the Regulation on operation of the Board of Directors;
- u) Examine and handle violations of the Board of Directors that cause damage to the Company and its shareholders and other matters in accordance with law and this Charter.

3. Shareholders are not allowed to vote in the following cases:

- a. Contracts specified in Article 14.2 of this Charter when such shareholder or a person related to such shareholder is a party to the contract;
- b. The purchase of shares of such shareholder or of persons related to such shareholder.

4. All resolutions and issues that have been included in the agenda must be discussed and voted on at the General Meeting of Shareholders.

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

1. Shareholders and authorized representatives of shareholders being organizations may directly attend meetings or authorize one or several 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.

2. The authorization of an individual or representative organization to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be made in accordance with the provisions of the civil law and must clearly state the name of the authorized individual or organization and the number of authorized shares.

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

3. Voting papers of persons authorized to attend meetings within the scope of authorization shall remain valid when one of the following cases occurs, except for the following cases:

- a) The authorizer has died, has limited civil act capacity or has lost civil act capacity;
- b) The authorizer has canceled the appointment of authorization;
- c) The authorizer has canceled the authority of the person performing the authorization.

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

### **Article 17. Change permissions**

1. The change or cancellation of special rights associated with a type of preference shares takes effect when it is approved by shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting. The Resolution of the General Meeting of Shareholders on the contents that adversely change the rights and obligations of shareholders owning preference shares may only be approved if it is approved by the number of preference shareholders of the same type attending the meeting owning 75% or more of the total preference shares of that type or 75% of the total shares owned by preference shareholders of the same type the preferential portion of that type or more shall be approved in case of approval of the resolution in the form of written consultation.

2. The organization of a meeting of shareholders holding a type of preference shares to approve the change of the above-mentioned rights is only valid when there are at least 02 shareholders (or their authorized representatives) and hold at least 1/3 of the par value of such issued shares. In case there are not enough delegates as mentioned above, the meeting shall

be reconvened within the next 30 days and the holders of shares of that type (regardless of the number of people and number of shares) who are present in person or through authorized representatives shall be considered as having the required number of delegates. At the meetings of shareholders holding the above-mentioned preferential shares, holders of shares of that type who are present in person or through their representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.

3. Procedures for conducting such separate meetings shall be carried out similarly to the provisions in Articles 19, 20 and 21 of this Charter.

4. Unless otherwise provided for in the terms of the issuance of shares, the special rights attached to the types of shares have preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same type.

**Article 18. Convening meetings, meeting agendas and notice of invitation to the General Meeting of Shareholders**

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

2. The convener of the General Meeting of Shareholders must 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 made no later than [10] days before the date of sending the notice of invitation to the General Meeting of Shareholders [if the company's charter does not stipulate a shorter time limit]. The company must disclose information on the compilation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

b) Prepare the program and contents of the congress;

c) Prepare documents for the congress;

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

dd) Determine the time and place of the congress;

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

g) Other tasks in service of the congress.



3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by the method of ensuring that the contact address of the shareholders is reached, and at the same time published on the website of the Company, the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders on the List of shareholders entitled to attend the meeting at least [21] days before the opening date of the meeting [if the company's charter does not stipulate a longer time limit] (counting from the date on which the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders, documents related to issues to be voted on at the general meeting shall be sent to shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the meeting of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the path to all meeting documents for shareholders to access, including:

- a) The meeting program and documents used in the meeting;
- b) List and detailed information of candidates in case of election of members of the Board of Directors;
- c) Voting papers;
- d) Draft resolutions for each issue in the meeting agenda.

4. Shareholders or groups of shareholders specified in Clause 2, Article 12 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 at least [03 working days] before the opening date of the meeting. The petition must clearly state the name of the shareholder, the number of each type of share of the shareholder, and the issue of the proposal to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders may reject the petition specified in Clause 4 of this Article if it falls into one of the following cases:

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

6. The Board of Directors must prepare a draft resolution for each issue in the meeting agenda.

7. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article in the tentative agenda and contents of the meeting, except for the case specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

**Article 19. Conditions for conducting the General Meeting of Shareholders**

1. A meeting of the General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than [50%] of the total number of votes.
2. In case the first meeting fails to meet the conditions specified in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within [30 days] from the date on which the first meeting is planned. The second General Meeting of Shareholders is conducted when the number of shareholders attending the meeting represents [33%] of the total number of votes or more.
3. In case the second meeting fails to meet the conditions specified in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within [20] days from the scheduled date of the second meeting. The Third General Meeting of Shareholders is conducted regardless of the total number of votes of shareholders attending the meeting.
4. The agenda and contents of the second and/or third meeting remain the same as the agenda and contents of the meeting prepared for the first meeting.

**Article 20. Format of conducting the meeting and voting at the General Meeting of Shareholders**

1. Before the opening of the meeting, the Company must carry out the procedures for registering shareholders and must carry out the registration until the shareholders who are entitled to attend the meeting have registered in the following order:
  - a) When registering shareholders, the Company shall grant each shareholder or authorized representative the right to vote on a ballot card, on which the registration number, full name of the shareholder, the full name of the authorized representative and the number of voting votes of such shareholder. The General Meeting of Shareholders discusses and votes on each issue in the program. The vote shall be conducted by voting in favor, disapproval and no opinion. At the Congress, the number of votes in favor of the resolution is collected first, the number of votes against the resolution is collected later, and finally the total number of votes in favor or disapproval is counted for decision. The results of the vote count were announced by the Chairman just before the closing of the meeting. The congress shall elect persons responsible for counting votes or supervising the counting at the request of the Chairman. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

b) Shareholders, authorized representatives of shareholders being organizations or authorized persons who come after the meeting has been opened have the right to register immediately and then have the right to participate and vote at the general meeting immediately after registration. The Chairman is not responsible for stopping the general meeting so that shareholders are late to register and the validity of the previously voted contents remains unchanged.

2. The election of chairpersons, secretaries and vote-counting boards is prescribed as follows:

a) The Chairman of the Board of Directors shall preside over or authorize other members of the Board of Directors to chair the meeting of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson is absent or temporarily unable to work, the remaining members of the Managing Board shall elect one of them to chair the meeting on the principle of majority. In case the chairman cannot be elected, the member of the Board of Directors of the highest position present shall preside over the meeting for the General Meeting of Shareholders to elect the chairman of the meeting among the participants and the person with the highest vote to preside over the meeting;

b) Except for the case specified at Point a of this Clause, the signatory shall convene a meeting of the General Meeting of Shareholders for the General Meeting of Shareholders to elect the chairperson of the meeting and the person with the highest number of votes to preside over the meeting;

c) The chairperson shall appoint one or several persons to act as the secretary of the meeting;

d) The General Meeting of Shareholders shall elect one or several 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 during the opening session. The program must clearly define and detail the time for each issue in the content of the meeting agenda.

