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Hà Nội, ngày 26. tháng 03 năm 2025
Hanoi, 26. March 2025

BÁO CÁO
HOẠT ĐỘNG CỦA THÀNH VIÊN ĐỘC LẬP HỘI ĐỒNG QUẢN TRỊ TRONG
ỦY BAN KIỂM TOÁN NĂM 2024
REPORT
ON THE PERFORMANCE OF INDEPENDENT BOARD MEMBER IN THE AUDIT
COMMITTEE IN 2024

Kính gửi: Đại hội đồng cổ đông Công ty Cổ phần ROX Key Holdings
To: General Meeting of Shareholders of ROX Key Holdings Joint Stock Company

Thực hiện quy định tại Luật Doanh nghiệp 2020; Luật Chứng khoán 2019; Điều lệ Công ty Cổ phần ROX Key Holdings ("**Công ty**"), Quy chế hoạt động của Ủy ban Kiểm toán ("**UBKT**"), thay mặt UBKT, tôi xin báo cáo Đại hội đồng cổ đông ("**ĐHĐCĐ**") về kết quả hoạt động năm 2024 và kế hoạch hoạt động trọng tâm trong năm 2025. Cụ thể như sau:

Pursuant to the provisions of the Law on Enterprises 2020; Law on Securities 2019; Charter of ROX Key Holdings Joint Stock Company ("**Company**"), Regulations on the operation of the Audit Committee ("**AC**"), on behalf of the AC, I would like to report to the General Meeting of Shareholders ("**GMOS**") on the results of operations in 2024 and the key operational plan in 2025. Specifically as follows:

- I. **Hoạt động của UBKT trong năm 2024/ Performance of the AC in 2024**
1. **Cơ cấu tổ chức của UBKT/ Organizational structure of the AC**

Trong năm 2024, UBKT có sự điều chỉnh, kiện toàn về nhân sự để tối ưu hoạt động như sau:

In 2024, the AC will adjust and improve its personnel to optimize operations as follows:

STT No.	Ủy ban Kiểm toán Audit Committee	Chức vụ Title	Ngày bắt đầu là thành viên Ủy ban Kiểm toán Date of commencement as a member of the Audit Committee	Ngày không còn là thành viên Ủy ban Kiểm toán Date of ceasing to be a member of the Audit Committee
1	Nguyễn Thị Yến – Thành viên độc lập HĐQT/ BOD Independent Member	Chủ tịch Ủy ban kiểm toán Chairman of Audit Committee	Bổ nhiệm ngày 04/06/2021 Appointed on 04/06/2021	

STT No.	Ủy ban Kiểm toán <i>Audit Committee</i>	Chức vụ <i>Title</i>	Ngày bắt đầu là thành viên Ủy ban Kiểm toán <i>Date of commencement as a member of the Audit Committee</i>	Ngày không còn là thành viên Ủy ban Kiểm toán <i>Date of ceasing to be a member of the Audit Committee</i>
2	Phan Khánh Toàn - Thành viên HĐQT/ <i>BOD Member</i>	Thành viên Ủy ban kiểm toán <i>Audit Committee member</i>	Bổ nhiệm ngày 22/11/2024 <i>Appointed on 22/11/2024</i>	
3	Trần Thị Thanh Hương – Thành viên HĐQT/ <i>BOD Member</i>	Thành viên Ủy ban kiểm toán <i>Audit Committee member</i>	Bổ nhiệm ngày 26/12/2023 <i>Appointed on 26/12/2023</i>	Miễn nhiệm ngày 22/11/2024 <i>Dismissed on 22/11/2024</i>

2. Thù lao, chi phí hoạt động và các lợi ích khác của UBKT/ *Remuneration, operating expenses and other benefits of the AC*

Trong năm 2024, các thành viên của UBKT hoạt động không có thù lao, không chi phí và không có các lợi ích liên quan khác, ngoại trừ các khoản thù lao của Thành viên Hội đồng quản trị.

In 2024, the AC members shall operate without remuneration, without expenses and without other related benefits, except for the remuneration of the Board of Directors.

3. Cuộc họp của UBKT/ *The AC meeting*

STT No.	Thành viên Ủy ban Kiểm toán <i>Audit Committee member</i>	Chức vụ <i>Title</i>	Số buổi họp tham dự <i>Number of meetings attended</i>	Tỷ lệ tham dự họp <i>Attendance rate</i>	Tỷ lệ biểu quyết <i>Voting rate</i>	Lý do không tham dự họp <i>Reason for absence</i>
1	Nguyễn Thị Yến – Thành viên độc lập HĐQT/ <i>BOD Independent Member</i>	Chủ tịch Ủy ban kiểm toán <i>Chairman of Audit Committee</i>	2/2	100%	100%	
2	Phan Khánh Toàn - Thành viên HĐQT/ <i>BOD Member</i>	Thành viên Ủy ban kiểm toán <i>Audit Committee Member</i>	1/2	50%	100%	Bổ nhiệm ngày 22/11/2024

STT No.	Thành viên Ủy ban Kiểm toán <i>Audit Committee member</i>	Chức vụ <i>Title</i>	Số buổi họp tham dự <i>Number of meetings attended</i>	Tỷ lệ tham dự họp <i>Attendance rate</i>	Tỷ lệ biểu quyết <i>Voting rate</i>	Lý do không tham dự họp <i>Reason for absence</i>
3	Trần Thị Thanh Hương – Thành viên HĐQT/ <i>BOD Member</i>	Thành viên Ủy ban kiểm toán <i>Audit Committee Member</i>	1/2	50%	100%	Miễn nhiệm ngày 22/11/2024 <i>Dismissed on 22/11/2024</i>

4. **Kết quả giám sát đối với việc lập Báo cáo tài chính, dịch vụ Kiểm toán độc lập, tình hình hoạt động, tình hình tài chính của Công ty/ *Results of supervision of the preparation of Financial Statements, Independent Auditing services, operational situation, and financial situation of the Company***

a. **Kết quả giám sát đối với việc lập Báo cáo tài chính/ *Results of supervision of the preparation of financial statements***

UBKT kiểm soát thực hiện việc xem xét Báo cáo tài chính riêng và báo cáo tài chính hợp nhất tự lập hàng kỳ, báo cáo tài chính soát xét. Công tác thẩm định dựa trên quá trình kiểm soát trong năm và số liệu báo cáo tài chính trước khi Tổng Giám đốc (“**TGD**”) trình HĐQT, ĐHĐCĐ hoặc công bố ra bên ngoài theo quy định của Pháp luật. Kết quả giám sát cho thấy:

The Audit Committee reviews the separate financial statements and consolidated financial statements prepared periodically and the audited financial statements. The appraisal is based on the annual control process and financial reporting data before the General Director (“CEO”) submits it to the BOD, the GMOS or publicly announces it in accordance with the provisions of the Law. The monitoring results show that:

- Các BCTC quý, bán niên và năm 2024 được lập và công bố tuân thủ, phù hợp với các chuẩn mực và chế độ kế toán, các quy định của Pháp luật hiện hành;

Quarterly, semi-annual and 2024 financial statements are prepared and published in compliance with accounting standards and regimes, and current legal regulations;

- Báo cáo tài chính hợp nhất của Công ty được lập trên cơ sở hợp nhất các Báo cáo tài chính của công ty mẹ và các công ty con và được đơn vị kiểm toán là Công ty kiểm toán Ernst & Young Việt Nam thực hiện đảm bảo độ tin cậy, trung thực, độc lập và khách quan;

The Company's consolidated financial statements are prepared on the basis of consolidating the financial statements of the parent company and its subsidiaries and are audited by Ernst & Young Vietnam Auditing Company to ensure reliability, honesty, independence and objectivity;

- Công tác kế toán như ghi chép, lưu trữ chứng từ và lập sổ sách kế toán được thực hiện phù hợp với các chuẩn mực kế toán, chế độ kế toán doanh nghiệp Việt Nam và các quy định pháp lý có liên quan;

Accounting work such as recording, storing documents and preparing accounting books

are performed in accordance with accounting standards, Vietnamese business accounting regime and relevant legal regulations;

- Công ty đã lập và công bố Báo cáo tài chính định kỳ phù hợp với các quy định của pháp luật đối với công ty đại chúng quy mô lớn.

The Company has prepared and published periodic financial reports in accordance with legal regulations for large-scale public companies.

b. Kết quả giám sát dịch vụ kiểm toán độc lập/ Results of monitoring independent audit services

- Công ty đã lựa chọn đơn vị kiểm toán là Công ty kiểm toán Ernst & Young Việt Nam – hãng dịch vụ kiểm toán chuyên nghiệp đa Quốc gia và được xếp vào nhóm Big4, một trong bốn hãng dịch vụ kiểm toán lớn nhất trên thế giới để đưa ra những báo cáo, nhận xét và khuyến nghị khách quan, trung thực, chuyên sâu và hữu ích cho công ty;

The company has selected Ernst & Young Vietnam Auditing Company as its auditor - a multinational professional auditing service firm and ranked in the Big4 group, one of the four largest auditing service firms in the world to provide objective, honest, in-depth and useful reports, comments and recommendations for the company;

- Trong năm 2024, Đơn vị kiểm toán độc lập đã thực hiện các cuộc kiểm toán báo cáo bán

niên và báo cáo năm cho Công ty. Phạm vi, nội dung, phương pháp, thời gian kiểm toán đã được đơn vị kiểm toán độc lập thực hiện theo đúng thỏa thuận hợp đồng.

In 2024, the Independent Auditor conducted the audits of the Company's semi-annual and annual reports. The scope, content, method, and time of the audit were performed by the Independent Auditor in accordance with the contract agreement.

- UBKT đánh giá cao về tính độc lập cũng như chất lượng của cuộc kiểm toán tại Công ty.

The Audit Committee highly appreciates the independence and quality of the audit at the Company.

c. Kết quả giám sát tình hình hoạt động, tình hình tài chính của Công ty/ Results of monitoring the Company's operations and financial situation

Một số chỉ tiêu tài chính hợp nhất đạt được trong năm 2024 như sau:

Some consolidated financial targets achieved in 2024 are as follows:

Chỉ tiêu <i>Item</i>	Năm 2024 <i>2024</i>	Năm 2023 <i>2023</i>	Tăng/Giảm <i>Increase/Decrease</i>	
(tỷ VNĐ) (billion VND)	(tỷ VNĐ) (billion VND)	(tỷ VNĐ) (billion VND)	(tỷ VNĐ) (billion VND)	%
Doanh thu thuần / <i>Net revenue</i>	965,5	978,9	(13)	(1,4)%
Lợi nhuận gộp / <i>Gross profit</i>	241,7	253,9	(12)	(4,8)%
Lợi nhuận sau thuế TNDN/ <i>Profit after corporate income tax</i>	52,0	51,8	0,2	0,4%

5. Báo cáo đánh giá về các giao dịch giữa Công ty và người liên quan/ Report on the assessment of transactions between the Company and related parties

Giao dịch giữa Công ty, công ty con, công ty khác do Công ty nắm quyền kiểm soát trên 50% trở lên vốn điều lệ với thành viên HĐQT, TGD, người điều hành khác của Công ty và những người có liên quan của đối tượng đó; giao dịch giữa Công ty với công ty trong đó thành viên HĐQT, TGD, người điều hành khác của Công ty là thành viên sáng lập hoặc là người quản lý doanh nghiệp trong thời gian 03 năm gần nhất trước thời điểm giao dịch đều được UBKT giám sát. UBKT cũng đưa ra khuyến nghị về những giao dịch cần có phê duyệt của HĐQT, ĐHĐCĐ.

Transactions between the Company, its subsidiaries, other companies in which the Company controls 50% or more of the charter capital and members of the BOD, CEO, other executives of the Company and related persons of such entities; transactions between the Company and companies in which members of the BOD, CEO, other executives of the Company are founding members or business managers in the last 3 years before the transaction are all monitored by the AC. The Audit Committee also makes recommendations on transactions that require approval from the BOD and the GMOS.

**6. Kết quả đánh giá về hệ thống kiểm soát nội bộ và quản lý rủi ro của Công ty/
Results of assessment of the Company's internal control and risk management system.**

Nhận thức được sự phức tạp và biến động trong hoạt động kinh doanh ngày nay, HĐQT đã xây dựng và triển khai hệ thống kiểm soát nội bộ và quản lý rủi ro của Công ty, xây dựng một tiểu ban trực thuộc là Hội đồng quản lý rủi ro (“**HĐQLRR**”).

*Recognizing the complexity and volatility in today's business operations, the Board of Directors has built and implemented the Company's internal control and risk management system, and established a subcommittee, the Risk Management Council (“**Risk Management Council**”).*

Trong năm 2024, hệ thống kiểm soát nội bộ và quản lý rủi ro đã được vận hành hiệu quả theo đúng quy định của Pháp luật và Điều lệ của Công ty để giảm thiểu các rủi ro, ngăn ngừa những sự cố không mong muốn xảy ra ảnh hưởng đến mục tiêu của Doanh nghiệp. HĐQLRR đã thực hiện tốt vai trò là đơn vị giúp việc Hội đồng quản trị Công ty Cổ phần ROX Key Holdings trong việc:

In 2024, the internal control and risk management system has been effectively operated in accordance with the provisions of the Law and the Company's Charter to minimize risks and prevent unwanted incidents from occurring that affect the Company's goals. The Risk Management Board has performed well its role as an assisting unit for the Board of Directors of ROX Key Holdings Joint Stock Company in:

- Rà soát các báo cáo rủi ro, ra quyết định liên quan đến quản lý rủi ro theo thẩm quyền và đảm bảo thực hiện các chỉ đạo khác từ HĐQT.

Review risk reports, make decisions related to risk management within authority and ensure implementation of other instructions from the BOD.

- Quản lý, kiểm soát và ra quyết định xử lý các vấn đề trọng yếu liên quan tới quản lý rủi ro tại ROX Key và các công ty con, công ty thành viên của ROX Key.

Manage, control and make decisions on handling important issues related to risk management at ROX Key and its subsidiaries and member companies.

- Tiếp nhận các chỉ đạo từ HĐQT để triển khai quản lý rủi ro xuống các đơn vị, công ty con, công ty thành viên. Chủ tịch HĐQLRR chịu trách nhiệm báo cáo HĐQT về các

công việc, quyết định thuộc thẩm quyền, hoạt động và hiệu quả hoạt động của HĐQTRR.

Receive instructions from the BOD to deploy risk management to units, subsidiaries, and member companies. The Chairman of the Risk Management Board is responsible for reporting to the BOD on tasks, decisions within the authority, activities, and performance of the Risk Management Board.

- Tham mưu cho HĐQT ROX Key để ban hành các chính sách quản lý rủi ro và ra quyết định liên quan tới quản trị rủi ro doanh nghiệp

Advise the Board of Directors of ROX Key to issue risk management policies and make decisions related to enterprise risk management.

- Giám sát và đánh giá hiệu quả việc thực thi các chính sách quản lý rủi ro tại các đơn vị, công ty con, công ty thành viên.

Monitor and evaluate the effectiveness of implementing risk management policies at units, subsidiaries and member companies.

- Nắm bắt tính hình rủi ro tại công ty thông qua cuộc họp HĐQTRR định kỳ, chỉ đạo thực hiện các kế hoạch hành động giảm thiểu rủi ro

Grasp the risk situation at the company through regular risk management board meetings, direct the implementation of risk mitigation action plans.

- Báo cáo HĐQT ROX Key các rủi ro trọng yếu và khuyến nghị hành động.

Report to the ROX Key Board of Directors material risks and recommend actions.

Thành viên Hội đồng quản lý rủi ro/ Risk Management Board Members:

STT No.	Tên thành viên Name of member	Chức vụ Title
1	Nguyễn Thị Yến	Chủ tịch/ Chairman
2	Nguyễn Văn Hiệp	Phó chủ tịch/ Vice Chairman
3	Trần Thị Thanh Hương	Thành viên/ Member
4	Triệu Thu Trang	Thành viên/ Member
5	Lê Thị Tuyết Nhung	Thành viên/ Member

7. Kết quả giám sát đối với HĐQT, Ban TGD/ Results of supervision of the BOD and the Board of General Directors

Trong năm 2024, UBKT hoạt động một cách chủ động theo quy định của pháp luật, Điều lệ Công ty. Đối với công tác giám sát hoạt động của HĐQT và Ban TGD trong năm 2024, UBKT ghi nhận các kết quả sau:

In 2024, the AC will operate proactively in accordance with the provisions of law and the Company's Charter. Regarding the supervision of the activities of the BOD and the Board of General Directors in 2024, the AC recorded the following results:

- Các hoạt động của Công ty phù hợp với nội dung trong Giấy chứng nhận đăng ký doanh nghiệp, Điều lệ Công ty và tuân thủ đúng quy định của Pháp luật, chế độ quản lý của Nhà nước.