4. The Chairman of the General Meeting has the right to take necessary and reasonable measures to administer the General Meeting of Shareholders in an orderly manner, in accordance with the approved program and reflecting the wishes of the majority of the participants.

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

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

c) Create conditions for shareholders to attend (or continue to attend) the general meeting. The convener of the General Meeting of Shareholders has the full right to change the above-

mentioned measures and apply all necessary measures. The applicable measures can be the issuance of an entry permit or the use of other forms of choice.

5. The General Meeting of Shareholders discusses and votes on each issue in the program. The vote shall be conducted by voting in favor, disapproval and no opinion. The results of the vote count were announced by the chairman just before the closing of the meeting.

6. Shareholders or persons authorized to attend meetings after the meeting has been opened may still be registered and have the right to vote immediately after registration; In this case, the validity of the previously voted contents does not change.

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

a) To request all participants to be subject to inspection or other lawful and reasonable security measures;

b) Request the competent agency to maintain the order of the meeting; expelling those who do not comply with the chairman's executive authority, deliberately disrupt the order, obstruct the normal progress of the meeting, or fail to comply with the requirements for security checks out of the General Meeting of Shareholders.

8. The Chairperson has the right to postpone the meeting of the General Meeting of Shareholders for a maximum of 03 working days from the date on which the meeting is scheduled to open and may only postpone the meeting or change the meeting venue in the following cases:

a) The meeting venue does not have enough convenient seats for all participants;

b) The means of communication at the meeting venue are not guaranteed for shareholders attending the meeting to participate, discuss and vote;

c) There are people attending the meeting who obstruct or disturb the order, which may cause the meeting to be held in a fair and lawful manner.

9. In case the chairperson postpones or suspends the meeting of the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the participants to replace the chairperson who runs the meeting until the end of the meeting; All resolutions adopted at that meeting are effective.

10. Method of organizing the General Meeting of Shareholders:

The General Meeting of Shareholders shall be held by one of the following methods:

a) Hold a meeting in person at the meeting venue;

b) Organize online meetings;

c) Hold a face-to-face meeting at the meeting venue in combination with an online meeting.

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

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

1. A resolution on the following contents shall be adopted if approved by the number of shareholders representing [65%] or more of the total number of votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

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

b) Change of business lines, trades and domains;

c) Change the organizational structure of the Company's management;

d) Projects on investment or sale of assets valued at 35% or more of the total value of assets stated in the company's latest financial statements, unless the company's charter prescribes other ratios or values;

dd) Reorganization or dissolution of the company;

2. Resolutions shall be passed when the number of shareholders owning more than [50%] of the total number of votes of all shareholders attending and voting at the meeting shall approve, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

3. The voting for the election of members of the Board of Directors must be carried out by the method of accumulating votes, whereby each shareholder has a total number of votes corresponding to the total number of shares owned by multiplying the number of elected members of the Board of Directors and shareholders have the right to accumulate all or part of their total votes for one or several candidates member. The elected members of the Board of Directors shall be determined according to the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members specified in the company's Charter is reached. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors, a re-election will be

conducted among the candidates with the same number of votes or selected according to the criteria specified in the election regulation or the company's charter.

In case of wishing to vote for the election of members of the Board of Directors by a method other than the method of accumulating votes, the voting by such method must be voted and approved by the General Meeting of Shareholders at the rate specified in Clause 2 of this Article before electing members of the Board of Directors.

4. Resolutions of the General Meeting of Shareholders passed equal to 100% of the total number of shares with voting rights are lawful and effective even if the order and procedures for convening meetings and approving such resolutions violate the provisions of the Law on Enterprises and the company's charter.

**Article 22. Competence and procedures for collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders**

The competence and method of collecting shareholders' opinions in writing to approve the Resolution 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 approve the resolution of the General Meeting of Shareholders when deeming it necessary for the benefit of the Company, except **for the case specified in Clause 2, Article 147** of the Law on Enterprises.

2. The Board of Directors must prepare the opinion poll, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send it to all shareholders with voting rights at least [10 days] before the deadline for returning the ballot. The request and method of sending the opinion poll and the enclosed documents shall comply with the provisions of Clause 3, Article 18 of this Charter.

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

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

b) Purpose of collecting opinions;

c) Full name, contact address, nationality and number of legal papers of the individual, for individual shareholders; name, enterprise identification number or number of legal documents of the organization, address of the head office for shareholders being organizations or full name, contact address, nationality and number of legal papers of individuals for representatives of shareholders being organizations; the number of shares of each type and the number of voting votes of shareholders;

d) Issues that need to be consulted for approval;

dd) The voting plan includes approval, disapproval and no opinion on each issue for which opinions are collected;

e) The time limit for sending to the Company the reply form for collecting opinions;

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

4. Shareholders may send the reply form to the Company by mail, fax or e-mail according to the following provisions:

a) In case of sending a letter or opinion poll that has been answered, it must be signed by the shareholder being an individual, of the authorized representative or the legal representative of the shareholder being an organization. The opinion form sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;

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

c) Opinion collection forms sent to the Company after the time limit specified in the contents of the opinion collection form or which have been opened in case of sending letters and disclosed in case of sending fax or e-mail are invalid. Opinion poll votes that are not sent back shall be considered as votes that do not participate in voting.

5. The Board of Directors counts votes and makes a record of vote counting under the witness of shareholders who do not hold management positions of the Company. The vote counting record must contain the following principal contents:

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

b) Purposes and issues to be consulted for the adoption of the resolution;

c) The number of shareholders with the total number of voting votes that have participated in voting, distinguishing the number of valid and invalid votes and the method of sending the voting papers, enclosed with an appendix to the list of shareholders participating in voting;

d) The total number of votes in favor, disapproval and no opinion on each issue;

dd) The approved issue and the corresponding approval rate;

e) Full names and signatures of the Chairman of the Board of Directors, the vote counting person and the vote counting supervisor.

Members of the Board of Directors, vote counting persons and vote counting supervisors must be jointly and severally responsible for the truthfulness and accuracy of the vote counting minutes; jointly and severally responsible for damages arising from the decisions passed due to untruthful and inaccurate vote counting.

6. Minutes of vote counting and resolutions must be sent to shareholders within 15 days after the end of vote counting. The sending of vote counting minutes and resolutions can be replaced by posting on the Company's website within 24 hours from the end of the vote count.

7. The replied opinion poll, the vote counting record, the approved resolution and relevant documents enclosed with the opinion poll must be kept at the company's head office.

8. A resolution shall be adopted in the form of a written consultation of shareholders if the number of shareholders owning more than [50%] of the total number of votes of all shareholders with the right to vote in favor of it is valid as the resolution passed at the General Meeting of Shareholders.

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

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

- a) Name and address of the head office, enterprise identification number;
- b) Time and place of the General Meeting of Shareholders;
- c) Meeting agenda and meeting contents;
- d) Full name of the chairman and secretary;
- dd) Summarize the progress of the meeting and comments at the meeting of the General Meeting of Shareholders on each issue in the meeting agenda;
- e) The number of shareholders and the total number of votes of the shareholders attending the meeting, the appendix to the list of registered shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;
- g) The total number of votes for each voting issue, clearly stating the voting method, the total number of valid votes, invalid, in favor, against and without opinions; the corresponding ratio to the total number of votes of shareholders attending the meeting;
- h) The approved issues and the corresponding percentage of approved votes;
- i) Full name and signature of the chairman and secretary. In case the chairperson or secretary refuses to sign the minutes of the meeting, this minutes shall take effect if they are signed by all other members of the Board of Directors attending the meeting and have all the contents as prescribed in this Clause. The minutes of the meeting clearly state that the chairman and secretary refused to sign the minutes of the meeting.

2. The minutes of the meeting of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and secretary of the meeting or other



persons who sign the minutes of the meeting must be jointly and severally responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes made in Vietnamese and English shall have the same legal effect. In case there is a difference in the contents of the minutes in Vietnamese and in English, the contents of the minutes in Vietnamese shall apply.

4. The resolution, the minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting with the signatures of the shareholders, the written authorization to attend the meeting, all documents attached to the minutes (if any) and relevant documents enclosed with the notice of invitation to the meeting must be disclosed in accordance with the law on information disclosure on the market securities market and must be kept at the head office of the Company.

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

Within 90 days from the date of receipt of the resolution or minutes of the meeting of the General Meeting of Shareholders or the minutes of the vote counting results for consultation of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may request the Court or Arbitration to consider annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the company's charter, except for the case specified in Clause 3, Article 21 of this Charter.
2. Contents of resolutions that violate law or this Charter.

### **VII. BOARD OF DIRECTORS**

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

1. In case the candidates for the Board of Directors have been identified, the Company must publish information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must make a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the candidates for the Board of Directors announced includes:

- a) Full name, date of birth;

- b) Professional qualifications;
  - c) Work history;
  - d) Other managerial titles (including the title of the Board of Directors of other companies);
  - dd) Interests related to the Company and its related parties;
  - e) Other information (if any) as prescribed in the company's charter;
  - g) The public company shall be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial titles and interests related to the company of the candidate for the Board of Directors (if any).
2. Shareholders being individuals owning 10% or more of the total number of ordinary shares may nominate themselves as candidates for the Board of Directors in accordance with the Law on Enterprises and the company's charter. Shareholders who have nominated themselves do not simultaneously exercise the right to nominate or group others to nominate others as candidates for the Board of Directors and vice versa, shareholders who have exercised the right to nominate and group others as candidates do not simultaneously nominate themselves as candidates for the Board of Directors.
3. Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares may nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the company's charter.
4. The candidacy, nomination and introduction of persons to the Board of Directors shall be carried out as follows:
- a) In case a shareholder exercises the right to run for or nominate a candidate for the Board of Directors, such shareholder must use the entire number of ordinary shares under his/her ownership to run for candidacy or nominate a single candidate, and is not allowed to subdivide the percentage of shares owned for candidacy. nominations for multiple candidates.
  - b) Ordinary shareholders who form a group to nominate a person to the Board of Directors must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders.
  - c) Shareholders or groups of shareholders exercising the right to candidacy or nomination must maintain their ownership shares at least in the proportion specified in Clauses 2 and 3 of this Article during the period from the date of candidacy or nomination of candidates to the time when the General Meeting of Shareholders votes to elect members of the Board of Directors.

d) Shareholders or groups of shareholders specified in Clauses 2 and 3 of this Article are entitled to nominate or nominate a person as a candidate for the Board of Directors. Based on the number of candidates (meeting all conditions and criteria) through the nomination and candidacy of shareholders or groups of shareholders, the incumbent Board of Directors is entitled to introduce additional candidates with the total number of candidates equal to or greater than the number of members of the Board of Directors to be elected. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

e) The procedures, dossiers and time limit for candidacy and nomination shall be prescribed by the Board of Directors and notified to ordinary shareholders for compliance with law and the company's charter.

5. Members of the Board of Directors must meet the following criteria and conditions:

a) Being an individual with full civil act capacity;

b) Not falling into the subjects specified in Clause 2, Article 17 of the Law on Enterprises.

c) Having professional qualifications and experience in business administration or in the business fields, lines and lines of the Company.

d) Only concurrently being a member of the Board of Directors or the Board of members at a maximum of 05 other companies.

e) Being an individual shareholder owning at least 0.1% of the Company's ordinary shares for a continuous period from the time of making the list of shareholders entitled to attend the Annual General Meeting of Shareholders of the preceding year to the time of nomination or candidacy for members of the Board of Directors and must continuously maintain the ownership of ordinary shares equal to or greater than this minimum rate during the term from being nominated or nominated until the end of their term. These criteria and conditions do not apply to independent members of the Board of Directors.

6. Unless otherwise provided for by the law on securities or the company's charter, in addition to the criteria and conditions specified in Clause 5 of this Article, an independent member of the Board of Directors must also meet the following criteria and conditions:

a) Not being a person working for the Company, its parent company or its subsidiaries; not being a person who has worked for the Company, its parent company or its subsidiaries for at least 3 consecutive years;

b) Not being a person who is receiving salary or remuneration from the Company, except for allowances to which members of the Board of Directors are entitled as prescribed;

- c) Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling who is a major shareholder of the Company; being a manager of the Company or a subsidiary of the Company;
- d) Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Company;
- dd) Not being a person who has been a member of the Board of Directors or the Control Board of the Company for at least 05 consecutive years, except for the case of being appointed for 02 consecutive terms.
- e) Must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law or business administration.