The Company's activities are consistent with the contents of the Business Registration Certificate, the Company Charter and comply with the provisions of the Law and the

State's management policy.

- HĐQT và Ban TGD đã triển khai đầy đủ, linh hoạt các nội dung trong Nghị Quyết ĐHĐCĐ thường niên năm 2024, đồng thời đưa ra những quyết sách kịp thời, thuộc thẩm quyền trước tình hình khó khăn, nhiều biến động của nền kinh tế vĩ mô.

The BOD and the Board of General Directors have fully and flexibly implemented the contents of the Resolution of the 2024 GMOS, and at the same time made timely decisions within their authority in the face of the difficult and volatile situation of the macro economy.

a. Đối với HĐQT/ For the BOD:

- Trong năm 2024, bên cạnh triển khai, thực hiện đầy đủ các mục tiêu, nhiệm vụ theo Nghị quyết ĐHĐCĐ thường niên 2024, HĐQT đã đưa ra những định hướng phát triển kinh doanh mang tính chiến lược, linh hoạt trước bối cảnh khó khăn chung của nền kinh tế;

In 2024, in addition to fully implementing the goals and tasks according to the Resolution of the 2024 Annual General Meeting of Shareholders, the BOD has proposed strategic and flexible business development orientations in the context of general economic difficulties;

- Hoạt động quản trị của HĐQT đảm bảo tính công khai, minh bạch. Các phiên họp của HĐQT được tổ chức, trao đổi thảo luận và biểu quyết thông qua các nội dung phù hợp với quy định Pháp luật và đúng thẩm quyền của HĐQT;

The management activities of the BOD ensure publicity and transparency. The meetings of the BOD are organized, discussed and voted on contents in accordance with the provisions of the Law and within the authority of the BOD;

- HĐQT luôn bám sát các hoạt động của Ban Điều hành, kịp thời đưa ra các định hướng và chỉ đạo nâng cao hiệu quả hoạt động của Công ty, đặc biệt là trong công tác kiện toàn đội ngũ lãnh đạo cao cấp;

The BOD always closely follows the activities of the Executive Board, promptly provides directions and instructions to improve the Company's operational efficiency, especially in the work of perfecting the senior leadership team;

- Đã cử người đại diện phần vốn của Công ty tại các công ty con, giao nhiệm vụ và có quy chế quản lý, giám sát hoạt động của người đại diện;

Appointed representatives of the Company's capital at subsidiaries, assigned tasks and had regulations to manage and supervise the activities of the representatives;

- Các thành viên HĐQT thực hiện đúng vai trò trách nhiệm, tham dự đầy đủ các buổi họp và các ý kiến biểu quyết góp phần xây dựng và phát triển hoạt động và định hướng phát triển của Công ty.

The Board members properly perform their roles and responsibilities, fully attend meetings and vote to contribute to the construction and development of the Company's activities and development orientation.

b. Đối với Ban TGD/ For The Board of Managers:

- Ban TGD đã triển khai kịp thời các Nghị quyết, Quyết định của HĐQT;

The Board of Managers has promptly implemented the Resolutions and Decisions of the BOD;

- Ban Tổng giám đốc đã có nhiều sự nỗ lực trong việc đảm bảo duy trì hoạt động sản xuất

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kinh doanh, đồng thời phát huy tối đa các nguồn lực về vốn, tài sản và lao động hiện có của Công ty, thực hiện nghĩa vụ với nhà nước và các chế độ chính sách cho người lao động.

The Board of Managers has made many efforts to ensure the maintenance of production and business activities, while maximizing the Company's existing capital, asset and labor resources, fulfilling obligations to the State and policies for employees.

8. Kết quả đánh giá sự phối hợp hoạt động giữa UBKT với HĐQT, Ban TGD/
Evaluation results of coordination between the AC and the BOD and the Board of Managers

UBKT, HĐQT và ban TGD đã có sự phối hợp thông suốt và thường xuyên. Các bên đều nỗ lực để phát huy tối đa vai trò, hiệu quả của mình để cùng hướng tới mục tiêu chung là lợi ích của Công ty và các Cổ đông trong khuôn khổ quy định của Pháp Luật và Điều lệ công ty.

The AC, BOD and the Board of Managers have coordinated smoothly and regularly. All parties have made efforts to maximize their roles and effectiveness to work towards the common goal of the interests of the Company and its Shareholders within the framework of the Law and the Company's Charter.

II. Kế hoạch hoạt động trọng tâm năm 2025/ Key action plan for 2025

Để tiếp tục hoàn thành nhiệm vụ kiểm tra, giám sát theo quy định của Điều lệ Công ty và ĐHĐCĐ giao phó, UBKT đề ra kế hoạch công tác trong năm 2025 trọng tâm như sau:

To continue to complete the inspection and supervision tasks as prescribed by the Company Charter and assigned by the GMOS, the AC has set out the following key work plan for 2025:

- Tiếp tục thực hiện chức năng kiểm tra tính hợp lệ - hợp pháp. Định kỳ và thường xuyên giám sát, đánh giá việc thực hiện, chấp hành các quy định của Pháp Luật, Điều lệ Công ty, Nghị quyết của ĐHĐCĐ và HĐQT;

Continue to perform the function of checking validity and legality. Periodically and regularly monitor and evaluate the implementation and compliance with the provisions of the Law, the Company's Charter, the Resolutions of the GMOS and the BOD;

- Hỗ trợ HĐQT trong việc bảo đảm công tác quản trị doanh nghiệp phù hợp với quy định của Pháp luật và Điều lệ Công ty;

Support the BOD in ensuring corporate governance in accordance with the provisions of the Law and the Company Charter;

- Góp phần hoàn thiện hệ thống quản trị rủi ro doanh nghiệp phù hợp với tình hình hoạt động

Công ty thông qua Hội đồng quản lý rủi ro được tổ chức họp định kỳ hàng tháng, các hành động được triển khai và giám sát xuyên suốt, dứt điểm;

Contribute to perfecting the enterprise risk management system in accordance with the Company's operating situation through the Risk Management Council which holds regular monthly meetings, actions are implemented and monitored throughout and thoroughly;

- Giám sát việc áp dụng các tiêu chuẩn kế toán trong quá trình hoạt động và lập các báo cáo tài chính; Tư vấn lựa chọn và đánh giá chất lượng công việc của đơn vị kiểm toán độc lập;

Supervise the application of accounting standards in the process of operation and preparation of financial reports; Advise on the selection and evaluation of the quality of work of independent auditors;

- Thực hiện các công tác theo yêu cầu của ĐHĐCĐ, HĐQT trong phạm vi chức năng của UBKT theo quy định;

Carry out tasks as required by the GMOS and the BOD within the scope of functions of the AC as prescribed;

- Trên cơ sở kiểm tra hoạt động của toàn Công ty, UBKT sẽ kiến nghị với HĐQT và Ban Tổng Giám đốc để có các điều chỉnh, bổ sung các giải pháp nhằm đảm bảo cho công tác quản lý được chặt chẽ, đúng quy tắc, tránh được các rủi ro pháp lý trong quá trình hoạt động.

Based on the inspection of the entire Company's operations, the AC will make recommendations to the BOD and the Board of Managers to make adjustments and supplement solutions to ensure strict and proper management, avoiding legal risks during operations.

Kính trình ĐHĐCĐ xem xét và thông qua.

Respectfully submit to the GMOS for consideration and approval.

Xin trân trọng cảm ơn./.

Thank you!

Sincerely,

Nơi nhận/Recipients:

- Như Kính gửi/As "To" field;
- Lưu: HC/Filed: Admin.

THÀNH VIÊN ĐỘC LẬP HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH ỦY BAN KIỂM TOÁN
INDEPENDENT MEMBER OF BOARD OF
DIRECTORS
CHAIRMAN OF AUDIT COMMITTEE



NGUYỄN THỊ YẾN

CÔNG TY CỔ PHẦN
ROX KEY HOLDINGS
ROX KEY HOLDINGS
JOINT STOCK COMPANY

CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Số/No.: 03/2025/TTr-ĐHĐCĐ

Hà Nội, ngày 26.. tháng 03 năm 2025
Hanoi, date 26.. March 2025

TỜ TRÌNH

SUBMISSION FOR APPROVAL

(V/v: Thông qua Báo cáo tài chính năm 2024 được kiểm toán)

(Re: Approval of the audited 2024 Financial Statements)

Kính trình: Đại hội đồng cổ đông thường niên năm 2025 Công ty CP ROX Key Holdings

To: 2025 Annual General Meeting of Shareholders of ROX Key Holdings Joint Stock Company

- Căn cứ các quy định pháp luật Việt Nam hiện hành/ Pursuant to current Vietnamese laws;
- Căn cứ Điều lệ tổ chức và hoạt động của Công ty Cổ phần ROX Key Holdings ("Công ty")/ Pursuant to the Charter of ROX Key Holdings Joint Stock Company ("Company").

Hội đồng Quản trị kính trình Đại hội đồng cổ đông Công ty xem xét thông qua Báo cáo tài chính năm 2024 của Công ty được kiểm toán bởi Công ty TNHH Ernst & Young Việt Nam.

The Board of Directors respectfully submits to the Company's General Meeting of Shareholders for consideration and approval on the Company's 2024 Financial Statements audited by Ernst & Young Vietnam Co., Ltd.

Chi tiết nội dung Báo cáo tài chính kiểm toán năm 2024 nói trên đã được đăng tải trên website của Công ty tại đường dẫn: <https://roxkey.vn/quan-he-co-dong>.

Detailed content of the above 2024 Audited Financial Statement has been posted on the Company's website at the link: <https://roxkey.vn/quan-he-co-dong>.

Kính trình Đại hội đồng cổ đông xem xét thông qua.

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

T.M HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN OF BOARD OF DIRECTORS



TRẦN XUÂN QUẢNG

CÔNG TY CỔ PHẦN
ROX KEY HOLDINGS
ROX KEY HOLDINGS
JOINT STOCK COMPANY

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Số/No.: 04/2025/TTr-ĐHĐCĐ

Hà Nội, ngày 26.. tháng 03 năm 2025
Hanoi, date 26 March 2025

TỜ TRÌNH

SUBMISSION FOR APPROVAL

(V/v: Thông qua Phương án phân phối lợi nhuận năm 2024 và
kế hoạch chi trả cổ tức năm 2025)

(Re: Approval of the 2024 profit distribution plan and 2025 dividend payment plan)

Kính trình: Đại hội đồng cổ đông thường niên năm 2025 Công ty CP ROX Key Holdings

To: 2025 Annual General Meeting of ROX Key Holdings Joint Stock Company

- Căn cứ các quy định pháp luật Việt Nam hiện hành;

Pursuant to current Vietnamese laws;

- Căn cứ Điều lệ tổ chức và hoạt động của Công ty Cổ phần ROX Key Holdings ("Công ty").

Pursuant to the Charter of organization and operation of ROX Key Holdings Joint Stock Company ("Company").

Hội đồng Quản trị kính trình Đại hội đồng cổ đông Công ty xem xét thông qua Phương án phân phối lợi nhuận năm 2024 và Kế hoạch chi trả cổ tức năm 2025. Cụ thể như sau:

The Board of Directors respectfully submits to the Company's General Meeting for consideration and approval of the 2024 Profit Distribution Plan and the 2025 Dividend Payment Plan. Details are as follows:

1. Phương án phân phối lợi nhuận năm 2024/ Profit distribution plan for 2024:

Căn cứ Báo cáo tài chính hợp nhất năm 2024, phương án phân phối lợi nhuận năm 2024/
Based on the 2024 Consolidated Financial Statements, 2024 profit distribution plan:

(i) Lợi nhuận sau thuế chưa phân phối của năm 2024 là: 50.892.977.913 đồng

Undistributed profit after tax for 2024 is: 50.892.977.913 VND

(ii) Lợi nhuận sau thuế chưa phân phối đến năm 2023 là: 65.461.008.601 đồng

Undistributed profit after tax up to 2023 is: 65.461.008.601 VND

(iii) Tổng lợi nhuận sau thuế được phép phân phối là: 116.353.986.514 đồng

Total after-tax profit allowed to be distributed is: 116.353.986.514 VND



1

- (iv) Lợi nhuận dự kiến phân phối: 81.948.524.000 đồng. Trong đó:
Expected profit distribution 81.948.524.000 VND. Of which:
- Lợi nhuận sử dụng để chi trả cổ tức cho cổ đông: 81.948.524.000 đồng
Profit used to pay dividends to shareholders: 81.948.524.000 VND
 - Lợi nhuận để trích cho quỹ đầu tư phát triển: 0 đồng
Profit to be allocated to development investment fund: 0 VND
 - Lợi nhuận để trích quỹ khen thưởng, phúc lợi: 0 đồng
Profit to allocate to bonus and welfare fund: 0 VND

2. Phương án chia cổ tức năm 2024

Dividend payment plan for 2024

- (i) Hình thức chi trả cổ tức năm 2024: Trả bằng cổ phiếu và tiền mặt
Form of dividend payment in 2024: Payment in shares and cash
- (ii) Mức/tỷ lệ chi trả: 15%, trong đó:
Payment level/rate: 15%, of which:
- + 10% bằng cổ phiếu (100:10) (Cổ đông sở hữu 100 cổ phiếu được nhận 10 cổ phiếu mới).
10% in shares (100:10) (Shareholders owning 100 shares will receive 10 new shares).
 - + 5% bằng tiền mặt (Cổ đông nhận được 500 đồng trên 01 cổ phiếu đang sở hữu)
5% in cash (Shareholders receive 500 VND per 01 share owned)
- (iii) Nguồn vốn thực hiện chi trả: Nguồn lợi nhuận sau thuế chưa phân phối của Công Ty
Source of capital for payment: Undistributed profit after tax of the Company
- (iv) Phương án chia cổ tức bằng tiền mặt
Cash dividend payment plan

Giao cho HĐQT quyết định các nội dung có liên quan để đảm bảo việc hoàn thành việc chi trả cổ tức bằng tiền mặt theo quy định của pháp luật và điều lệ.

Assign the Board of Directors to decide on relevant matters to ensure the completion of cash dividend payment in accordance with the provisions of law and the charter.

- (v) Phương án chia cổ tức bằng cổ phiếu
Plan to pay dividends by shares
- Phương án xử lý số phiếu lẻ: Giao cho Hội đồng Quản trị quyết định.
Plan for handling odd number of votes: To be decided by the Board of Directors.
 - Niêm yết: Số cổ phiếu phát hành thêm để thực hiện chi trả cổ tức được niêm yết bổ sung ngay sau khi hoàn thành việc chi trả theo quy định của pháp luật.
Listing: The number of additional shares issued to pay dividends will be listed immediately after completing the payment in accordance with the provisions of law.
- (vi) Giao nhiệm vụ thực hiện:
Assign tasks to perform:

- Giao cho Hội đồng quản trị Công ty xem xét, quyết định thời gian trả cổ tức bằng cổ phiếu và các nội dung chi tiết khác, tổ chức thực hiện việc phát hành cổ phiếu để chi trả cổ tức và tất cả các công việc, thủ tục khác để hoàn thành việc chi trả, đăng ký, lưu ký, niêm yết bổ sung cổ phiếu trên Sở giao dịch chứng khoán Thành phố Hồ Chí Minh, tăng vốn điều lệ của Công ty tương ứng với số lượng cổ phiếu được phát hành trên cơ sở tuân thủ đúng và đầy đủ các quy định của pháp luật và Điều lệ Công ty.

Assign the Company's Board of Directors to consider and decide on the time for paying dividends in shares and other detailed contents, organize the issuance of shares to pay dividends and all other tasks and procedures to complete the payment, registration, depository, and additional listing of shares on the Ho Chi Minh City Stock Exchange, and increase the Company's charter capital corresponding to the number of shares issued on the basis of proper and full compliance with the provisions of law and the Company's Charter.

- Giao cho Hội đồng quản trị hoặc Người Đại diện pháp luật Công ty ký, ban hành Phụ lục Điều lệ Công ty để ghi nhận vốn điều lệ mới của Công ty tương ứng với kết quả phát hành cổ phiếu để chi trả cổ tức.

Assign the Board of Directors or the Company's Legal Representative to sign and issue the Company's Charter Appendix to record the Company's new charter capital corresponding to the results of issuing shares to pay dividends.

3. **Kế hoạch chi trả cổ tức năm 2025**

Dividend payment plan for 2025

- Tỷ lệ chi trả Cổ tức dự kiến cho cổ đông: 15%

Expected dividend payout ratio to shareholders: 15%

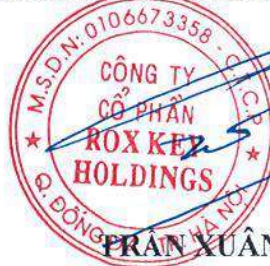
- Đại hội đồng cổ đông giao cho Hội đồng Quản trị công ty tính toán phương án và thời điểm phù hợp theo kết quả kinh doanh và nhu cầu vốn của Công ty theo quy định của pháp luật.