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

1. The number of members of the Board of Directors is at least five (05) and at most eleven (11) people.
2. The term of office of a member of 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 of the Board of Directors of a company for no more than 02 consecutive terms. Board members are elected staggered to ensure that, the Board cannot be replaced in its entirety and at the same time for any reason. Within 01 year or between two General Meetings (whichever is longer), the Board of Directors can only replace up to 2 members, except for the case of election of additional members of the Board of Directors due to the resignation of members of the Board of Directors. In case all members of the Board of Directors end their term at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over their duties.

Method of calculating the term of office of members of the Board of Directors: The term of office begins from the time the resolution of the General Meeting of Shareholders on the election of members of the Board of Directors is passed and ends at the closing of the Annual General Meeting of Shareholders of the last year of the term of office. regardless of whether the end of this term is 365 days per year or not.

3. The structure of members of the Board of Directors is as follows:
  - a) The structure of the Board of Directors of a public company must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members.
  - b) The total number of independent members of the Board of Directors must comply with the following provisions:

(i) There is at least 01 independent member in case the company has the number of members of the Board of Directors from 03 to 05 members;

(ii) There are at least 02 independent members in case the company has the number of members of the Board of Directors from 06 to 08 members;

(iii) There are at least 03 independent members in case the company has the number of members of the Board of Directors from 09 to 11 members.

4. A member of the Board of Directors is no longer a member of the Board of Directors in case of dismissal, dismissal or replacement by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises, specifically:

a) The General Meeting of Shareholders dismisses a member of the Board of Directors in the following cases:

(i) Failing to meet the criteria and conditions prescribed by law and the company's charter.

(ii) Have a letter of resignation and be approved;

(iii) Failing to continuously maintain ownership of the number of ordinary shares equal to or greater than the minimum ratio specified at Point e, Clause 5, Article 25 of the Charter until the end of their term;

(iv) Other cases specified in the company's charter.

b) The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

(i) Failing to participate in the activities of the Board of Directors for 06 consecutive months, except for force majeure cases;

(ii) Other cases specified in the company's charter.

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

6. Members of the Board of Directors must be shareholders of the Company (except for independent members of the Board of Directors) and must maintain ownership of ordinary shares equal to or greater than the minimum ratio specified at Point e, Clause 5, Article 25 of the company's Charter throughout their term of office.

## **Article 27. Powers and obligations of the Board of Directors**

1. The Board of Directors is the company's management agency, which has the full right to decide and exercise the company's rights and obligations on behalf of the company, except for the rights and obligations under the competence of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be 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) Decide on the company's medium-term development strategy, plan and annual business plan;
- b) Propose the type of shares and the total number of shares entitled to be offered for sale of each type;
- c) Decision on sale of unsold shares within the number of shares entitled to offer for sale of each type; decide to mobilize additional capital in other forms;
- d) Decide on the selling price of shares and bonds of the Company;
- dd) Decision on share repurchase as prescribed in Clauses 1 and 2, Article 133 of the Law on Enterprises;
- e) To decide on investment plans and investment projects within their competence and limits as prescribed by law;
- g) To decide on solutions for market development, marketing and technology;
- h) Approval of contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of [35%] or more of the total value of assets stated in the Company's latest financial statements, except for contracts and transactions under the decision-making competence of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
- i) Elect, dismiss or dismiss the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts for the General Director and other important managers prescribed by the company's charter; decide on salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, decide on the remuneration levels and other benefits of such persons;
- k) Supervise and direct the General Director and other managers in the daily business administration of the Company;
- l) Decide on the organizational structure and internal management regulations of the Company; to decide on the establishment, division, separation, consolidation, merger or transformation of types and dissolution of subsidiaries; to decide on the establishment and termination of operation of branches and representative offices and the capital contribution, purchase of shares of other enterprises or the sale of shares or contributed capital in other enterprises;

- m) Approving programs and contents of documents in service of the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve the resolution;
- n) Submit the audited annual financial statements to the General Meeting of Shareholders;
- o) Propose the level of dividends to be paid; decide on the deadline and procedures for dividend payment or handling losses incurred in the course of business;
- p) To propose the reorganization or dissolution of the company; request for bankruptcy of the Company;
- q) Decide on the promulgation of the Regulation on operation of the Board of Directors and the Internal Regulation on corporate governance after being approved by the General Meeting of Shareholders; the decision to promulgate the Regulation on operation of the Audit Committee under the Board of Directors, the Regulation on information disclosure of the company;
- s) 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 on the results of the operation of the Board of Directors in accordance with Article 280 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.

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

1. The company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.
2. Members of the Board of Directors shall be entitled to remuneration and bonuses. The remuneration for work is calculated according to the number of working days necessary to complete the tasks of the members of the Board of Directors and the remuneration level per day. The Board of Directors estimates the remuneration for each member on a unanimous basis. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, expressed in separate sections in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors who hold executive positions or members of the Board of Directors who work in sub-committees of the Board of Directors or perform other tasks outside the scope of ordinary tasks of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum remuneration from time to time. salaries, commissions, profit percentages or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors shall have the right to pay all expenses for travel, meals, accommodation and other reasonable expenses that they have to pay when performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders. The Board of Directors or subcommittees of the Board of Directors.

6. Members of the Board of Directors may be insured by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the responsibilities of members of the Board of Directors in relation to violations of laws and the company's charter.

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

1. The Chairman of the Board of Directors and the Vice Chairman of the Board of Directors shall be elected, dismissed or dismissed from office by the Board of Directors among the members of the Board of Directors.

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

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

- a) Formulate programs and plans on operation of the Board of Directors;
- b) Prepare programs, contents and documents for the meeting; convene, preside over and chair meetings of the Board of Directors;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
- dd) Chairing the meeting of the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises, the Company's Charter and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

4. Election of the Chairman of the Board of Directors:



The Chairman of the Board of Directors shall be elected by the Board of Directors from among the members of the Board of Directors. Within 03 (three) months from the date of election by the Board of Directors, the Chairman of the Board of Directors must own at least 18% of the Company's ordinary shares and continuously maintain the number of ordinary shares equal to or greater than this minimum ratio until the end of his/her term.

5. Dismissal and dismissal of the Chairman of the Board of Directors:

a) The Board of Directors dismisses the Chairman of the Board of Directors in the following cases:

(i) Failing to meet the criteria and conditions for being a member of the Board of Directors as prescribed by law and the company's charter;

(ii) There is a letter of resignation;

(iii) In case of having to elect another member to hold the position of Chairman of the Board of Directors as prescribed in Clause 7 of this Article;

(iv) Failing to meet the conditions on share ownership ratio as prescribed in Clause 4 of this Article.

(v) Failing to continuously maintain ownership of the number of ordinary shares equal to or greater than the minimum ratio specified in Clause 4 of this Article until the end of their term of office.

(vi) Other cases specified in the company's charter.

b) The Managing Board dismisses the Chairman of the Managing Board in the following cases:

(i) Failing to participate in the activities of the Board of Directors for 06 consecutive months, except for force majeure cases;

(ii) Other cases specified in the company's charter.

6. In case the Chairman of the Board of Directors resigns or is dismissed or dismissed, the Board of Directors must elect a replacement within [10 days] from the date of receipt of the letter of resignation or dismissal or dismissal.

7. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to perform the rights and perform the rights and obligations of the Chairman of the Board of Directors [according to the principles specified in the company's charter]. In case no authorized person or Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving administrative-handling measures at a compulsory detoxification establishment, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/her civil

act capacity, if there are difficulties in cognition, control of behavior, are banned from holding certain positions, practicing certain professions or doing certain jobs by the Court, the remaining members shall elect one of the members holding the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

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

- a) Perform tasks as assigned and authorized by the Board of Directors and the Chairman of the Board of Directors.
- b) Other rights and obligations as prescribed by the Law on Enterprises, the Company's Charter and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

9. Dismissal and dismissal of the Vice Chairman of the Board of Directors:

- a) The Board of Directors dismisses the Vice Chairman of the Board of Directors in the following cases:
  - (i) Failing to meet the criteria and conditions for being a member of the Board of Directors as prescribed by law and the company's charter;
  - (ii) There is a letter of resignation;
  - (iii) Other cases according to the decision of the majority of members of the Board of Directors;
  - (iv) Other cases specified in the company's charter.
- b) The Board of Directors dismisses the Vice Chairman of the Board of Directors in the following cases:
  - (i) Failing to participate in the activities of the Board of Directors for 06 consecutive months, except for force majeure cases;
  - (ii) Other cases specified in the company's charter.

### **Article 30. Board Meeting**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the end of the election of such Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the same percentage of votes, the members shall vote on the principle of majority to elect 01 person from them to convene a meeting of the Board of Directors.

2. The Board of Directors must meet at least once a quarter and may hold an extraordinary meeting to adopt resolutions and decisions at the meeting or may adopt resolutions or decisions in the form of written consultation or by electronic means.

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

- a) At the request of an independent member of the Board of Directors;
- b) At the request of the General Director or at least 05 other managers;
- c) At the request of at least 02 members of the Board of Directors;
- d) At the request of a majority of members of the Audit Committee.

4. The proposals specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decisions falling under the competence of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of 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 Chairman of the Board of Directors shall be responsible for the damage caused to the Company; the proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least [03] working days before the meeting date. In case due to the urgency of the issue to be discussed, the notice of invitation to the meeting may be sent later than this time limit provided that 3/4 or more of the total number of members attend the meeting. In case the meeting is convened according to the deadline for sending this notice of invitation to the abbreviated meeting, if the number of members attending the meeting is insufficient, the procedures for convening the second meeting specified in Clause 7 of this Article shall apply.

The notice of invitation to the meeting must specify the time and place of the meeting, the form of the meeting (face-to-face conference, online conference or face-to-face conference combined with online), the program, issues to be discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the members' votes.

The notice of invitation to the meeting 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 the contact address of each member of the Board of Directors registered at the company is reached.

7. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members attend the meeting. In case the meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, it shall be convened for the second time within [07 days] from the scheduled date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend the meeting.

8. Members of the Board of Directors shall be deemed to attend and vote at the meeting in the following cases, depending on the form of meeting stated in the notice of invitation to the meeting:

- a) Attend and vote directly at the meeting;
- b) Authorize other persons to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c) Attend and vote through online conferences, electronic voting or other electronic forms;
- d) Send the ballot papers to the meeting by mail, fax or e-mail;
- dd) Sending the ballot papers by other means.

9. In case of sending the ballot papers to the meeting by mail, the ballot papers must be enclosed in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. Ballots are only opened in the presence of all attendees. In case of sending fax or e-mail, it must be sent before the end of the vote count.

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

11. [Unless the company's charter stipulates other higher ratios], resolutions or decisions of the Board of Directors shall be adopted if approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the party with the opinion of the Chairman of the Board of Directors.

Resolutions and decisions in the form of written opinion collection or voting opinions through electronic means shall be adopted on the basis of the approval of the majority of members of the Board of Directors with voting rights, in case the number of votes is equal, the final decision shall belong to the party with the opinion of the Chairman of the Board of Directors. This Resolution is effective and valid as adopted at the meeting.

12. Voting.

a. Except for the provisions of Clause 12b, Article 30, each member of the Board of Directors or an authorized person who is directly present as an individual at the meeting of the Board of Directors shall have one vote;

b. Members of the Board of Directors may not vote on contracts, transactions or proposals in which such member or a person related to such member has interests and such interests are in conflict or may conflict with the interests of the Company in accordance with the provisions of law and the Company's Charter. A member of the Board shall not count towards the minimum number of delegates required to be present to be able to hold a Board meeting on decisions for which the member does not have the right to vote;

c. When issues arise at a meeting of the Board of Directors concerning the level of interest of a member of the Board of Directors or concerning the voting rights of a member of the Board of Directors which are not resolved by the voluntary waiver of the voting rights of such member of the Board of Directors, such arising issues shall be referred to the chairman of the meeting and the judge's decision in relation to all other members of the Board shall be final, unless the nature or scope of interests of the member of the Board concerned has not been duly disclosed;

13. Publicity of interests. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that he or she has an interest in it, shall be required to disclose the nature and content of such interest at the meeting at which the Board of Directors first considers the issue of signing the contract or This transaction. Or this member may make it public at the first meeting of the Board of Directors held after the member knows that he or she has an interest or will have an interest in the related transaction or contract.

**Article 31. Subcommittees of the Board of Directors**

1. The Board of Directors may set up subordinate subcommittees to be in charge of development policies, personnel, salaries and bonuses, internal audit, and risk management. The number of members of the subcommittee decided by the Board of Directors shall be at least [03 persons], including members of the Board of Directors and external members. The activities of the sub-committee must comply with the regulations of the Board of Directors. The resolution of the subcommittee takes effect only when a majority of members attend and vote for approval at the meeting of the subcommittee.