The General Meeting of Shareholders assigns the Board of Directors to calculate the appropriate plan and timing based on the Company's business results and capital needs in accordance with the provisions of law.

Kính trình Đại hội đồng cổ đông xem xét thông qua.

Respectfully submit to the General Meeting for consideration and approval.

**T.M HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN OF BOARD OF DIRECTORS**



FRAN XUÂN QUẢNG



CÔNG TY CỔ PHẦN ROX
KEY HOLDINGS
ROX KEY HOLDINGS JOINT
STOCK COMPANY

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Số/No.: 05/2025/TT-HĐQT

Hà Nội, ngày 26 tháng 03 năm 2025
Hanoi, March 26, 2025

TỜ TRÌNH

SUBMISSION FOR APPROVAL

(V/v: Thông qua thù lao của thành viên HĐQT, UBKT năm 2024 và
kế hoạch thù lao của thành viên HĐQT, UBKT năm 2025)

(Re: Approval of remuneration of BOD members and Audit Committee in 2024 and
remuneration plan of BOD and AC members in 2025)

Kính trình: Đại hội đồng cổ đông thường niên năm 2025 Công ty CP ROX Key Holdings

To: 2025 Annual General Meeting of Shareholders ("GMOS") of ROX Key Holdings Joint Stock Company

- Căn cứ các quy định pháp luật Việt Nam hiện hành;

Pursuant to current Vietnamese laws;

- Căn cứ Điều lệ tổ chức và hoạt động của Công ty CP ROX Key Holdings ("Công ty").

Pursuant to the Charter of ROX Key Holdings Joint Stock Company ("Company").

Hội đồng quản trị kính trình Đại hội đồng cổ đông thường niên năm 2025 của Công ty xem xét thông qua nội dung sau:

The Board of Directors respectfully submits to the Company's 2025 Annual GMOS for consideration and approval of the following:

1. Thù lao thành viên Hội đồng Quản trị, Ủy ban kiểm toán năm 2024

Remuneration of the Board of Directors and Audit Committee members in 2024

Họ tên Full name	Chức danh Title	Thời gian Term	Thù lao thực hiện năm 2024 (VND) Net, 2024 (VND)	Ghi chú Note
Hội đồng Quản trị/ Board of Directors				
Trần Xuân Quảng	Chủ tịch HĐQT Chairman	01/01/2024 - 31/12/2024	184.615.380	
Bùi Quốc Khánh	Thành viên HĐQT BOD Member	01/01/2024 - 31/12/2024	223.076.918	
Nguyễn Thị Yến	Thành viên độc lập HĐQT Independent BOD Member	01/01/2024 - 31/12/2024	192.857.139	

Họ tên <i>Full name</i>	Chức danh <i>Title</i>	Thời gian <i>Term</i>	Thù lao thực hiện năm 2024 (VND) <i>Net, 2024 (VND)</i>	Ghi chú <i>Note</i>
Trần Thị Thanh Hương	Thành viên HĐQT <i>BOD Member</i>	01/01/2024 - 22/11/2024	172.020.975	
Phan Khánh Toàn	Thành viên HĐQT <i>BOD Member</i>	22/11/2024- 31/12/2024	-	
Ủy ban Kiểm toán: không áp dụng chi thù lao (do là nhân sự của HĐQT kiêm nhiệm) <i>Audit Committee: no remuneration applicable (due to BOD concurrent member)</i>				

2. Kế hoạch Thù lao thành viên Hội đồng Quản trị, Ủy ban Kiểm toán năm 2025

Remuneration Plan for Board of Directors and Audit Committee Members in 2025

Tổng số thù lao dự kiến chi trả cho HĐQT Công ty trong năm 2025 như sau:

The total remuneration expected to be paid to the Company's bod in 2025 are as below:

Hội đồng Quản trị: 1.500.000.000 VND

Board of Directors: 1.500.000.000 VND

Ủy ban Kiểm toán: không áp dụng chi thù lao

Audit Committee: no remuneration applicable

Đại hội đồng cổ đông giao cho Hội đồng Quản trị quyết định mức thù lao chi trả cụ thể cho từng thành viên Hội đồng Quản trị theo đúng quy định của Pháp luật, Điều lệ Công ty.

The General Meeting assigns the Board of Directors to decide on the specific remuneration level for each member of the Board of Directors in accordance with the provisions of the Law and the Company's Charter.

Kính trình Đại hội đồng cổ đông xem xét thông qua.

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

[Signature]

**T.M HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ**

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN OF BOARD OF DIRECTORS**



TRẦN XUÂN QUẢNG

Số/No.: 06/2025/TTr-ĐHĐCĐ

Hà Nội, ngày 26. tháng 03 năm 2025
Hanoi, date 26. March 2025

TỜ TRÌNH

SUBMISSION FOR APPROVAL

(V/v: Thông qua Kế hoạch kinh doanh năm 2025)

(Re: Approval of the 2025 Business Plan)

Kính trình: Đại hội đồng cổ đông thường niên năm 2025 Công ty CP ROX Key Holdings

To: 2025 Annual General Meeting of Shareholders of ROX Key Holdings Joint Stock Company

- Căn cứ các quy định pháp luật Việt Nam hiện hành
Pursuant to current Vietnamese laws;
- Căn cứ Điều lệ tổ chức và hoạt động của Công ty Cổ phần ROX Key Holdings ("Công ty")
Pursuant to the Charter of ROX Key Holdings Joint Stock Company ("Company").

Hội đồng quản trị kính trình Đại hội đồng cổ đông Công ty xem xét thông qua nội dung sau:

The Board of Directors respectfully submits to the Company's General Meeting for consideration and approval of the following:

1. Thông qua Kế hoạch kinh doanh năm 2025, cụ thể/ Approve the 2025 Business Plan, specifically:

Chỉ tiêu/Item	Kế hoạch 2025 (tỷ đồng) 2025 plan (billion dong)
Doanh thu thuần/ Net revenue	1.000
Lợi nhuận sau thuế/ Profit after tax	55

2. Trên cơ sở các chỉ tiêu chính của Kế hoạch kinh doanh 2025 nói trên, giao Hội đồng Quản trị và Tổng Giám đốc xây dựng, quyết định chi tiết, tổ chức triển khai và thực hiện kế hoạch kinh doanh năm 2025 của Công ty.

Based on the main targets of the 2025 Business Plan mentioned above, the Board of Directors and the General Director are assigned to develop, decide in detail, organize and implement the Company's 2025 business plan.

Kính trình Đại hội đồng cổ đông xem xét thông qua.

Respectfully submit to the General Meeting for consideration and approval.


T.M HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN OF BOARD OF DIRECTORS



TRẦN XUÂN QUẢNG

**CÔNG TY CỔ PHẦN
ROX KEY HOLDINGS
ROX KEY HOLDINGS
JOINT STOCK COMPANY**

**CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

Số/No.: 07/2025/TTr-ĐHĐCĐ

Hà Nội, ngày 22. tháng 03 năm 2025
Hanoi, date 22. March 2025

TỜ TRÌNH

SUBMISSION FOR APPROVAL

(V/v: Thông qua phương án lựa chọn Đơn vị kiểm toán Báo cáo tài chính năm 2025)

(Re: Approval of the plan to select Auditor for the 2025 Financial Statements)

Kính trình: Đại hội đồng cổ đông thường niên năm 2025 Công ty CP ROX Key Holdings

To: 2025 Annual General Meeting of Shareholders of ROX Key Holdings Joint Stock Company

- Căn cứ các quy định pháp luật Việt Nam hiện hành;

Pursuant to current Vietnamese laws;

- Căn cứ Điều lệ của Công ty Cổ phần ROX Key Holdings ("Công ty").

Pursuant to the Charter of ROX Key Holdings Joint Stock Company ("Company").

Hội đồng Quản trị kính trình Đại hội đồng cổ đông Công ty xem xét thông qua nội dung sau:

The Board of Directors respectfully submits to the Company's General Meeting for consideration and approval of the following content:

1. Thông qua việc lựa chọn một trong các đơn vị kiểm toán thuộc nhóm Big4 là đơn vị kiểm toán độc lập để kiểm toán các Báo cáo tài chính cho năm tài chính 2025 của Công ty theo quy định của pháp luật, cụ thể danh sách như sau:

Through the selection of one of the Big4 auditing units as an independent auditing unit to audit the Company's Financial Statements for the 2025 fiscal year in accordance with the provisions of law. Details are as below:

- Công ty TNHH Deloitte Việt Nam / Deloitte Vietnam Audit Company Limited
- Công ty TNHH Ernst & Young Việt Nam / Ernst & Young Viet Nam Limited
- Công ty TNHH KPMG Việt Nam / KPMG Limited
- Công ty TNHH PWC Việt Nam / PWC (Vietnam) Limited

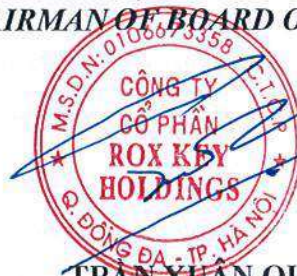
2. Giao cho Tổng Giám đốc - Người đại diện theo pháp luật của Công ty đàm phán, lựa chọn, phê duyệt, ký hợp đồng dịch vụ kiểm toán với đơn vị kiểm toán được lựa chọn để thực hiện việc kiểm toán các Báo cáo tài chính cho năm tài chính 2025 của Công ty.

Assign the General Director - Legal Representative of the Company to negotiate, select, approve, and sign an audit service contract with the selected audit unit to audit the Company's Financial Statements for the 2025 fiscal year.

Kính trình Đại hội đồng cổ đông xem xét thông qua.

Respectfully submit to the General Meeting for consideration and approval.

**T.M HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN OF BOARD OF DIRECTORS**



TRẦN XUÂN QUẢNG

CÔNG TY CỔ PHẦN
ROX KEY HOLDINGS
ROX KEY HOLDINGS
JOINT STOCK COMPANY

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Số/No.: 08/2025/TTr-ĐHĐCĐ

Hà Nội, ngày 26. tháng 03 năm 2025
Hanoi, date 26. March 2025

TỜ TRÌNH
PROPOSAL

(V/v: Báo cáo kết quả phát hành trái phiếu năm 2024 và thông qua phương án phát hành trái phiếu Công ty Cổ phần ROX Key Holdings)

(Re: Report on bond issuance results in 2024 and approval of bond issuance plan of ROX Key Holdings Joint Stock Company)

Kính gửi: Đại hội đồng cổ đông Công ty Cổ phần ROX Key Holdings

To: General Meeting of Shareholders of ROX Key Holdings Joint Stock Company

- Căn cứ Luật Doanh nghiệp số 59/2020/QH14, Luật Chứng khoán số 54/2019/QH14 và các văn bản sửa đổi, bổ sung, hướng dẫn thi hành;
Pursuant to the Enterprise Law No. 59/2020/QH14, Securities Law No. 54/2019/QH14 and documents revising and guiding their implementation;
- Căn cứ Điều lệ Công ty Cổ phần ROX Key Holdings ("Công Ty").
Pursuant to the Charter of ROX Key Holdings Joint Stock Company ("Company").

Hội đồng quản trị Công Ty ("HDQT") báo cáo Đại hội đồng cổ đông về kết quả chào bán trái phiếu theo Nghị quyết số 03/2024/NQ-ĐHĐCĐ ngày 21/11/2024 của Đại hội đồng cổ đông Công Ty và Nghị quyết 35/2024/NQ-HDQT ngày 24/12/2024 và kính trình Đại hội đồng cổ đông Công Ty xem xét thông qua Phương án phát hành trái phiếu năm 2025, cụ thể như sau:

The Board of Directors of the Company ("BOD") reports to the General Meeting of Shareholders on the results of the bond offering in accordance with Resolution No. 03/2024/NQ-DHDCD dated November 21, 2024 of the General Meeting of Shareholders of the Company and Resolution 35/2024/NQ-HDQT dated December 24, 2024 and respectfully submits to the General Meeting of Shareholders of the Company for consideration and approval of the Bond Issuance Plan for 2025, specifically as follows:

I. KẾT QUẢ PHÁT HÀNH TRÁI PHIẾU NĂM 2024

RESULTS OF BOND ISSUANCE IN 2024

1. Báo cáo thông tin về điều kiện, điều khoản trái phiếu phát hành

Reporting information on the terms and conditions of bond issuance

Tên Trái Phiếu Bond name	:	Trái phiếu Công ty Cổ phần Rox Key Holdings (TN1H2427001) Bonds of Rox Key Holdings Joint Stock Company (TN1H2427001)
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1/

Mã Trái Phiếu <i>Bond code</i>	: TN112401
Số lượng Trái Phiếu phát hành <i>Number of Bonds issued</i>	: 2.000 (Hai nghìn) Trái Phiếu/ (Two thousand) Bonds
Tổng giá trị Trái Phiếu phát hành (theo mệnh giá) <i>Total value of issued Bonds (at par value)</i>	: 200.000.000.000 VND (Hai trăm tỷ Đồng)/ (Two hundred billion VND)
Mệnh giá Trái Phiếu <i>Bond Face Value</i>	: 100.000.000 VND (Một trăm triệu Đồng)/Trái Phiếu/ (One hundred million VND)/Bond
Lãi suất danh nghĩa Trái Phiếu <i>Nominal interest rate on Bonds</i>	: Cố định là 9,8% (Chín phẩy tám phần trăm)/năm Fixed at 9.8% (Nine point eight percent)/year
Kỳ hạn Trái Phiếu <i>Bond Term</i>	: 36 (Ba mươi sáu) tháng 36 (Thirty-six) months
Ngày phát hành <i>Issue date</i>	: 27/12/2024
Ngày đáo hạn <i>Maturity date</i>	: 27/12/2027
Kỳ tính lãi và thanh toán lãi Trái Phiếu <i>Bond interest period and payment period</i>	: Mỗi giai đoạn kéo dài tròn 12 (Mười hai) tháng liên tục trong thời hạn Trái Phiếu, kể từ và bao gồm Ngày Phát Hành, cho đến nhưng không bao gồm Ngày Đáo Hạn, Ngày Mua Lại hoặc ngày mà Trái Phiếu đó đến hạn thanh toán. Each period shall last for a full 12 (Twelve) consecutive months during the term of the Bond, from and including the Issue Date, up to but not including the Maturity Date, the Redemption Date or the date on which such Bond becomes due for payment.
Giá phát hành <i>Issue price</i>	: Bằng mệnh giá Trái Phiếu Equal to the Bond face value
Đồng tiền phát hành và thanh toán/ <i>Currency for issue and payment</i>	: Đồng Việt Nam (VND)
Loại hình Trái Phiếu <i>Bond Type</i>	: Trái phiếu không chuyển đổi, không kèm chứng quyền, có bảo đảm bằng tài sản Non-convertible, non-warrant, secured bonds
Hình thức Trái Phiếu <i>Bond Form</i>	: Chứng chỉ và/hoặc bút toán ghi sổ và/hoặc dữ liệu điện tử Certificates and/or book entries and/or electronic data
Hình thức bảo đảm cho Trái Phiếu <i>Form of security for Bonds</i>	: Bảo đảm thanh toán toàn bộ các khoản tiền gốc, lãi, lãi quá hạn và các khoản tiền khác phải trả liên quan đến Trái Phiếu bằng tài sản của Tổ Chức Phát Hành và/hoặc bên thứ ba theo quy định của pháp luật về giao dịch bảo đảm (“ Tài Sản Bảo Đảm ”). Guarantee the payment of all principal, interest, overdue interest