2. The implementation of decisions of the Board of Directors or subcommittees under the Board of Directors must comply with current laws and the provisions of the company's Charter and internal regulations on corporate governance.

### **Article 32. Person in charge of corporate governance**

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support the corporate governance at the enterprise. The person in charge of corporate administration 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 administration must not concurrently work for an approved auditing organization that is auditing the Company's financial statements. The person in charge of corporate governance must meet the following criteria:

a) Having an understanding of law;

b) Other criteria as prescribed by law, this Charter and decisions of the Board of Directors

3. The person in charge of company administration has the following rights and obligations:

a) Advise the Board of Directors in organizing the General Meeting of Shareholders as prescribed and related affairs between the Company and shareholders;

b) Prepare meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;

c) Advise on the procedures of meetings;

d) Attend meetings;

dd) Advise on procedures for making resolutions of the Board of Directors in accordance with law;

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

g) Supervise and report to the Board of Directors on the Company's information disclosure activities;

h) Acting as a point of contact with parties with related interests;

i) Confidentiality of information in accordance with the provisions of law and the company's charter;

k) Other rights and obligations as prescribed by law and [Company Charter].

## **VIII. GENERAL DIRECTORS 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 subject to the supervision and direction of the Board

of Directors in the Company's daily business. The company has a General Director, Deputy General Directors, Chief Accountant. The appointment, dismissal and dismissal of the above-mentioned titles must be approved by resolutions and decisions of the Board of Directors. Directors of member units selected by the Board of Directors, sign contracts for hiring directors, and comply with this Charter. Directors of member units are the heads, managers and responsible to the Board of Directors and the General Director of the Company for all activities of the units.

**Article 34. Company Executives**

1. The Company's executives include the General Director, Deputy General Director, Chief Accountant and [other executives as prescribed by the company's Charter].
2. At the request of the General Director and approved by the Board of Directors, the Company may recruit other executives with the number and standards in accordance with the Company's management structure and regulations prescribed by the Board of Directors. The business operator must be responsible for supporting the Company to achieve the goals set out in its operations and organization.
3. The General Director shall be paid salaries and bonuses. The salary and bonus of the General Director shall be decided by the Board of Directors.
4. Executives' salaries shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed in separate sections in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

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

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

The salary, remuneration, benefits, rights, obligations and responsibilities of the General Director are specified in detail in the management lease contract. Information on the salary, allowances and benefits of the CEO must be reported in the Annual General Meeting of Shareholders and stated in the Company's annual report.

2. The General Director is the person who runs the day-to-day business of the Company; under the supervision of the Board of Directors; take responsibility before the Board of Directors and law for the performance of assigned rights and obligations.
3. The term of office of the General Director shall not exceed 05 years and may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the [Company's Charter].

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

- a) To decide on matters related to the Company's daily business which do not fall under the competence of the Board of Directors;
- b) Organize the implementation of resolutions and decisions of the Board of Directors;
- c) Organize the implementation of the Company's business plan and investment plan according to resolutions and decisions of competent authorities;
- d) Propose the plan on organizational structure and internal management regulations of the Company;
- dd) Appoint, dismiss or dismiss managerial positions in the Company, except for titles under the competence of the Board of Directors;
- e) To decide on salaries and other benefits for employees in the Company, including managers under the appointing competence of the General Director in accordance with the decentralization of powers of the Board of Directors;
- g) Recruiting laborers according to the decentralization of powers of the Board of Directors;
- h) Propose a plan to pay dividends or handle business losses;
- i) Perform tasks as assigned and authorized by the Board of Directors.
- k) Other rights and obligations as prescribed by law, [the company's charter and resolutions and decisions of the Board of Directors].

The General Director shall exercise his/her rights and perform his/her obligations within the scope of conformity with the resolutions and decisions of the Board of Directors and the regulations and regulations promulgated by the Board of Directors. The General Director must administer the Company's daily business in accordance with the provisions of law, the company's charter, the lease contract signed with the Company, resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when a majority of the members of the Board of Directors have the right to vote to approve and appoint a new General Director to replace him in the following cases:

- a) Failing to meet the criteria and conditions for working as a general director.
- b) There is a letter of resignation/resignation;
- c) Failing to participate in the Company's operating activities for 06 consecutive months, except for force majeure cases;



d) Violating the obligations of the General Director and the responsibilities of the Company's manager, causing damage to the Company.

dd) Other cases according to the approval decision of the majority of members of the Board of Directors.

e) Other cases specified in the company's charter.

In case the General Director is terminated the labor contract/hired manager ahead of time or dismissed from office ahead of time by a majority of the votes of the members of the Board of Directors, the General Director will be compensated with an amount equal to 50 times the salary for the remaining time under the contract or term of office (the salary is calculated as an average of 6 months before resignation position).

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

### **Article 36. Candidacy and nomination of members of the Audit Committee**

1. The Chairman of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and are not the executives of the Company.

2. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at the meeting of the Board of Directors.

### **Article 37. Composition of the Audit Committee**

1. The Audit Committee shall have 02 or more members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive Board members.

2. Members of the Audit Committee must have knowledge of accounting and auditing, have a general understanding of the law and operation of the Company and do not fall into the following cases:

a) Working in the accounting and finance department of the Company;

b) Being a member or employee of an auditing organization approved to audit the company's financial statements in the preceding 03 consecutive years.

3. The Chairman of the Audit Committee must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law and business administration.

### **Article 38. Rights and obligations of the Audit Committee**

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

1. To have the right to access documents related to the Company's operation, discuss with other members of the Board of Directors, the General Director, the Chief Accountant and other managers to collect information for the operation of the Audit Committee.
2. To have the right to request representatives of approved auditing organizations to attend and answer issues related to audited financial statements at meetings of the Audit Committee.
3. To use legal, accounting or other external consultancy services when necessary.
4. To formulate and submit to the Board of Directors policies on risk detection and management; propose to the Board of Directors solutions to handle risks arising in the Company's operations.
5. To make a written report and send it to the Board of Directors when detecting that members of the Board of Directors, the General Director and other managers fail to fully perform their responsibilities as prescribed in the Law on Enterprises and the company's charter.
6. To formulate the Regulation on operation of the Audit Committee and submit it to the Board of Directors for approval.