		<i>and other payables in relation to the Bonds with the assets of the Issuer and/or a third party in accordance with the law on secured transactions ("Collateral").</i>
Tài Sản Bảo Đảm <i>Collateral</i>	:	<p>39.000.000 (Ba mươi chín triệu) cổ phần phổ thông, tự do chuyển nhượng do Ngân hàng TMCP Hàng Hải Việt Nam (mã chứng khoán: MSB) phát hành thuộc sở hữu hợp pháp của Tổ Chức Phát Hành, đã được lưu ký trên tài khoản giao dịch chứng khoán mở tại Công ty Cổ phần Chứng khoán SSI ("Cổ Phiếu MSB") và các tài sản hoặc quyền, quyền lợi, lợi ích thuộc về, có được, được hưởng theo, đối với, có liên quan, phát sinh từ các Cổ Phiếu MSB và các tài sản hoặc quyền, quyền lợi, lợi ích dùng để thay thế, trao đổi, thay đổi cho bất kỳ quyền và tài sản nào nêu trên.</p> <p><i>39,000,000 (Thirty-nine million) ordinary shares, freely transferable issued by Vietnam Maritime Commercial Joint Stock Bank (stock code: MSB) legally owned by the Issuer, deposited in a securities trading account opened at SSI Securities Corporation ("MSB Shares") and assets or rights, interests, benefits belonging to, acquired, entitled under, for, related to, derived from MSB Shares and assets or rights, interests, benefits used to replace, exchange, change for any of the above rights and assets.</i></p>
Tổng Giá Trị Tài Sản Bảo Đảm <i>Total Value of Collateral</i>	:	<p>460.200.000.000 VND căn cứ theo giá trị 01 Cổ Phiếu MSB tại Chứng thư thẩm định giá số 067/2024/383/CT-VAAE/CNHN do Chi nhánh Hà Nội – Công ty Cổ phần Giám định và Thẩm định Tài sản Việt Nam ban hành ngày 20/12/2024.</p> <p><i>460,200,000,000 VND based on the value of 01 MSB Share in Valuation Certificate No. 067/2024/383/CT-VAAE/CNHN issued by Hanoi Branch - Viet Nam Assessment And Evaluation Assets Joint Stock Company on December 20, 2024.</i></p>
Thứ tự thanh toán của Người Sở Hữu Trái Phiếu khi xử lý Tài Sản Bảo Đảm <i>Order of payment of Bondholders upon disposal of Collateral</i>	:	<p>Biện pháp bảo đảm theo các Văn Kiện Bảo Đảm là biện pháp có thứ tự ưu tiên cao nhất. Theo đó, Bên Nhận Bảo Đảm và Đại Lý Quản Lý Tài Sản Bảo Đảm sẽ được ưu tiên thanh toán trước so với bất kỳ chủ nợ hay bên có quyền nào khác đối với Bên Bảo Đảm và/hoặc Tài Sản Bảo Đảm từ số tiền thu được từ việc xử lý Tài Sản Bảo Đảm theo các Văn Kiện Bảo Đảm.</p> <p><i>The security interest under the Security Instruments is the security interest with the highest priority. Accordingly, the Beneficiary and the Collateral Management Agent shall have priority over any other creditor or claimant against the Guarantor and/or the Collateral from the proceeds of the disposal of Collateral under the Security Instruments.</i></p>
Tổ chức tư vấn hồ sơ chào bán Trái Phiếu <i>Bond Offering Document Consultant</i>	:	Công ty Cổ phần Chứng khoán SSI – Chi nhánh Hà Nội <i>SSI Securities Corporation – Hanoi Branch</i>
Đại lý phát hành Trái Phiếu <i>Bond Issuing Agent</i>	:	Công ty Cổ phần Chứng khoán SSI – Chi nhánh Hà Nội <i>SSI Securities Corporation – Hanoi Branch</i>

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Đại diện Người Sở Hữu Trái Phiếu <i>Bondholder Representative</i>	Công ty Cổ phần Chứng khoán SSI – Chi nhánh Hà Nội <i>SSI Securities Corporation – Hanoi Branch</i>
Đại lý quản lý Tài Sản Bảo Đảm <i>Collateral Management Agent</i>	Công ty Cổ phần Chứng khoán SSI – Chi nhánh Hà Nội <i>SSI Securities Corporation – Hanoi Branch</i>

2. Báo cáo về tình hình sử dụng vốn trái phiếu phát hành:

Report on the use of issued bond capital

Tổ Chức Phát Hành đã sử dụng toàn bộ số tiền thu được từ việc phát hành trái phiếu để cơ cấu lại khoản nợ với thông tin cụ thể như sau:

The Issuer has used all proceeds from the bond issuance to restructure the debt with the following details:

STT No.	Mục đích sử dụng <i>Purpose of use</i>	Thông tin khoản nợ <i>Information of debt</i>	Số tiền đã sử dụng (VND) <i>Amount of money used (VND)</i>	Thời gian sử dụng <i>Time of use</i>
1	Thanh toán nợ gốc Khoản vay Công ty TNHH Liên doanh Đầu tư Xây dựng Tam Trinh (mã số doanh nghiệp: 0101836094) <i>Repay principal for the Loan to Tam Trinh Co-Operation Investment And Construction Company Limited (business code: 0101836094)</i>	Theo Hợp đồng số 01/HĐV/TT-ROXKEY ngày 30/09/2024 giữa Công Ty và Công ty TNHH Liên doanh Đầu tư Xây dựng Tam Trinh. - Mục đích vay: Thanh toán cho các khoản phải trả và thực hiện các hoạt động đầu tư, kinh doanh khác - Số tiền vay: 200 tỷ Đồng - Lãi suất vay: 11%/năm - Kỳ hạn vay: 36 tháng <i>According to Contract No. 01/HDV/TT-ROXKEY dated September 30, 2024 between the Company and Tam Trinh Co-Operation Investment And Construction Company Limited.</i> - Purpose of loan: Payment for payables and implementation of other investment and business operations - Amount of loan: 200 billion VND - Loan interest rate: 11%/year	200.000.000.000	27/12/2024
Tổng cộng/ Total			200.000.000.000	

II. PHƯƠNG ÁN PHÁT HÀNH TRÁI PHIẾU NĂM 2025

BOND ISSUANCE PLAN IN 2025

- Tên trái phiếu: TRÁI PHIẾU CÔNG TY CỔ PHẦN ROX KEY HOLDINGS
Bond name: BONDS OF ROX KEY HOLDINGS JOINT STOCK COMPANY
- Thời gian phát hành: Dự kiến trong năm 2025, sau khi hoàn thành việc đăng ký và công bố thông tin về việc chào bán theo quy định của pháp luật tại thời điểm thực hiện.
Issue time: Expected in 2025, after completing the registration and disclosure of information on the offering in accordance with legal regulations at the time of implementation.
- Tổng giá trị phát hành dự kiến: Tối đa 300.000.000.000 đồng (Ba trăm tỷ đồng).
Total expected issue value: Maximum 300,000,000,000 VND (Three hundred billion VND).
- Mục đích phát hành trái phiếu: Cơ cấu lại các khoản nợ của Công Ty.
Purpose of bond issuance: Restructuring the Company's debts.
- Loại trái phiếu: Trái phiếu doanh nghiệp không chuyển đổi, không kèm chứng quyền, có tài sản bảo đảm hoặc không có tài sản bảo đảm. Giao cho HĐQT quyết định loại trái phiếu phù hợp theo các quy định của pháp luật tại thời điểm thực hiện.
Bond type: Non-convertible corporate bonds, without warrants, with or without collateral. The Board of Directors is assigned to decide on the appropriate bond type in accordance with legal regulations at the time of implementation.
- Tài sản bảo đảm dự kiến (nếu có): Giao cho HĐQT xem xét, quyết định tài sản bảo đảm phù hợp với đợt phát hành trái phiếu, bao gồm cả các loại tài sản bảo đảm cần được Đại hội đồng cổ đông thông qua.
Expected collateral (if any): The Board of Directors is assigned to review and decide on collateral suitable for the bond issuance, including types of collateral to be approved by the General Meeting of Shareholders.
- Phương thức phát hành: Phát hành riêng lẻ hoặc phát hành ra công chúng thành một hoặc nhiều đợt. Giao cho HĐQT quyết định phương thức thực hiện phù hợp theo các quy định của pháp luật tại thời điểm thực hiện.
Issue method: Private issuance or public issuance in one or more batches. The Board of Directors is assigned to decide on the appropriate implementation method in accordance with legal regulations at the time of implementation.
- Phương án phát hành: Giao cho HĐQT quyết định mọi nội dung khác liên quan đến phương án phát hành, bao gồm nhưng không giới hạn: tổng giá trị phát hành thực tế, kỳ hạn của trái phiếu, số lượng trái phiếu phát hành, mệnh giá trái phiếu, giá bán trái phiếu, lãi suất trái phiếu, các điều khoản điều kiện khác của trái phiếu; lựa chọn các tổ chức tư vấn, đại lý, kiểm toán, xếp hạng tín nhiệm... tham gia đợt phát hành, và mọi nội dung, chi tiết khác liên quan đến phương án phát hành theo quy định của pháp luật.
Issuance plan: the Board of Directors is assigned to decide on all other contents related to the issuance plan, including but not limited to: total actual issue value, bond term, number of bonds issued, bond face value, bond selling price, bond interest rate, other terms and conditions of the bonds; selection of consultants, agents, auditors, credit rating agencies... to participate in the issuance, and any other content and detail related

to the issuance plan according to legal regulations.

III. THÔNG QUA VIỆC GIAO NHIỆM VỤ THỰC HIỆN, ỦY QUYỀN CHO HỘI ĐỒNG QUẢN TRỊ THỰC HIỆN

APPROVAL OF THE ASSIGNMENT OF TASKS, AUTHORIZATION FOR THE BOARD OF DIRECTORS TO PERFORM

Kính trình Đại hội đồng cổ đông thông qua việc giao nhiệm vụ thực hiện, ủy quyền cho HĐQT quyết định, triển khai các công việc sau:

Respectfully submit to the General Meeting of Shareholders for approving assignment of tasks and authorization to the Board of Directors to decide and implement the following tasks:

- Quyết định, thông qua chi tiết phương án phát hành trái phiếu và/hoặc sửa đổi, bổ sung phương án phát hành khi cần thiết để đảm bảo đợt phát hành được thành công.

Decide and approve the bond issuance plan in detail and/or revise the issuance plan when necessary to ensure the successful issuance.

- Lựa chọn, quyết định thời điểm chào bán thích hợp để thực hiện chào bán trái phiếu sau khi có chấp thuận của Ủy ban Chứng khoán Nhà nước trong trường hợp thực hiện phát hành trái phiếu ra công chúng, đảm bảo tuân thủ đúng quy định của pháp luật.

Select and decide on the appropriate time to offer bonds after obtaining approval from the State Securities Commission in case of public issuance, ensuring compliance with legal regulations.

- Lựa chọn, quyết định thời điểm thích hợp thực hiện các công việc liên quan và phê duyệt hồ sơ để đăng ký chứng khoán tại Tổng công ty lưu ký và bù trừ chứng khoán Việt Nam và đăng ký niêm yết trái phiếu tại Sở Giao dịch chứng khoán theo đúng quy định của pháp luật.

Select and decide on the appropriate time to perform related tasks and approve documents to register securities at the Viet Nam Securities Depository and Clearing Corporation and register bond listing at the Stock Exchange in accordance with legal regulations.

- Quyết định việc sử dụng số tiền thu được từ đợt chào bán cho mục đích sử dụng vốn đã được thông qua và/hoặc thay đổi mục đích sử dụng vốn thu được từ đợt chào bán cho phù hợp với tình hình thực tế và báo cáo Đại hội đồng cổ đông gần nhất về các nội dung điều chỉnh liên quan đến phương án sử dụng vốn này sau khi phát hành thành công và đảm bảo tuân thủ các quy định pháp luật liên quan.

Decide on the use of proceeds from the offering for the adopted capital use purpose and/or on changing the purpose of using capital from the offering to suit the actual situation and report to the latest General Meeting of Shareholders on the revised contents related to this capital use plan after the successful issuance and ensure compliance with relevant legal regulations.

- Quyết định các vấn đề khác phát sinh liên quan đến việc phát hành trái phiếu của Công ty.

Decide on other additional issues resulted from the Company's bond issuance.

- Được phép ủy quyền cho Tổng Giám đốc Công Ty thực hiện triển khai công việc và thủ tục pháp lý cần thiết khi triển khai phương án phát hành.

Allowed to authorize the Company's Chief Executive Officer to carry out the necessary work and legal procedures when deploying the issuance plan.

Trên đây là nội dung liên quan đến phương án phát hành trái phiếu năm 2025 của Công ty cổ phần ROX Key Holdings, kính trình Đại hội đồng cổ đông xem xét và thông qua.

The above is the content related to the 2025 bond issuance plan of Rox Key Holdings Joint Stock Company, hereby submitted to the General Meeting of Shareholders for consideration and approval

Nơi nhận/Recipients:

- Như kính gửi/As "To" field;
- Lưu: HC/ archived.

**T.M HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN OF BOARD OF DIRECTORS**



TRẦN XUÂN QUẢNG



**CÔNG TY CỔ PHẦN
ROX KEY HOLDINGS
ROX KEY HOLDINGS
JOINT STOCK COMPANY**

Số/No.: 09/2025/TTr-ĐHĐCĐ

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

Hà Nội, ngày/day 11.. tháng/month 04 năm/year 2025

TỜ TRÌNH

SUBMISSION FOR APPROVAL

(V/v: Miễn nhiệm các thành viên HĐQT đương nhiệm và bầu thành viên HĐQT nhiệm kỳ mới 2025-2030)

(On: Dismission of the current Board of Directors members and election for the new period 2025-2030)

Kính gửi: Đại hội đồng cổ đông Công ty Cổ phần ROX Key Holdings

To: General Meeting of Shareholders of ROX Key Holdings Joint Stock Company

- Căn cứ Luật Doanh nghiệp số 59/2020/QH14, Luật Chứng khoán số 54/2019/QH14 và các văn bản sửa đổi, bổ sung, hướng dẫn thi hành;

Pursuant to the Law on Enterprise No. 59/2020/QH14, Law on Securities No. 54/2019/QH14 and documents on amending, supplementing and guiding;

- Căn cứ Điều lệ Công ty Cổ phần ROX Key Holdings ("Công Ty").

Pursuant to the Charter of ROX Key Holdings Joint Stock Company ("Company").

Hội đồng quản trị Công Ty ("HĐQT") kính trình Đại hội đồng cổ đông Công Ty xem xét thông qua các nội dung như sau/ The Company Board of Directors ("BOD") hereby respectfully presents to the General Meeting of Shareholders ("GMOS") for consideration and approval of the following contents:

I. Miễn nhiệm 04 thành viên HĐQT đương nhiệm của Công ty do hết nhiệm kỳ hoạt động 2020-2025

Dismiss 04 current BOD members of the Company due to the expiration of their term for the period 2020-2025

Thời điểm miễn nhiệm: từ ngày thành viên HĐQT nhiệm kỳ mới được bổ nhiệm

Dismissal date: from the day that members of the BOD for the new term are elected

II. Bầu thành viên HĐQT nhiệm kỳ 2025-2030, hiệu lực từ 18/04/2025

Elect BOD members for the term of 2025-2030, effective from 18/04/2025

1. Số lượng thành viên HĐQT nhiệm kỳ 2025-2030: 05 thành viên, trong đó có 01 thành viên HĐQT độc lập

Number of the Board of Directors members for the 2025-2030 term: 05 members, including 01 independent member



[Handwritten signatures]

2. Tiêu chuẩn và điều kiện của thành viên HĐQT được bầu/ *Qualifications and requirements of elected BOD members*

2.1. Ứng cử viên phải đáp ứng được các tiêu chuẩn và điều kiện để trở thành thành viên HĐQT theo quy định tại Khoản 1, Điều 151 Luật Doanh nghiệp và Điều lệ của Công ty, cụ thể:

Candidates must meet the standards and conditions to become a member of the BOD as prescribed in Clause 1, Article 151 of the Law on Enterprises and the Company's Charter, specifically:

a) Không thuộc đối tượng không có quyền thành lập và quản lý doanh nghiệp tại Việt Nam theo quy định của pháp luật;

Not subject to the right to establish and manage enterprises in Vietnam according to the provisions of law;

b) Có trình độ chuyên môn, kinh nghiệm trong quản trị kinh doanh hoặc trong lĩnh vực, ngành, nghề kinh doanh của Công Ty;

Have professional qualifications and experience in business administration or in the Company's business field, industry or profession;

c) Thành viên HĐQT có thể đồng thời là thành viên hội đồng quản trị tại tối đa 05 công ty khác.

A member of the BOD can concurrently be a member of the board of directors at a maximum of 05 other companies.

2.2. Ứng cử viên cho vị trí thành viên HĐQT độc lập ngoài các tiêu chuẩn nêu tại mục 2.2.1 cần phải đảm bảo các điều kiện theo quy định tại Khoản 2, Điều 151 Luật Doanh nghiệp, cụ thể:

Candidates for the position of independent member of the BOD, in addition to the standards stated in Section 2.2.1, must ensure the conditions prescribed in Clause 2, Article 151 of the Law on Enterprises, specifically:

b) Không phải là người đang làm việc cho Công Ty, công ty mẹ hoặc công ty con của Công Ty; không phải là người đã từng làm việc cho Công Ty, công ty mẹ hoặc công ty con của Công Ty ít nhất trong 03 năm liền trước đó;

Not being a person currently working for the Company, its parent company or its subsidiary; not being a person who has worked for the Company, its parent company or its subsidiary for at least the previous 03 consecutive years;

c) Không phải là người đang hưởng lương, thù lao từ Công Ty, trừ các khoản phụ cấp, thù lao mà thành viên HĐQT được hưởng theo quy định;

Not a person receiving salary or remuneration from the Company, except for allowances and remuneration that members of the BOD are entitled to receive according to regulations;

d) Không phải là người có vợ hoặc chồng, bố đẻ, bố nuôi, mẹ đẻ, mẹ nuôi, con đẻ, con nuôi, anh ruột, chị ruột, em ruột là cổ đông lớn của Công Ty; là người quản lý của Công Ty hoặc công ty con của Công Ty;

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

e) Không phải là người trực tiếp hoặc gián tiếp sở hữu ít nhất 01% tổng số cổ phần có quyền biểu quyết của Công Ty;

Not being a person who directly or indirectly owns at least 01% of the total number of voting shares of the Company;

f) Không phải là người đã từng làm thành viên HĐQT của Công Ty ít nhất trong 05 năm liền trước đó, trừ trường hợp được bổ nhiệm liên tục 02 nhiệm kỳ.