**Article 39. Audit Committee Meeting**

1. The Audit Committee must meet at least 02 times in a year. The minutes of the meeting shall be made in detail, clearly and must be kept in full. The person taking the minutes and the members of the Audit Committee attending the meeting must sign the minutes of the meeting.
2. The Audit Committee shall approve the decision by voting at the meeting, collecting opinions in writing or other forms prescribed by the Regulation on Operation of the Audit Committee. Each member of the Audit Committee has one vote. Unless the Regulation on Operation of the Audit Committee stipulates another higher rate, the decision of the Audit Committee shall be approved if approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision belongs to the party with the opinion of the Chairman of the Audit Committee.

**Article 40. 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. Independent members of the Board of Directors of the Audit Committee shall report on their activities at the Annual General Meeting of Shareholders.
2. The report on the activities of the independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders must contain the following contents:

- a) Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee as prescribed in the Law on Enterprises and the [Company's Charter];
- b) Summarize meetings of the Audit Committee and conclusions and recommendations of the Audit Committee;
- c) Results of supervision of financial statements, operation and financial situation of the Company;
- d) An evaluation report on transactions between the Company, its subsidiaries or other companies under the control of more than 50% of charter capital with members of the Board of Directors, the General Director, other executives of the enterprise and related persons of such subjects; transactions between the Company and the company in which members of the Board of Directors, General Directors and other executives of the enterprise are founding members or managers of the enterprise in the last 03 years prior to the time of transaction;
- dd) Results of assessment of the Company's internal control and risk management system;
- e) Results of supervision of the Board of Directors, General Director and other executives of the enterprise;
- g) Results of assessment of the coordination between the Audit Committee and the Board of Directors, the General Director and shareholders;

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

Members of the Board of Directors, the General Director and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in an honest and prudent manner for the benefit of the Company.

### **Article 41. Honest responsibility and avoidance of conflicts of interest**

1. Members of the Board of Directors, General Directors and other managers must publicize relevant interests in accordance with the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, General Directors, other managers and related persons of these members may only use the information obtained from their positions to serve the interests of the Company.
3. Members of the Board of Directors, General Directors and other managers are obliged to notify in writing to the Board of Directors and the Audit Committee of transactions between companies, subsidiaries or other companies under the control of more than 50% of charter capital by public companies with such entities or related persons of the in accordance with

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 provisions of the securities law on information disclosure.

4. Members of the Board of Directors are not allowed to vote on transactions that benefit such member or related persons of such members in accordance with the provisions of the Law on Enterprises and the [Company's Charter].

5. Members of the Board of Directors, members of the Audit Committee, General Directors, other managers and related persons of these subjects are not allowed to use or disclose to others internal information to perform relevant transactions.

6. Transactions between the Company and one or more members of the Board of Directors, the General Director, other executives and individuals and organizations related to these entities shall not be invalid in the following cases:

a) For transactions with a value less than or equal to [35%] of the total value of assets recorded in the latest financial statements, important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors, the General Director, other executives who have been reported to the Board of Directors and approved by the Board of Directors by a majority of votes of members of the Board of Directors who have no related interests;

b) For transactions with a value greater than [35%] or transactions resulting in transaction values arising within 12 months from the date of the first transaction with a value of [35%] or more of the total value of assets recorded in the latest financial statements, important contents of this transaction as well as the relationship and interests of members of the Board of Directors, General Directors and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who have no related interests.

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

1. Members of the Board of Directors, General Directors and other executives who breach their obligations and responsibilities honestly and prudently and fail to fulfill their obligations shall be responsible for the damages caused by their acts of violation.

2. The Company shall compensate persons who have been, are or may become a party involved in complaints, lawsuits or lawsuits (including civil, administrative and non-litigation cases initiated by the Company) if such persons have been or are members of the Board of Directors, The general director, other executive, employee or representative authorized by the Company has performed or is performing duties authorized by the Company, acting honestly

and prudently in the interests of the Company on the basis of compliance with the law and there is no evidence confirming that such person has breached his or her responsibilities.

3. [Compensation costs include costs of judgments, fines, and payables incurred in practice (including fees for hiring lawyers) when settling these cases within the framework of law. The company can purchase insurance for these people to avoid the above liability liabilities.]

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

### **Article 43. The right to look up books and records**

1. Ordinary shareholders have the right to look up books and dossiers, specifically as follows:

a) Ordinary shareholders have the right to consider, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; consider, look up, extract or copy the company's charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders. The review, lookup and extraction of information in the list of shareholders with voting rights specified in this Clause must be carried out directly by the shareholders or authorized persons of the shareholders at the head office of the Company, and must not be filmed, photographed, photocopied or copied/stored in electronic form or other forms at risk of infringement infringing on the privacy and information security of other shareholders.

b) Shareholders or groups of shareholders owning [05%] or more of the total number of ordinary shares have the right to consider, look up and extract minutes and resolutions and decisions of the Board of Directors, annual and mid-year financial statements, reports as prescribed in Article 284 of Decree No. 155/2020/ND-CP dated December 31, 2020, contracts and transactions must be approved by the Board of Directors and other documents, except for documents related to the Company's trade secrets and business secrets.

2. In case the authorized representative of a shareholder or group of shareholders requests to look up books and dossiers, it must be enclosed with the power of attorney of the shareholder or group of shareholders represented by such person or a notarized copy of this power of attorney.

3. Members of the Board of Directors, members of the audit committee, the General Director and other executives have the right to look up the Company's register of shareholders, the list of shareholders, books and other records of the Company for purposes related to their positions provided that these information must be kept confidential.

4. The company must keep this Charter and amendments and supplements to the Charter, the Enterprise Registration Certificate, regulations, documents proving the ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of

meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the audit committee, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that the shareholders and the Business Registration Authority are notified of the place where these documents are stored.

5. The company's charter must be published on the company's website.

## **XII. EMPLOYEES AND TRADE UNIONS**

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

1. The General Director must make a plan for the Board of Directors to approve matters related to the recruitment, dismissal of employees, salaries, social insurance, welfare, commendation and discipline for employees and enterprise executives.

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

## **XIII. DISTRIBUTION OF PROFITS**

### **Article 45. Profit Distribution**

1. The General Meeting of Shareholders shall decide on the dividend payment level and the form of annual dividend payment from the retained profits of the Company.

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 the General Meeting of Shareholders to approve the payment of dividends in whole or in part by shares and the Board of Directors shall be the executing agency of this decision.