Not a person who has been a member of the Company's BOD for at least the previous 05 consecutive years, except in the case of being appointed for 02 consecutive terms.

3. Cách thức bầu thành viên HĐQT nhiệm kỳ mới/ Method of electing BOD members for the new term

Đại hội đồng cổ đông tiến hành bầu thành viên HĐQT theo Quy chế đề cử, ứng cử, bầu cử thành viên HĐQT được HĐQT ban hành, đính kèm cùng bộ tài liệu họp.

The GMOS shall elect BOD members according to the Regulations on nomination, candidacy, and election of BOD members issued by the BOD, attached with the meeting documents.


4. Hồ sơ tham gia ứng cử, đề cử để bầu vào vị trí thành viên HĐQT như sau/ Application documents for candidacy and nomination to be elected to the position of BOD member are as follows:

- Đơn ứng cử hoặc đề cử (theo mẫu)/ *Application or voting form (template);*
- Sơ yếu lý lịch do ứng viên tự khai/ *Resume, filled by candidate;*
- Bản sao Chứng minh nhân dân/Căn cước công dân/Hộ chiếu và các bằng cấp chứng nhận trình độ học vấn/ *Certified copies of ID card/Passport and educational qualifications;*
- Giấy ủy quyền đề cử hợp lệ (trong trường hợp cổ đông ủy quyền cho người khác đề cử)/ *Valid letter of attorney (in case the shareholder authorizes another person to vote);*
- Hồ sơ tham gia ứng cử/đề cử phải được gửi về Ban Tổ chức Đại hội **trước 17h00' ngày 03/04/2025**. Hình thức gửi hồ sơ:

Application/nomination documents must be sent to the Congress Organizing Committee by 17:00 on April 03, 2025. Application submission form:

+ **Gửi bản gốc** hồ sơ đề cử, ứng cử qua thư bảo đảm về Công ty:

Send the original nomination and candidacy documents to the Company:



Công ty Cổ phần ROX Key Holdings

Địa chỉ: Tầng 25, Tòa tháp A, 54A Nguyễn Chí Thanh, Láng Thượng, Đống Đa, Hà Nội

Điện thoại: 0906 284 205

Người nhận: Bà **Đào Thu Trang** – Phòng Hành chính

ROX Key Holdings Joint Stock Company

Address: 25th Floor, Tower A, 54A Nguyen Chi Thanh, Lang Thuong, Dong Da, Hanoi

Phone: 0906 284 205

Recipient: Ms. **Dao Thu Trang** - Administration Department

+ **Gửi bản scan** vào hộp thư điện tử: **havtt5@rox.vn**. Địa chỉ được sử dụng để gửi email phải là địa chỉ email của cổ đông đã được đăng ký tại danh sách cổ đông lưu ký, đăng ký tại Tổng công ty lưu ký và bù trừ chứng khoán Việt Nam.

*Send the scan to the email box: **havtt5@rox.vn**. The email address used must be registered in the list of depository shareholders by the Vietnam Securities Depository and Clearing Corporation.*

Thông tin ứng viên HĐQT được nhiệm kỳ mới 2025-2030 và Quy chế đề cử, ứng cử, bầu cử thành viên HĐQT được đăng tải trên website của Công ty tại địa chỉ: <https://roxkey.vn/> > Mục "Quan hệ cổ đông".

Information on candidates for the Board of Directors for the new term 2025-2030 and the Regulations on nomination, candidacy, and election of Board members are posted on the Company's website at: <https://roxkey.vn/> > "Shareholder Relations" section.

Kính trình Đại hội đồng cổ đông xem xét và thông qua.

Respectfully submit to the GMOS for consideration and approval.

Nơi nhận/Recipients:

- Như kính gửi/As "To" field;
- Lưu: HC/Filed: Admin.

T.M HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN OF BOARD OF DIRECTORS



**CÔNG TY CỔ PHẦN
ROX KEY HOLDINGS
ROX KEY HOLDINGS
JOINT STOCK COMPANY**

**CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

Số/No.: 10/2025/TTr-ĐHĐCĐ

Hà Nội, ngày/day 11. tháng/month 04 năm/year 2025

TỜ TRÌNH

SUBMISSION FOR APPROVAL

(V/v: Thông qua thay đổi Người đại diện theo pháp luật và sửa đổi Điều lệ công ty)

(Re: Approving the change of Legal Representative and amendments of the Company Charter)

Kính gửi: Đại hội đồng cổ đông Công ty Cổ phần ROX Key Holdings

To: General Meeting of Shareholders of ROX Key Holdings Joint Stock Company

- Căn cứ Luật Doanh nghiệp số 59/2020/QH14, Luật Chứng khoán số 54/2019/QH14 và các văn bản sửa đổi, bổ sung, hướng dẫn thi hành;
Pursuant to the Enterprise Law No. 59/2020/QH14, Securities Law No. 54/2019/QH14 and documents revising and guiding their implementation;
- Căn cứ Điều lệ Công ty Cổ phần ROX Key Holdings ("**Công Ty**");
Pursuant to the Charter of ROX Key Holdings Joint Stock Company ("**Company**");
- Căn cứ yêu cầu quản trị, điều hành thực tế của Công Ty.
Pursuant to the actual management and operation requirements of the Company.

Hội đồng quản trị Công Ty ("**HDQT**") kính trình Đại hội đồng cổ đông Công Ty ("**ĐHĐCĐ**") xem xét việc thay đổi Người đại diện theo pháp luật của Công Ty và sửa đổi Điều lệ Công Ty như sau:

The Company's Board of Directors ("**BOD**") respectfully submits to the General Meeting of Shareholders ("**GMOS**") to consider changing the Company's Legal Representative and amending the Company's Charter as follows:

1. Thay đổi Người đại diện theo pháp luật của Công Ty:

Change of the Company's Legal Representative

Căn cứ nhu cầu điều hành thực tế của Công Ty, HDQT kính trình ĐHĐCĐ xem xét thông qua việc thay đổi Người đại diện theo pháp luật của Công Ty từ Chủ tịch HDQT thành Tổng giám đốc Công Ty.

Based on the actual operational demands of the Company, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of changing the Company's Legal Representative from Chairman of the Board of Directors to Chief Executive Officer of the Company.



(Handwritten signatures)

2. Sửa đổi Điều lệ Công Ty/ *Amendments of the Company Charter*

STT No.	Điều khoản sửa đổi <i>Amended clause</i>	Nội dung trước khi sửa đổi <i>Content before amendment</i>	Nội dung sau khi sửa đổi <i>Content after amendment</i>	Lý do <i>Reason</i>
1	Điều 3 Khoản 3.1 <i>Article 3 Clause 3.1</i>	Công Ty có 01 người đại diện theo pháp luật. Chủ tịch HĐQT là người đại diện theo pháp luật của Công Ty. <i>The Company has 01 legal representative. The Chairman of the Board of Directors is the legal representative of the Company.</i>	Công Ty có 01 người đại diện theo pháp luật. TGD là người đại diện theo pháp luật của Công Ty. <i>The Company has 01 legal representative. The General Director is the legal representative of the Company.</i>	Do thay đổi Người đại diện theo pháp luật của Công Ty từ Chủ tịch HĐQT thành Tổng giám đốc. <i>Due to change of the Company's Legal Representative from Chairman of the Board of Directors to Chief Executive Officer</i>
2	Điều 25 Khoản 25.1 <i>Article 25 Clause 25.1</i>	25.1. Số lượng thành viên HĐQT luôn phải đảm bảo ít nhất là 03 người và nhiều nhất là 11 người. ĐHĐCD quyết định số lượng thành viên HĐQT tại từng thời điểm. <i>25.1. The number of members of the Board of Directors must always be at least 03 and at most 11. The General Meeting of Shareholders decides the number of members of the Board of Directors from time to time.</i>	25.1. Số lượng thành viên HĐQT là 05 (năm) thành viên <i>25.1. The number of members of the Board of Directors is 05 (five) members.</i>	Quy định cụ thể số lượng thành viên HĐQT. <i>Specific regulations on the number of members of the Board of Directors</i>

- Dự thảo toàn văn Điều lệ Công Ty sửa đổi được đính kèm Tờ trình này.
The entire draft of the amended Company Charter is attached to this Proposal.
- Các nội dung khác của Điều lệ Công Ty không được sửa đổi thì giữ nguyên nội dung và hiệu lực.
Other contents of the Company Charter that are not amended shall remain unchanged in content and validity.
- Điều lệ sau sửa đổi của Công Ty có hiệu lực kể từ ngày được ĐHĐCD thông qua và được Người đại diện theo pháp luật của Công Ty ký ban hành.

The amended Company Charter shall take effect from the date of approval by the General Meeting of Shareholders and signed by the Company's Legal Representative.

3. Giao nhiệm vụ thực hiện/ Assigning duties to be performed:

- a) Giao cho Chủ tịch HĐQT, Tổng giám đốc Công Ty phối hợp thực hiện thủ tục thay đổi nội dung đăng ký doanh nghiệp của Công Ty tại cơ quan đăng ký kinh doanh theo quy định của pháp luật.

Assign the Chairman of the Board of Directors and the Chief Executive Officer of the Company to coordinate in carrying out procedures to change the Company's business registration contents at the business registry in accordance with legal regulations.

- b) Giao cho Người đại diện theo pháp luật của Công Ty ký ban hành Điều lệ sửa đổi theo nội dung được ĐHĐCĐ thông qua.

Assign the Company's Legal Representative to sign for issuing the amended Charter according to the content adopted by the General Meeting of Shareholders.

- c) Giao cho Chủ tịch HĐQT, Người phụ trách quản trị Công Ty thực hiện việc công bố thông tin theo quy định của pháp luật.

Assign the Chairman of the Board of Directors and the Person in charge of corporate governance to disclose information in accordance with legal regulations.

Kính trình ĐHĐCĐ xem xét và thông qua toàn văn Điều lệ sau sửa đổi.

Respectfully submit to the General Meeting of Shareholders for consideration and approval of the full text of the amended Charter.

Xin trân trọng cảm ơn./.

Best regards./.



**T.M HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN OF BOARD OF DIRECTORS**



THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

DRAFT



CHARTER

ROX KEY HOLDINGS JOINT STOCK COMPANY

Pursuant to:

- Law on Securities and its amendments, supplements and guiding documents;
- Law on Enterprises and its amendments, supplements and guiding documents;
- Resolution No. ____/NQ-DHDCD dated ____, 2025 by the General Meeting of Shareholders of ROX Key Holdings Joint Stock Company.

The Charter of ROX Key Holdings Joint Stock Company has been approved and takes effect from ____, 2025.

INTRODUCTION

I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1.1. In this Charter, the following terms are construed as follows:

- a) "**Company**" refers to ROX Key Holdings Joint Stock Company, business registration number 0106673358.
- b) "**Charter capital**" refers to the total par value of shares sold, as specified in Article 6 of this Charter.
- c) "**Law on Enterprises**" refers to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of Vietnam on June 17, 2020 and its amendments, supplements and guiding documents.
- d) "**Law on Securities**" refers to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of Vietnam on November 26, 2019 and its amendments, supplements and guiding documents.
- e) "**Vietnam**" refers to the Socialist Republic of Vietnam.
- f) "**Law**" refers to the law of Vietnam.
- g) "**Company Executives**" refers to the General Director, Deputy General Director, Chief Accountant and other executives appointed by the General Meeting of Shareholders/Board of Directors.
- h) "**Company Managers**" refer to the managers of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director, Chief Accountant and other managers appointed by the General Meeting of Shareholders/Board of Directors.

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- i) **"Related person"** refers to an individual or organization as prescribed by the Law on Securities.
 - j) **"Shareholder"** refers to an individual or organization owning at least one share of the Company.
 - k) **"Founding shareholder"** refers to a shareholder who owns at least one ordinary share and signs the list of founding shareholders of the Company.
 - l) **"Major Shareholder"** refers to a shareholder owning 5% or more of the Company's voting shares.
 - m) **"GMS"** refers to the General Meeting of Shareholders of the Company.
 - n) **"BOD"** refers to the Board of Directors of the Company.
 - o) **"AC"** refers to the Audit Committee under the Board of Directors.
 - p) **"GD"** refers to the General Director of the Company.
 - q) **"SSC"** refers to the State Securities Commission of Vietnam.
 - r) **"VSDC"** refers to the Vietnam Securities Depository and Clearing Corporation and its subsidiaries.
 - s) **"VSE"** refers to the Vietnam Stock Exchange and its subsidiaries.
- 1.2. In this Charter, references to one or more other provisions or documents include their amendments or replacements.
- 1.3. The headings (chapters, articles, sections of this Charter) are for convenience in understanding the content and do not affect the content of this Charter.

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

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

- 2.1. Company name
- Company name in Vietnamese: **CÔNG TY CỔ PHẦN ROX KEY HOLDINGS**
 - Company name in foreign language: **ROX KEY HOLDINGS JOINT STOCK COMPANY**
 - Abbreviated Company name: **ROX KEY**
- 2.2. The Company is a joint-stock company with legal status in accordance with the current laws of Vietnam.
- 2.3. Registered office of the Company:
- Head office address: 25th Floor, Tower A, 54A Nguyen Chi Thanh, Lang Thuong Ward, Dong Da District, Hanoi City, Vietnam
 - Tel: 024 730 73099
 - E-mail: vanphongtn1@roxkey.vn
 - Website: <https://roxkey.vn/>
- 2.4. The Company may establish branches, representative offices, and business locations to carry out the Company's operational objectives as decided by the Board of

Directors and within the scope of applicable laws.

Article 3. Legal representative of the Company

- 3.1.** The Company has 01 legal representative. The General Director is the legal representative of the Company.
- 3.2.** The legal representative represents the Company in exercising the rights and obligations arising from its transactions (including but not limited to the right to represent the Company in signing and executing contracts, transactions and agreements with third parties), and represents the Company as a person requesting settlement of civil matters, plaintiff, defendant, person with related rights and obligations before the Arbitration, Court and other rights and obligations as prescribed by law.
- 3.3.** The legal representative may authorize another individual in writing to exercise the rights and obligations of the legal representative. In this case, the legal representative shall still be responsible for the exercise of the authorized rights and obligations.

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

Article 4. Operational objectives of the Company

- 4.1.** Business lines of the Company include:

No.	Name of business lines	Business line code
1	Warehousing and storage of goods (Except for real estate business)	5210
2	Short-term accommodation services Details: - Hotels; - Guesthouses and motels providing short-term accommodation services; - Villas or apartments providing short-term accommodation services.	5510
3	Wholesale of solid, liquid, gaseous fuels and related products	4661
4	Wholesale of metals and metal ores (Except for gold, uranium and thorium ores)	4662
5	Wholesale of construction materials and other installation equipment	4663
6	Non-specialized wholesale (Except for types prohibited and restricted by the State)	4690
7	Retail of audiovisual equipment in specialized stores	4742
8	Restaurants and mobile food service activities	5610

	(Excluding bars, karaoke rooms, and dance clubs)	
9	Other food service activities (Excluding airline catering);	5629
10	Beverage serving activities (Excluding bar business)	5630
11	Computer programming	6201
12	Computer consulting and computer system administration	6202
13	Information technology services and other services related to computers	6209
14	Information portal (Except press activities)	6312
15	Trading of own or rented property and land use rights	6810
16	Consultation, brokerage, auction of real estate, land use right auction. Details: - Activities of real estate agents and brokers; - Intermediation in the purchase, sale or rental of real estate on a fee or contract basis; - Management of real estate on a fee or contract basis; - Real estate trading floors.	6820 (Major)
17	Architectural and engineering activities and related technical consultancy	7110
18	Wholesale of automobiles and other motor vehicles	4511
19	Retail of passenger cars (9 seats or less)	4512
20	Automobile and other motor vehicle dealers	4513
21	Wholesale of beverages	4633
22	Wholesale of other machinery, equipment and spare parts	4659
23	Organization of conventions and trade shows	8230
24	Other remaining business support service activities not elsewhere classified Details: - Import and export of goods traded by the Company.	8299

25	Financial services support activities not elsewhere classified Details: - Investment consultancy (Excluding legal, financial, auditing, securities, and insurance consultancy)	6619
26	Technical testing and analysis	7120
27	Advertising	7310
28	Market research and public opinion polling Details: Excluding investigation activities to collect public opinions on political, economic and social events, including statistical analysis results.	7320

4.2. Operational objectives of the Company

- a) Develop the Company to become a strong and dynamic enterprise, focusing on investment, business and management of real estate, human resources, technology, financial investment, and trade services as core activities.

To achieve these objectives, the Company will invest in developing its strengths, proactively pursue opportunities in industries with diverse growth potential, leverage the advantages of its member units; provide other excellent services to meet the demands of domestic and international individuals and organizations; and build human resources by establishing and perfecting a dynamic and professional working environment as a foundation for sustainable development;

- b) Other objectives as approved by the General Meeting of Shareholders from time to time.

Article 5. Scope of business and operation of the Company

The Company is authorized to conduct business activities within the industries specified in this Charter that have been registered, notified of changes in registration contents to the business registration authority and announced on the National Business Registration Portal; and other activities that are not prohibited by law. For industries requiring conditional business investment, the Company shall only conduct such business activities after meeting all business conditions as stipulated by law.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, and founding shareholders

- 6.1. Charter capital of the Company is: **546,323,480,000 VND** (*In words: Five hundred and forty-six billion, three hundred and twenty-three million, four hundred and eighty thousand Vietnamese Dong*)

The Company's charter capital is divided into: **54,632,348 shares** (*In words: Fifty-four million, six hundred and thirty-two thousand, three hundred and forty-eight shares*) with a par value of **10,000 VND/share** (*In words: Ten thousand Vietnamese Dong per share*).

- 6.2. The Company may adjust its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.

- 6.3. As of the date of this Charter's adoption, all shares of the Company consist of ordinary shares. The Company may issue other types of shares with the approval of the General Meeting of Shareholders and in compliance with the law.
- 6.4. The name, address, number of shares, and other information about the founding shareholders, as stipulated in the Law on Enterprises, are specified in Appendix 01 attached to this Charter. This Appendix is an integral part of this Charter.
- Ordinary shares must be offered to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not fully subscribed by existing shareholders will be determined by the Board of Directors. The Board of Directors may allocate such unsubscribed shares to existing shareholders and to other individuals and organizations, provided that the conditions are no less favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
- 6.5. The Company may repurchase shares it has previously issued under the provisions of this Charter and current laws.
- 6.6. The Company may issue other types of securities in accordance with the law.

Article 7. Stock Certificate and Shareholder Register

- 7.1. Shareholders who have not yet deposited the Company's stocks they own shall be granted a stock certificate (share/stock ownership certificate or other name as prescribed by the Company) corresponding to the number and class of shares they own at the Company.
- 7.2. Stocks are securities that confirm the legal rights and interests of the owner in relation to a portion of the Company's share capital. Stocks must contain the following information:
- a) Name, business registration number, and head office address of the Company;
 - b) Number and class of shares;
 - c) Par value per share and total par value of shares stated on the stock;
 - d) Full name, contact address, nationality, and legal document number for individual shareholders; name, business registration number or legal document number, and head office address for institutional shareholders;
 - e) Signature of the legal representative of the Company;
 - f) Shareholder identification number/Registration number in the Company's Shareholder Register and date of issuance of stocks;
 - g) Other contents as stipulated in Articles 116, 117 and 118 of the Law on Enterprises for stocks of preferred shares.
- 7.3. Within 30 days from the date of submitting a complete application for transfer of share ownership as prescribed/required by the Company or within 60 days from the date of full payment for the purchase of shares as prescribed in the Company's stock issuance plan (or other period as prescribed in the issuance clauses), the shareholder shall be issued stocks. The shareholder is not required to pay the Company for the printing costs of the stock certificate.
- 7.4. In case the stocks are lost, damaged or otherwise destroyed, the shareholder may request the Company to issue a replacement certificate by submitting a written

request. The shareholder's request must include the following contents:

- a) Information about stocks that have been lost, damaged or destroyed in other forms;
 - b) Commit to take responsibility for disputes arising from the re-issuance of new stocks.
- 7.5. In case of errors in the content and form of stocks issued by the Company, the rights and interests of shareholders shall not be affected. The legal representative of the Company shall be responsible for damages caused by such errors.
- 7.6. The Company shall establish a Shareholder Register from the date it receives its Business Registration Certificate. The Shareholder Register may be maintained in written form and/or an electronic database recording shareholders' ownership information
- 7.7. The Shareholder Register must include the following main contents:
- a) Name and head office address of the Company;
 - b) Total number of shares authorized to be offered for sale, classes of shares authorized to be offered for sale and number of shares authorized to be offered for sale of each class;
 - c) Total number of shares sold of each class and value of contributed capital;
 - d) Full name, contact address, nationality, and legal document number for individual shareholders; name, business registration number or legal document number, and head office address for institutional shareholders;
 - e) Number of shares by each class owned by each shareholder, and date of share registration.
- 7.8. The Shareholder Register shall be kept at the Company's head office. Shareholders have the right to check, look up, extract, and copy the name and contact address of the shareholder in the Shareholder Register.
- 7.9. Shareholders must promptly notify the Company of any changes in their contact address to update the shareholder register. The Company shall not be liable for any failure to contact shareholders due to their failure to notify changes in their contact address.
- 7.10. The Company must promptly update changes in shareholder information in the Shareholder Register upon request by relevant shareholders, concurrently with issuing share certificates as stipulated in Article 7.3 of this Charter.
- 7.11. If the Company's shares are centrally deposited at the VSDC, the Shareholder Register shall be established, managed and updated in accordance with the provisions of the Law on Securities from the time the Company's shares are centrally deposited at the VSDC.

Article 8. Other securities certificates

Bond certificates or other securities certificates of the Company are issued with the signature of the legal representative and the seal of the Company.

Article 9. Transfer of shares

- 9.1. All shares are freely transferable unless restricted from transfer according to the content of the share issuance plan approved by the General Meeting of Shareholders (In this case, the transfer restriction must be clearly stated in the corresponding share certificate), or restricted according to the provisions of this Charter and/or other

provisions of law.

- 9.2. Shares listed and registered for trading on the Stock Exchange are transferred according to the provisions of the Law on Securities and the securities market.
- 9.3. Shares that have not been fully paid for are not transferable and are not entitled to related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares and other benefits as prescribed by law.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL

Article 10. Organizational structure, management and control

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

- 10.1. General Meeting of Shareholders
- 10.2. Board of Directors, Audit Committee
- 10.3. General Director

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of shareholders

11.1. Ordinary shareholders have the following rights:

- a) Attend and speak at the General Meeting of Shareholders and to exercise the right to vote directly, vote electronically or through an authorized representative. Each ordinary share has one vote;
- b) Receive dividends at the rate decided by the General Meeting of Shareholders;
- c) Have priority in purchasing new shares corresponding to the ratio of ordinary shares owned by each shareholder in the Company;
- d) Freely transfer their shares to others, except in the cases specified in Article 9.1 of this Charter;
- e) Review, look up and extract information about names and contact addresses in the Shareholders' Register and request correction of incorrect information;
- f) Review, look up, extract or photocopy the Company's Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
- g) When the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the percentage of shares owned in the Company;
- h) Request the Company to redeem their shares in the cases prescribed in the Law on Enterprises;
- i) Be treated equally. Each share of the same class gives the shareholder equal rights, obligations and benefits. In case the Company has preferential shares, the rights and obligations attached to the preferential shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
- j) Have full access to periodic and irregular information published by the Company in accordance with the provisions of law;
- k) Protect their legitimate rights and interests; request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of law;

- l) Conduct remote voting at the General Meeting of Shareholders (if any)
 - m) Other rights as prescribed by law and this Charter.
- 11.2.** Shareholders or groups of shareholders holding 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 law and this Charter;
 - b) Review, look up, and extract the minutes, resolution, and decision numbers of the Board of Directors, semi-annual and annual financial statements, contracts, transactions that 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) Request the Board of Directors to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, and legal document number for individual shareholders; name, business registration number or legal document number, and head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total number of shares of the Company; issues to be inspected, purpose of inspection;
 - d) Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each class of shares of the shareholder, and the issues proposed to be included in the agenda.
 - e) Other rights as prescribed by law and this Charter.
- 11.3.** Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares have the right to nominate candidates for the Board of Directors. The nomination of candidates for the Board of Directors as stated in this clause shall be carried out as follows:
- a) Ordinary shareholders forming a group to nominate candidates for the Board of Directors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;
 - b) Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this clause are entitled to nominate one or several people as decided by the General Meeting of Shareholders as candidates for the Board of Directors. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.
- 11.4.** Authorized representative of the Company's shareholder is an organization:
- a) The authorized representative of the Company's shareholder that is an organization must be an individual authorized in writing to exercise the rights and obligations on behalf of such shareholder in accordance with the provisions of this Charter and the law. The appointment of an authorized representative shall be carried out in accordance with the following provisions:

- (i) A shareholder who is an organization owning less than 10% of the total number of ordinary shares may appoint a maximum of 02 authorized representatives;
 - (ii) A shareholder who is organization owning from 10% to less than 20% of the total number of ordinary shares may appoint a maximum of 04 authorized representatives;
 - (iii) A shareholder who is an organization owning from 20% to less than 40% of the total number of ordinary shares may appoint a maximum of 06 authorized representatives;
 - (iv) A shareholder who is an organization owning 40% or more of the total number of ordinary shares may appoint an unlimited number of authorized representatives.
- b) In case of appointing multiple authorized representatives, the authorizing party must specifically determine the number of shares authorized for each authorized representative. In case the authorizing party does not determine the corresponding number of shares for each authorized representative, the number of shares will be divided equally among all authorized representatives.
- c) The document appointing authorized representatives must be notified to the Company and is only effective for the Company from the date the Company receives the document. The document appointing authorized representatives must include the following main contents:
- (i) Name, business registration number, and head office address of the shareholder;
 - (ii) Number of authorized representatives and corresponding ownership ratio of each authorized representative;
 - (iii) Full name, contact address, nationality, legal document number of each authorized representative;
 - (iv) The corresponding authorization period of each authorized representative; clearly stating the date of commencement of representation;
 - (v) Full name, signature of the legal representative of the shareholder and of the authorized representative.
- d) The authorized representative must meet the standards and conditions prescribed by law and regulations of the authorizing party.

Article 12. Obligations of shareholders

Shareholders have the following obligations:

- 12.1.** Pay fully and on time the number of shares committed to be purchased.
- 12.2.** Do not withdraw the capital contributed in ordinary shares from the Company in any form, except in cases where the Company or another person redeems the shares. In case a shareholder withdraws part or all of the contributed capital contrary to the provisions of this clause, such shareholder and the person with related interests in the Company shall be jointly responsible for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages that occur.
- 12.3.** Comply with this Charter and the Company's internal management regulations.
- 12.4.** Comply with the Resolutions and decisions of the General Meeting of Shareholders

and the Board of Directors.

- 12.5.** Keep confidential the information provided by the Company in accordance with the provisions of this Charter and the law; only use the information provided to exercise and protect their legitimate rights and interests; strictly prohibit the dissemination or copying or sending of information provided by the Company to other organizations or individuals.
- 12.6.** Attend the General Meeting of Shareholders and exercise voting rights through the following forms:
- a) Attend and vote directly at the meeting;
 - b) Authorize other individuals or organizations to attend and vote at the meeting;
 - c) Attend and vote via online conference, electronic voting or other electronic forms;
 - d) Send votes to the meeting via mail, fax, or email;
 - e) Send opinion forms in case of collecting shareholders' opinions in writing as prescribed in this Charter.
- 12.7.** Be personally responsible when performing one of the following acts in the name of the Company in any form:
- a) Violate the law;
 - b) Conduct business and other transactions for self-interest or to serve the interests of other organizations and individuals;
 - c) Make payment of undue debts before possible financial risk to the Company.
- 12.8.** Other obligations as prescribed in this Charter and the law.

Article 13. General Meeting of Shareholders

- 13.1.** The General Meeting of Shareholders comprises all shareholders with voting rights, and is the highest decision-making body of the Company. The General Meeting of Shareholders meets annually once a year and within four (04) months from the end of the financial year. The Board of Directors decides to extend the annual General Meeting of Shareholders if necessary, but not more than 06 months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The meeting location is determined to be the place where the chairperson attends the meeting and must be in the territory of Vietnam.
- 13.2.** The Board of Directors convenes the annual General Meeting of Shareholders and selects a suitable location. The annual General Meeting of Shareholders decides on matters in accordance with the provisions of 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, contrary audit opinions or rejections, the Company must invite a 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 above approved auditing organization is responsible for attending the Company's annual General Meeting of Shareholders.

The General Meeting of Shareholders may be held in the form of a face-to-face meeting or an online meeting or a combination of face-to-face and online meetings. Shareholders can register to attend the General Meeting of Shareholders and exercise

their voting rights on issues at the meeting conveniently and effectively through attending the meeting in person, authorizing attendance, sending letters, sending emails, voting electronically, etc.

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

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of members of the Board of Directors and independent members of the Board of Directors is less than the number of members prescribed by law;
- c) At the request of a shareholder or group of shareholders as prescribed in Article 11.2 of this Charter; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the request must be made in multiple copies and must include sufficient signatures of the relevant shareholders;
- d) Other cases as prescribed by law and this Charter.

13.4. Convocation of the Extraordinary General Meeting of Shareholders

- a) The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of members of the Board of Directors and independent members of the Board of Directors is as prescribed in Clause (b) Article 13.3 of this Charter or from the date of receiving a request as prescribed in Clause (c) or Clause (d) Article 13.3 of this Charter;

In case the Board of Directors fails to convene a General Meeting of Shareholders as prescribed, the Chairman of the Board of Directors and members of the Board of Directors shall be responsible before the law and shall compensate for any damages incurred by the Company.

- b) In case the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Clause (a) Article 13.4 of this Charter, within the next thirty (30) days, the shareholder or group of shareholders with the request as prescribed in Clause (c) Article 13.3 of this Charter shall have the right to represent the Company and replace the Board of Directors in convening a General Meeting of Shareholders as prescribed in this Charter.

In this case, the person convening the General Meeting of Shareholders may request the Business Registration Agency to supervise the order and procedures for convening, conducting the meeting and making decisions of the General Meeting of Shareholders.

- c) Procedures for organizing the General Meeting of Shareholders shall comply with the provisions of this Charter and the provisions of law.

13.5. All expenses for convening and conducting the General Meeting of Shareholders as prescribed in Article 13.4 of this Charter shall be reimbursed by the Company. These expenses do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

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

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

- a) Approve the development orientation of the Company;
- b) Decide on the classes of shares and the total number of shares of each class that are

allowed to be offered for sale; and decide on the annual dividend rate of each class of shares;

- c) Elect, dismiss, and remove members of the Board of Directors;
- d) Decide, and approve cooperation, investment, purchase, sale, pledge, mortgage (or other similar activities) of assets, borrowing, lending and other contracts and transactions with a value of 50% or more of the total asset value recorded in the Company's most recent financial statements;
- e) Decide to amend and supplement the Company's Charter;
- f) Approve the Company's annual financial statements;
- g) Decide to redeem more than 10% of the total number of shares sold of each class;
- h) Review and handle violations of the Board of Directors that cause damage to the Company and its shareholders;
- i) Decide on the reorganization, division, separation, consolidation, merger, dissolution, and bankruptcy of the Company;
- j) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors;
- k) Approve the internal regulations on corporate governance; and regulations on the Board of Directors' operations;
- l) Approve the list of approved auditing companies; decide on the approved auditing company to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary;
- m) Decide on and approve the issuance of bonds by the Company;
- n) Decide on the Company's signing of contracts and transactions as prescribed in Article 40.6 and Article 40.7 of this Charter;
- o) Other rights and obligations as prescribed by law and this Charter.

14.2. The annual General Meeting of Shareholders discusses and approves the following issues:

- a) The Company's annual business plan;
- b) The Company's audited annual financial statements;
- c) Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors;
- d) Report of the independent member of the Board of Directors in the Audit Committee;
- e) Dividend level for each share of each class;
- f) Decision on the budget or total remuneration, bonus and other benefits for the Board of Directors;
- g) Approval of the list of approved auditing companies; decision on the approved auditing company to audit the financial statements of the Company;
- h) Other issues as prescribed by law and this Charter.

14.3. All resolutions and issues included in the agenda/submitted for voting at the General Meeting of Shareholders must be discussed and voted on at the General Meeting of Shareholders.

Article 15. Authorization to attend the General Meeting of Shareholders

15.1. Shareholders and authorized representatives of institutional shareholders may directly attend the meeting or authorize one or more individuals or organizations to attend the meeting or attend the meeting through one of the following forms:

- a) Attend and vote directly at the meeting;
- b) Authorize another individual or organization to attend and vote at the meeting;
- c) Attend and vote via online conference, electronic voting or other electronic forms;
- d) Send votes to the meeting by mail, fax, or email;
- e) Sending votes by other means approved in accordance with the Regulations on organizing the General Meeting of Shareholders.