4. In case dividends or other amounts related to a type of stock are paid in cash, the Company must pay in Vietnam dong. Payments can be made directly or through banks on the basis of bank account details provided by shareholders. In case the Company has transferred the money 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 amount of money the Company has transferred to this shareholder. The payment of dividends for shares listed/registered for trading at the Stock Exchange can be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine a specific date for finalizing the list of shareholders. Pursuant to that date, persons who register as shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.
6. Other matters related to profit distribution shall comply with law.

#### **XIV. BANK ACCOUNTS, FISCAL YEARS AND ACCOUNTING REGIMES**

##### **Article 46. Bank Account**

1. The company opens accounts at Vietnamese banks or branches of foreign banks licensed to operate in Vietnam.
2. Subject to the prior approval of the competent authority, in case of necessity, the Company may open an overseas bank account in accordance with the provisions of law.
3. The Company conducts all payments and accounting transactions through Vietnamese currency or foreign currency accounts at the banks where the Company opens accounts.

##### **Article 47. Fiscal Year**

The Company's fiscal year begins on January 1 of each year and ends on December 31 of each year. The first fiscal year begins on the date of issuance of the Certificate of Business Registration and ends on December 31, 2003

##### **Article 48. Accounting regime**

1. The accounting regime used by the company is the enterprise accounting regime or a specific accounting regime promulgated and approved by a competent agency.
2. The company shall make accounting books in Vietnamese and keep accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic and must be sufficient to prove and account for the Company's transactions.
3. The company shall use the currency in accounting in Vietnam dong. In case the company has economic operations arising mainly in a foreign currency, it may choose such foreign currency as the currency unit in its accounting, take responsibility for such choice before law and notify it to the direct tax administration agency.

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

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

1. The company must make annual financial statements and annual financial statements must be audited in accordance with law. The company announces its audited annual financial statements in accordance with the law on information disclosure on the securities market and submits it to the competent state agency.
2. The annual financial statement must include all reports, appendices and explanations in accordance with the law on enterprise accounting. The annual financial statements must honestly and objectively reflect the Company's operation.
3. The company must make and publish the reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit them to competent state agencies.

### **Article 50. Annual Report**

The company must make and publish the Annual Report in accordance with the provisions of the law on securities and securities market.

## **XVI. CORPORATE AUDIT**

### **Article 51. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve the list of independent auditing firms and authorize the Board of Directors to decide to select one of these units to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Association co-administrators.
2. The audit report shall be attached to the annual financial statement of the Company.
3. Independent auditors who audit the Company's financial statements may attend meetings of the General Meeting of Shareholders and are entitled to receive notices and other information related to the meetings of the General Meeting of Shareholders and may express their opinions at the general meeting on matters related to the audit of financial statements of the Company.

## **XVII. SEAL OF ENTERPRISE**

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

1. Seals include seals made at seal engraving establishments or seals in the form of digital signatures in accordance with the law on electronic transactions.



2. The Board of Directors shall decide on the type, quantity, form and contents of the seal of the Company, its branches and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with current law.

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

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

1. The company may be dissolved in the following cases:
  - a) Ending the operation duration stated in the company's charter without an extension decision;
  - b) According to resolutions and decisions of the General Meeting of Shareholders;
  - c) The enterprise registration certificate is revoked, unless otherwise provided for by the Law on Tax Administration;
  - d) Other cases as prescribed by law.
2. The dissolution of the company ahead of time (including the extended duration) shall be decided by the General Meeting of Shareholders and the Board of Directors. This dissolution decision must be notified or approved by a competent authority (if mandatory) as prescribed.

### **Article 54. Extension of operation**

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least [7 months] before the end of the operation term so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.
2. The operation duration shall be extended when the number of shareholders representing 65% or more of the total number of votes of all shareholders attending the General Meeting of Shareholders approves.

### **Article 55. Liquidation**

1. At least [06 months] before the end of the company's operation term or after the decision to dissolve the company, the Board of Directors must establish a liquidation committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from 01 independent auditing company. The liquidation board prepares its operation regulations. Members of the Liquidation Board can be selected from among the Company's employees or independent specialists. All costs related to liquidation are prioritized by the Company in advance of the Company's other debts.

2. The liquidation board shall report to the business registration authority on the date of establishment and commencement of operation. From that time onwards, the Liquidation Board represents the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.

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

a) Liquidation expenses;

b) Salary arrears, severance allowances, social insurance and other benefits of employees under the signed collective labor agreements and labor contracts;

c) Tax debts;

d) Other debts of the Company;

dd) The remaining amount after payment of all debts from items (a) to (d) above shall be divided among shareholders. Preferred shares are prioritized for payment in advance.

## **XIX. SETTLEMENT OF INTERNAL DISPUTES**

### **Article 56. Internal dispute resolution**

1. In case of disputes or complaints arising related to the Company's operation, the rights and obligations of shareholders as prescribed in the Law on Enterprises, the Company's Charter, other legal provisions or the agreement between:

a) Shareholders with the Company;

b) Shareholders with the Board of Directors, the Control Board, the Director (General Director) or other executives;

The parties involved try to resolve that dispute through negotiation and mediation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall assume the prime responsibility for settling the dispute and request each party to present information related to the dispute within [10] working days from the date the dispute arises. In the event of a dispute involving the Board of Directors or the Chairman of the Board of Directors, either party may request [...] to appoint an independent expert to mediate the dispute resolution process.

2. In case a conciliation decision cannot be reached within [06 weeks] from the start of the conciliation process or if the decision of the mediator is not accepted by the parties, one party may bring such dispute to the Arbitration or Court.

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

## **XX. SUPPLEMENTING AND AMENDING THE CHARTER**

### **Article 57. Company Charter**

1. The amendment and supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case there are provisions related to the Company's operation which have not been mentioned in this Charter or in case there are new legal provisions different from the provisions in this Charter, such provisions shall be applied to regulate the Company's operation.

## **XXI. EFFECTIVE DATE**

### **Article 58. Effective Date**

1. This Charter consists of [21 items, 58 articles] approved by the General Meeting of Shareholders of TNG Investment and Trading Joint Stock Company on April 20, 2025 at the 2025 Annual General Meeting of Shareholders and jointly approved the full text of this Charter.
2. The Charter shall be made in 01 copy and must be kept at the head office of the Company.
3. These Terms and Conditions are the sole and official of the Company.
4. Copies or extracts of the company's charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

**TNG INVESTMENT AND TRADING JSC**

(Legal representative)

**NGUYEN VAN THOI**