15.2. The authorization for an individual or organization to represent the General Meeting of Shareholders as prescribed in Article 15.1 of this Charter must be made in writing. The authorization letter must be made in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of authorization, the authorization period, and the signatures of the authorizing party and the authorized party.

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

15.3. The votes of the authorized person attending the meeting within the scope of authorization shall remain valid in the event of one of the following cases:

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

This provision shall not apply in the event that the Company receives written notice of one of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

Article 16. Change of rights

16.1. A resolution of the General Meeting of Shareholders on the content of changing the rights and obligations of shareholders owning preferential shares shall only be passed if it is approved by the number of preferential shareholders of the same class attending the meeting owning at least 75% of the total number of preferential shares of that class or approved by the preferred shareholders of the same class owning 75% or more of the total number of preferred shares of that class in the case of passing a resolution in the form of written opinion.

16.2. The organization of a meeting/written opinions of shareholders holding a type of preferential shares to approve the above change of rights shall only be valid when there are at least 02 shareholders (or their authorized representatives) attending the meeting/sending votes to the Company and holding at least 1/3 of the par value of the

issued shares of that class. In case there are not enough delegates/votes as stated above, the meeting/collection of opinions in writing shall be re-organized within the next 30 days and the shareholders of that class (regardless of the number of people and shares) present in person or through authorized representatives or sending votes to the Company shall be considered as sufficient quorum. At the meetings of shareholders holding preferred shares as stated above, the h shareholders of that class present in person or through representatives may request a secret voting. Each share of the same class shall have equal voting rights at the above meetings.

- 16.3. The procedures for conducting meetings as stated in Clause 1 of this Article shall be implemented in accordance with the provisions of Articles 17, 18, 19, 20 and 21 of this Charter.
- 16.4. Unless otherwise provided in the terms of issue of shares, the special rights attached to the classes of shares with 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 class.

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

- 17.1. The Board of Directors convenes the annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes the extraordinary General Meeting of Shareholders in the cases specified in Article 13.4 of this Charter.
- 17.2. The convener of the General Meeting of Shareholders must perform the following tasks:
- a) Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no later than 10 days before the date of sending the notice of the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date (the date of closing the list of shareholders to exercise the right to attend the General Meeting of Shareholders);
 - b) Prepare the agenda and content of the general meeting;
 - c) Prepare documents for the general meeting;
 - d) Draft resolutions of the General Meeting of Shareholders according to the expected meeting agenda;
 - e) Determine the time and place of the meeting;
 - f) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
 - g) Prepare and issue the Regulations for organizing the General Meeting of Shareholders in accordance with the provisions of law, this Charter and the meeting method (face-to-face, online or face-to-face combined with online);
 - h) Other tasks serving the general meeting
- 17.3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses (at least by postal service and may combine email, text message, telephone with confirmation from the shareholders, etc.), and shall be published on the Company's website and

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 shall send the notice of the meeting to all shareholders in the List of Shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date the notice is validly sent or transmitted). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the meeting shall be sent to the shareholders and/or posted on the Company's website. In case the documents are not sent with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents for shareholders to access, including:

- a) Meeting agenda, 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) Form of Authorization Letter to attend the meeting;
 - d) Vote;
 - e) Draft resolution for each issue in the meeting agenda.
- 17.4.** A shareholder or group of shareholders as prescribed in Article 11.2 of this Charter has the right to propose an issue 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 proposal must clearly state the name of the shareholder, the number of each class of shares of the shareholder, and the issue proposed to be included in the agenda.
- 17.5.** The convener of the General Meeting of Shareholders has the right to reject the proposal specified in Article 17.4 of this Charter if it falls under one of the following cases:
- a) The proposal is not submitted in accordance with the provisions of Article 17.4 of this Charter;
 - b) At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of ordinary shares as prescribed in Article 11.2 of this Charter;
 - c) The proposed issue is not within the authority of the General Meeting of Shareholders;
 - d) Other cases as prescribed by law and this Charter.
- 17.6.** The convener of the General Meeting of Shareholders must accept and include the proposal specified in Article 17.4 of this Charter in the proposed agenda and content of the meeting, except for the case specified in Article 17.5 of this Charter; the proposal will be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders
- 17.7.** Shareholders have the right to check, look up, extract, and copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders; request to correct incorrect information or add necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders. The Company's managers must promptly provide information in the Shareholder Register, correct and supplement incorrect information upon request of shareholders; and be responsible for compensating for damages arising from failure to provide or untimely and inaccurate provision of

information in the Shareholder Register upon request. The order and procedures for requesting information in the Shareholder Register shall comply with the regulations and requirements of the Company.

Article 18. Conditions for holding a General Meeting of Shareholders

- 18.1.** A General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents more than 50% of the total number of votes.
- 18.2.** In case the first meeting does not meet the conditions to be held as prescribed in Article 18.1 of this Charter, the notice of invitation to the second meeting shall be sent within 30 days from the date of the first meeting. The second meeting of the General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total number of votes.
- 18.3.** In case the second meeting does not meet the conditions for holding the meeting as prescribed in Article 18.2 of this Charter, the notice of invitation to the third meeting must be sent within 20 days from the date of the intended second meeting. The third meeting of the General Meeting of Shareholders shall be held regardless of the total number of votes of the attending shareholders.

Article 19. Procedures for conducting meetings and voting at the General Meeting of Shareholders

- 19.1.** Before opening the meeting, the Company must carry out the shareholder registration procedure and carry out the registration until all shareholders entitled to attend the meeting are present and registered in the following order:
- a) When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, on which is recorded the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted voting for, against and no opinion. The vote counting results shall be announced by the Chairman immediately before the closing of the meeting. The General Meeting shall elect those responsible for counting the votes or supervising the counting of the votes at the request of the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the request of the Chairperson of the meeting;
- b) Shareholders, authorized representatives of institutional shareholders or authorized persons who arrive after the opening date of the meeting have the right to register immediately and then have the right to attend and vote at the general meeting immediately after registration. The chairperson is not responsible for stopping the meeting to allow late shareholders to register and the validity of the contents voted on previously will not change.

A shareholder is considered to have attended and voted at the General Meeting of Shareholders in one of the following cases:

- Attend and vote at the meeting;
- Authorize another person to attend and vote at the meeting;
- Attend and vote via online conference;
- Vote electronically or in other electronic forms;
- Send votes to the meeting by mail or email within the permitted time and in

accordance with the Regulations of the General Meeting of Shareholders.

For all cases, the General Meeting of Shareholders authorizes the Board of Directors to issue separate regulations/rules/instructions on how to organize and implement.

- 19.2.** The election of the chairperson, secretary and vote counting committee is regulated as follows:
- a) The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman of the Board of Directors is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority principle. In case no one can be elected as the chairperson, the Chairman of the Audit Committee shall direct the General Meeting of Shareholders to elect the chairperson of the meeting from among the attendees and the person with the highest number of votes shall chair the meeting;
 - b) Except for the case specified in Clause (a) Article 19.2 of this Charter, the person who signs the convening of the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect the chairperson of the meeting and the person with the highest number of votes shall chair the meeting;
 - c) The chairperson shall appoint one or several persons to be the meeting secretary;
 - d) The General Meeting of Shareholders shall elect one or several persons to the vote counting committee upon the proposal of the chairperson of the meeting.
- 19.3.** The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically specify the time for each issue in the agenda.
- 19.4.** The Chairperson of the general meeting has the right to take the following necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.
- a) Arrange seating at the location of the General Meeting of Shareholders;
 - b) Ensure safety for everyone present at the meeting locations;
 - c) Create conditions for shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has the full right to change the above measures and apply all necessary measures. The measures applied may be to issue admission tickets or use other forms of selection.
- 19.5.** The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting for, against and no opinion. The vote counting results are announced by the chairperson immediately before the closing of the meeting.
- 19.6.** Shareholders or authorized persons who arrive after the meeting has opened are still registered and have the right to participate in voting immediately after registration; in this case, the validity of the contents previously voted on remains unchanged.
- 19.7.** The convener or chairperson of the General Meeting of Shareholders has the following rights:
- a) Require all meeting attendees to be inspected or other legal and reasonable security

measures;

- b) Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairperson's authority, intentionally disrupt the order, prevent the normal progress of the meeting or do not comply with the security check requirements from the General Meeting of Shareholders.
- 19.8.** The Chairperson has the right to postpone a General Meeting of Shareholders with a sufficient number of registered attendees for no more than 03 working days from the date of the scheduled opening of the meeting and may only postpone the meeting or change the meeting location in the following cases:
- a) The meeting location does not have enough convenient seats for all attendees;
 - b) The media at the meeting location does not ensure that attending shareholders can participate, discuss and vote;
 - c) Some attendees obstruct or disrupt the meeting, causing a risk of making the meeting not be conducted fairly and legally.
- 19.9.** In case the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Article 19.8 of this Charter, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson to conduct the meeting until its conclusion; all resolutions passed at that meeting shall be effective.
- 19.10.** In case the Company applies modern technology to organize an online General Meeting of Shareholders, the Company is responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms as prescribed in Article 15.1 of this Charter and the Company's internal regulations on governance.

Article 20. Conditions for approval of Resolutions of the General Meeting of Shareholders

- 20.1.** The General Meeting of Shareholders shall pass resolutions within its competence by voting at the meeting or by obtaining written opinions.
- 20.2.** All other matters within the authority of the General Meeting of Shareholders may be decided by obtaining written opinions, except for matters that must be approved at the annual General Meeting of Shareholders or matters that must be approved at the annual General Meeting of Shareholders but have not been approved shall not be decided by obtaining written opinions.
- 20.3.** In case of holding a General Meeting of Shareholders:
- a) The resolutions of the General Meeting of Shareholders on the following contents shall be passed if approved by the number of shareholders representing 65% or more of the total number of votes of all attending shareholders:
 - (i) Classes of shares and total number of shares of each class;
 - (ii) Changes in business lines, occupations and fields;
 - (iii) Changes in the Company's organizational and management structure;
 - (iv) Cooperation, investment, purchase, sale, pledge, mortgage (or other similar activities) of assets, borrowing, lending and other contracts and transactions with a value of 50% or more of the total asset value recorded in the Company's most recent financial statements;
 - (v) Reorganization or dissolution of the Company.

- b) Resolutions of the General Meeting of Shareholders on other issues shall be approved if approved by shareholders owning more than 50% of the total number of votes of all attending shareholders.
- 20.4. Resolutions of the General Meeting of Shareholders on contents that adversely change the rights and obligations of shareholders owning preferential shares shall be approved in accordance with the provisions of Article 16 of this Charter.
- 20.5. Resolutions of the General Meeting of Shareholders approved (at the General Meeting of Shareholders or by written opinion) by 100% of the total number of voting shares shall be legal and effective even if the order and procedures for convening the meeting and approving such resolution violate the provisions of law and this Charter.
- 20.6. Resolutions of the General Meeting of Shareholders must be notified to shareholders with voting rights within 15 days from the date of approval; in case the Company has a website, sending the Resolution of the General Meeting of Shareholders may be replaced by posting it on the Company's website.
- 20.7. The election of members of the Board of Directors shall be carried out in one of the following ways:
 - a) In case of cumulative voting, shareholders shall elect members of the Board of Directors based on voting for candidates in the list of candidates for members of the Board of Directors for each election. Each shareholder or authorized representative of a shareholder attending the meeting shall have a total number of votes corresponding to the total number of voting shares owned/represented by the shareholder/authorized representative of the shareholder attending the meeting multiplied by the number of elected members of the Board of Directors. Shareholders/authorized representatives of shareholders shall have the right to accumulate all or part of their total votes for one or several candidates.
 - b) In case of not implementing cumulative voting, for each candidate for members of the Board of Directors, each shareholder or authorized representative of a shareholder attending the meeting shall have a number of votes equal to the number of voting shares owned/represented by the shareholder/authorized representative of the shareholder attending the meeting. Shareholders/authorized representatives of shareholders attending the meeting shall vote/not vote for each candidate with all their votes.
 - c) For both voting methods stated in this Article, the elected members of the Board of Directors shall be determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members of the Board of Directors required to be elected is sufficient, but the candidate who does not receive any votes is not considered to have the lowest number of votes. In case there are 02 or more candidates with the same number of votes for the final member of the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes or according to other criteria specified in the election regulations of each election. In case the number of elected candidates is less than the number of members of the Board of Directors required to be elected, the additional nomination and election shall be conducted according to the provisions of this Clause.
 - d) The method of electing members of the Board of Directors for each election shall be decided by the Board of Directors and specified in the corresponding Election

Regulations.

Article 21. Authority and procedures for obtaining written opinions from shareholders to pass the Resolution of the General Meeting of Shareholders

Authority and procedures for obtaining written opinions from shareholders to pass the Resolution of the General Meeting of Shareholders shall be implemented according to the following provisions:

- 21.1. The Board of Directors has the right to collect written opinions from shareholders to pass the Resolution of the General Meeting of Shareholders when deemed necessary for the benefit of the Company.
- 21.2. The Board of Directors must prepare the opinion form, 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 opinion form. The preparation of the list of shareholders with voting rights, requirements and methods for sending opinion forms and accompanying documents shall be implemented in accordance with the provisions in Clause (a) Article 17.2 and Article 17.3 of this Charter.
- 21.3. The opinion form must contain the following main contents:
 - a) Name, head office address, and business registration number of the Company;
 - b) Purpose of opinion;
 - c) Full name, contact address, nationality, and legal document number for individual shareholders; name, business registration number or legal document number, and head office address for institutional shareholders or full name, contact address, nationality, legal document number of the individual for the authorized representative of the institutional shareholder; number of shares of each class and number of votes of the shareholder;
 - d) Issues requiring opinions to pass the decision;
 - e) Voting options including approval, disapproval and no opinion for each issue to be voted on;
 - f) Deadline for sending the completed opinion form to the Company;
 - g) Full name and signature of the Chairman of the Board of Directors.
- 21.4. Shareholders may send their completed opinion forms to the Company by mail, fax or email in accordance with the following provisions:
 - a) In case of sending by mail, the completed opinion form must be signed by the individual shareholder, the authorized representative or the legal representative of the institutional shareholder. The opinion form sent to the Company must be contained in a sealed envelope and no one is allowed to open it before the vote counting;
 - b) In case of sending by fax or email, the opinion form sent to the Company must be kept confidential until the time of counting the votes;
 - c) Opinion forms sent to the Company after the deadline specified in the opinion form or opened in the case of mailing and disclosed in the case of faxing or emailing are invalid. Opinion forms that are not returned are considered non-participating forms.
- 21.5. The Board of Directors shall count the votes and prepare a vote counting record in the presence of shareholders who do not hold management positions in the Company. The vote counting record must contain the following main contents:

- a) Name, head office address, and business registration number of the Company;
- b) Purpose and issues for which opinions must be obtained to pass the resolution;
- c) Number of shareholders with total number of votes participated in the voting, in which distinguishing between valid and invalid votes and the method of sending the votes, with an appendix of the list of shareholders participating in the voting;
- d) Total number of votes for, against and no opinion on each issue;
- e) The issues that have been approved and the corresponding percentage of votes;
- f) Full names and signatures of the members of the Board of Directors, the vote counter and the vote counting supervisor.

21.6. The members of the Board of Directors, the vote counters and the vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and shall be jointly responsible for any damages arising from decisions passed due to dishonest or inaccurate vote counting.

21.7. The minutes of the vote counting and the resolutions of the General Meeting of Shareholders must be sent to the shareholders within 15 days from the date of completion of the vote counting. The sending of the vote counting minutes and the resolutions of the General Meeting of Shareholders can be replaced by posting them on the Company's website within 24 hours from the date of completion of the vote counting.

21.8. The completed opinion forms, the vote counting minutes, the passed resolutions and the relevant documents attached to the opinion forms must all be kept at the Company's head office.

21.9. The resolution of the General Meeting of Shareholders shall be passed by collecting written opinions of shareholders if approved by more than 50% of the total number of votes of all shareholders with voting rights and shall have the same value as the resolution passed at the General Meeting of Shareholders.

21.10. In case of collecting shareholders' opinions in writing, the Regulations for collecting shareholders' opinions in writing shall be decided, issued and announced by the Board of Directors together with the documents attached to the collection of shareholders' opinions in writing according to Article 24.1 of this Charter.

In case of collecting written opinions of shareholders to approve the election of members of the Board of Directors, shareholders or groups of shareholders specified in Article 11.3 of this Charter have the right to nominate or run for members of the Board of Directors by sending information about the candidates they nominate/run for election according to the instructions in the regulations on nomination and candidacy decided, issued and announced by the Board of Directors. In this case, the opinion form must ensure that the content of nomination/candidacy is available for shareholders to exercise their voting rights for the candidates nominated/run for election by that shareholder.

21.11. Shareholders may authorize other individuals or legal entities to exercise their voting rights in writing in accordance with the provisions of Article 15 of this Charter.

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

22.1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, and may be prepared in a foreign language and contain the

following main contents:

- a) Name, head office address, and business registration number of the Company;
 - b) Time and location of the General Meeting of Shareholders;
 - c) Meeting agenda and content;
 - d) Full name of the chairperson and secretary;
 - e) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
 - f) Number of shareholders and total number of votes of shareholders attending the meeting, appendix of the list of shareholders and shareholders' representatives attending the meeting with the corresponding number of shares and votes;
 - g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and blank votes; corresponding percentage of the total number of votes of shareholders attending the meeting;
 - h) Issues approved and the corresponding percentage of votes approved;
 - i) Full name and signature of the chairperson and secretary. In case the chairperson and secretary refuse to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in this clause. The meeting minutes shall clearly state the refusal of the chairperson and secretary to sign the meeting minutes.
- 22.2.** The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting or other persons signing the minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
- 22.3.** Minutes made in Vietnamese and foreign languages have the same legal effect. In case of any difference in content between the minutes in Vietnamese and foreign languages, the content of the minutes in Vietnamese shall apply.
- 22.4.** Minutes of meetings, resolutions of the General Meeting of Shareholders and all documents attached to the Minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders must be disclosed in accordance with the provisions of law on information disclosure on the stock market and must be kept at the Company's head office.

Article 23. Request for annulment and Validity of Resolutions of the General Meeting of Shareholders

23.1. Request for annulment of a Resolution of the General Meeting of Shareholders

Within ninety (90) days from the date of receiving the minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting to obtain opinions from the General Meeting of Shareholders, shareholders and groups of shareholders specified in Article 11.2 of this Charter have the right to request the Court to consider and annul the resolution or part of the resolution content of the General Meeting of Shareholders in the following cases:

- a) The order and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violate the provisions of law and this Charter, except for the cases specified in Article 20.5 of this Charter.
- b) The content of the resolution violates the law or this Charter.

23.2. Validity of Resolutions of the General Meeting of Shareholders

- a) Resolutions of the General Meeting of Shareholders shall be effective from the date of approval or from the effective date stated in such resolution.
- b) In case a shareholder or group of shareholders requests the Court or Arbitration to annul resolutions of the General Meeting of Shareholders as prescribed in Point a of this Clause, such resolutions shall remain effective until the Court or Arbitration decides otherwise, except in cases where temporary emergency measures are applied according to the decision of a competent authority.

VII. Board of Directors

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

24.1. In case the candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders (or before the deadline for returning the opinion forms) on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the honesty and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully and for the best interests of the Company if elected as a member of the Board of Directors. Information related to the candidate for the Board of Directors to be announced includes:

- a) Full name, date of birth;
- b) Qualifications;
- c) Working history;
- d) Other management positions (including the position of the Board of Directors of other companies);
- e) Interests related to the Company and related parties of the Company;
- f) Other information and documents (if any) according to the CV form and the Company's requirements for each election of the Board of Directors;
- g) The Company must be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other management positions and the interests related to the company of the candidate for the Board of Directors (if any).

24.2. Shareholders or groups of shareholders specified in Article 11.3 of this Charter have the right to nominate candidates for the Board of Directors in accordance with the provisions of law and this Charter. The number of candidates that such shareholders or groups of shareholders are entitled to nominate is as follows:

A shareholder or group of shareholders holding from 10% to less than 20% of the total number of voting shares may nominate one (01) candidate; holding from 20% to less than 30% may nominate up to two (02) candidates; holding from 30% to less than 40% may nominate up to three (03) candidates; holding from 40% to less than 50% may nominate up to four (04) candidates; holding from 50% to less than 60% may nominate up to five (05) candidates; holding from 60% to less than 70% may nominate up to six (06) candidates; holding from 70% to less than 80% may nominate up to seven (07) candidates; and holding from 80% or more may nominate up to eight (08) candidates.

- 24.3.** In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough, the current Board of Directors shall introduce additional candidates or organize nominations in accordance with the provisions of this Charter, the Internal Regulations on Corporate Governance and the Regulations on the Board of Directors' operations. The introduction of additional candidates by the current Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors.
- 24.4.** Members of the Board of Directors must meet the following standards and conditions:
- a) Not be a person who is not entitled to establish and manage an enterprise in Vietnam according to the provisions of law;
 - b) Have professional qualifications and experience in business administration or in the Company's business fields, industries and professions;
 - c) A member of the Board of Directors may concurrently be a member of the Board of Directors of up to 05 other companies.
- 24.5.** Independent members of the Board of Directors must meet the following standards and conditions:
- a) The standards and conditions stated in Article 24.4 of this Charter;
 - b) Not be a person currently working for the Company, the parent company or a subsidiary of the Company; not be a person who has worked for the Company, the parent company or a subsidiary of the Company for at least the previous 03 consecutive years;
 - c) Not be a person receiving salary or remuneration from the Company, except for allowances and remuneration that members of the Board of Directors are entitled to receive according to regulations;
 - d) Not be a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological sibling is a major shareholder of the Company; is a manager of the Company or a subsidiary of the Company;
 - e) Not be a person who directly or indirectly owns at least 01% of the total number of voting shares of the Company;
 - f) Not be a person who has been a member of the Company's Board of Directors for at least the previous 05 consecutive years, except in the case of being appointed for 02 consecutive terms.

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

- 25.1.** The number of members of the Board of Directors is 05 (five) members.
- 25.2.** 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 for no more than 02 consecutive terms. In case all members of the Board of Directors end their terms 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 the work.
- 25.3.** The structure of the Board of Directors is as follows:
- The structure of the Board of Directors must ensure that at least 1/3 of the total

number of members of the Board of Directors is non-executive members. The Company shall limit the number of members of the Board of Directors who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.

- a) In case the Company's shares are listed and traded on the Stock Exchange, the total number of independent members of the Board of Directors must ensure the following regulations:
 - (i) There is at least 01 independent member in case the total number of members of the Board of Directors is from 03 to 05 members;
 - (ii) There is at least 02 independent members in case the total number of members of the Board of Directors is from 06 to 08 members;
 - (iii) There is at least 03 independent members in case the total number of members of the Board of Directors is from 09 to 11 members.
- b) In case the Company's shares are not listed and traded on the Stock Exchange, the structure of members of the Board of Directors and independent members of the Board of Directors shall comply with the provisions of law.

25.4. A member of the Board of Directors shall no longer be a member of the Board of Directors in the event that he/she is dismissed, removed or replaced by the General Meeting of Shareholders in the following cases:

- a) The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - (i) Not meet the standards and conditions prescribed by law and this Charter;
 - (ii) Have a resignation letter and be approved.
- b) The General Meeting of Shareholders shall dismiss a member of the Board of Directors in case the member of the Board of Directors does not participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure.
- c) When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors other than those specified in Clause (a) and Clause (b) of Article 25.4 of this Charter.
- d) The Board of Directors must convene a meeting/consult the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
 - (i) The number of members of the Board of Directors is reduced by more than one-third compared to the total number of members of the Board of Directors approved by the General Meeting of Shareholders. In this case, the Board of Directors must convene a meeting/consult the General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;
 - (ii) The number of independent members of the Board of Directors is reduced, not ensuring the ratio as prescribed in Article 25.3 of this Charter;
 - (iii) Except for the cases prescribed in Point (i) and Point (ii) Clause (d) of Article 25.4 of this Charter, the General Meeting of Shareholders shall elect

new members to replace members of the Board of Directors who have been dismissed or removed at the most recent meeting.

- 25.5.** The appointment, dismissal, removal, and replacement of members of the Board of Directors must be disclosed in accordance with the law on information disclosure on the stock market.
- 25.6.** A member of the Board of Directors does not necessarily have to be a shareholder of the Company or an authorized representative of a shareholder of the Company that is an organization.
- 25.7.** An independent member of the Board of Directors must notify the Board of Directors that he/she no longer meets the standards and conditions specified in Article 24.5 of this Charter and is automatically no longer an independent member of the Board of Directors from the date of no longer meeting the standards and conditions. The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the standards and conditions at the most recent General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replace an independent member of the Board of Directors within 06 months from the date of receiving the notice from the relevant independent member of the Board of Directors.

Article 26. Powers and obligations of the Board of Directors

- 26.1.** The Board of Directors is the management body of the Company, with full authority to decide and exercise the rights and obligations of the Company on behalf of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.
- 26.2.** The Board of Directors has the following powers and obligations:
- a) Decide on the strategy, medium-term development plan and annual business plan of the Company;
 - b) Propose the classes of shares, bonds or other securities and the total number of shares, bonds or other securities that are allowed to be offered for each class;
 - c) Decide to sell unsold shares within the number of shares that are allowed to be offered for sale of each class; decide to raise additional capital in other forms;
 - d) Decide on the selling price of shares, bonds or other securities of the Company in case of approval by the General Meeting of Shareholders;
 - e) Decide on the redemption of shares issued by the Company in accordance with the provisions of law;
 - f) Decide to approve cooperation, investment, purchase, sale, pledge, mortgage (or other similar activities) of assets, borrowing, lending and other contracts and transactions with a value of less than 50% of the total value of assets recorded in the Company's most recent financial statements, except for cases under the authority of the General Director;
 - g) Decide on solutions for market development, marketing and technology;
 - h) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director, Deputy General Director, Chief Accountant, managers and other executives of the Company, except for positions under the authority of the General Meeting of Shareholders; and decide on salaries and other benefits of such managers and executives;

- i) Decide on the management and exercise of the Company's rights and obligations corresponding to the capital contributions and shares owned by the Company in other enterprises; select, authorize, replace the Company's authorized representative to manage the Company's capital contributions and shares, represent the Company to implement the rights and obligations corresponding to the Company's capital contributions and shares in other enterprises, decide on the remuneration and other benefits of those persons;
 - j) Supervise and direct the General Director and managers, and other executives in the daily business operations of the Company;
 - k) Decide on the organizational structure and internal management regulations of the Company, decide on the establishment, operation and termination of the operation of subsidiaries, branches, representative offices and business locations of the Company and the capital contribution and purchase of shares of other enterprises;
 - l) Approve the agenda and contents of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
 - m) Submit audited annual financial statements to the General Meeting of Shareholders;
 - n) Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;
 - o) Propose the reorganization, division, separation, merger, consolidation, dissolution, and request for bankruptcy of the Company;
 - p) Decide to issue the Board of Directors' Operating Regulations, Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; decide to issue the Operating Regulations of the Audit Committee under the Board of Directors, Regulations on Information Disclosure of the Company;
 - q) Decide on the Company's signing of contracts and transactions as prescribed in Article 40.6 and Article 40.7 of this Charter;
 - r) Other rights and obligations as prescribed by law, this Charter and the Company's regulations.
- 26.3.** The Board of Directors must report to the Annual General Meeting of Shareholders on the results of the Board of Directors' operations in accordance with the provisions of law and this Charter.
- 26.4.** At the end of the financial year, the Board of Directors must submit to the General Meeting of Shareholders the following reports:
- a) Report on the Company's business results;
 - b) Financial statements;
 - c) Report on the assessment of the Company's management and operation;
 - d) Reports of independent members of the Board of Directors in the Audit Committee.
- The reports mentioned in this Clause shall be sent at the same time as sending documents and disclosing information to shareholders entitled to attend the meeting.
- 26.5.** The reports specified in Article 26.4 of this Charter must be kept at the company's head office at least 10 days before the opening date of the annual General Meeting of Shareholders. Shareholders who have continuously owned shares of the company for

at least 01 year have the right to directly review the reports specified in this Article, either by himself or with a lawyer, accountant, or auditor with a practicing certificate.

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

- 27.1. The Company has the right to pay remuneration to members of the Board of Directors based on business results and efficiency.
- 27.2. Members of the Board of Directors are entitled to remuneration and bonuses. The remuneration is calculated based on the number of working days required to complete the duties of the Board of Directors and the daily remuneration. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonus of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting;
- 27.3. The remuneration of each member of the Board of Directors is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.
- 27.4. A member of the Board of Directors holding an executive position or a member of the Board of Directors working in the subcommittees of the Board of Directors or performing other tasks beyond the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump sum payment for each time, salary, commission, percentage of profit or in other forms as decided by the Board of Directors.
- 27.5. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, meals and other reasonable expenses incurred by them in the performance of their duties 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.
- 27.6. The Company may purchase liability insurance for members of the Board of Directors after approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations of the law and the Company's Charter.

Article 28. Chairman of the Board of Directors

- 28.1. The Chairman of the Board of Directors is elected, dismissed, or removed from among the members of the Board of Directors.
- 28.2. The Chairman of the Board of Directors may not concurrently hold the position of General Director.
- 28.3. The Chairman of the Board of Directors has the following rights and obligations:
 - a) Prepare the program and plan of activities of the Board of Directors;
 - b) Prepare the agenda, content, and documents for the meeting; convene, chair, and preside over the Board of Directors' meetings, sign and issue resolutions and decisions of the Board of Directors in accordance with the contents approved by the Board of Directors;
 - c) Organize the approval of resolutions and decisions of the Board of Directors;

- d) Supervise the implementation of resolutions and decisions of the Board of Directors;
 - e) Chair the General Meeting of Shareholders, sign and issue resolutions and decisions of the General Meeting of Shareholders in accordance with the contents approved by the General Meeting of Shareholders;
 - f) Other rights and obligations as prescribed by law and this Charter.
- 28.4.** In case the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or dismissal/removal.
- 28.5.** 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 of the Board of Directors to exercise the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has fled from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.
- 28.6.** When deemed necessary, the Board of Directors shall decide to appoint a Company Secretary. The Company Secretary shall have the following rights and obligations:
- a) Support the organization and convening of the General Meeting of Shareholders and the Board of Directors; and record meeting minutes;
 - b) Support members of the Board of Directors in exercising their assigned rights and obligations;
 - c) Support the Board of Directors in applying and implementing the principles of corporate governance;
 - d) Support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures;
 - e) Other rights and obligations as prescribed in the Company's Charter.

Article 29. Meetings of the Board of Directors

- 29.1.** The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of the 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 highest and equal percentage of votes, the members shall vote by the principle of majority to select one of them to convene the meeting of the Board of Directors.
- 29.2.** The Board of Directors must meet at least once a quarter and may hold extraordinary meetings.
- 29.3.** The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a) Requested by an independent member of the Board of Directors;
 - b) Requested by the General Director or at least 05 other managers;
 - c) Requested by at least 02 members of the Board of Directors.
- 29.4. The request specified in Article 29.3 of this Charter must be made in writing, clearly stating the purpose, issues to be discussed and decisions under the authority of the Board of Directors.
- 29.5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Article 29.3 of this Charter. In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages caused to the Company; the requester shall have the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
- 29.6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a meeting invitation at least 03 working days before the meeting date. The meeting invitation must specify the time and location of the meeting, the agenda, the issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and the members' votes.
- Notice of the meeting of the Board of Directors may be sent by invitation, phone, fax, electronic means or other methods as prescribed by the Company's Charter and guaranteed to reach the contact address of each member of the Board of Directors registered with the Company.
- 29.7. A meeting of the Board of Directors shall be held when 3/4 or more of the total number of members attends the meeting. In case the first meeting is not convened with the required number of members, it shall be convened for the second time within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.
- 29.8. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:
- a) Attend and vote directly at the meeting;
 - b) Authorize another person to attend the meeting and vote in accordance with the provisions of Article 29.10 of this Charter;
 - c) Attend and vote via online conference, electronic voting or other electronic forms;
 - d) Send a vote to the meeting via mail, fax, or email.
- 29.9. In case of sending the vote to the meeting by mail, the vote must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The vote shall only be opened in the presence of all attendees.
- 29.10. Members must attend all meetings of the Board of Directors. Members may authorize in writing others to attend meetings and vote if approved by a majority of the Board of Directors. The authorization letter in this case must have the same content and form as the authorization letter to attend the General Meeting of Shareholders.

- 29.11. Resolutions and decisions of the Board of Directors are adopted if approved by the majority of members attending the meeting; in case of equal votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.
- 29.12. The Board of Directors hold meetings at the Company's head office or elsewhere in Vietnam.
- 29.13. The meeting of the Board of Directors may be replaced by obtaining written opinions from the Board of Directors. The conditions, order and procedures for obtaining written opinions from the Board of Directors shall be implemented in accordance with the provisions of the Board of Directors' Operating Regulations.

Article 30. Subcommittees under the Board of Directors

- 30.1. The Board of Directors may establish a subcommittee to be responsible for development policies, personnel, remuneration, internal audit, and risk management. The number of members of the subcommittee decided by the Board of Directors shall be at least 03 people, including members of the Board of Directors and external members. An independent member of the Board of Directors/non-executive member of the Board of Directors shall be appointed as Head of the subcommittee according to the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee shall only be effective when the majority of members attend and vote for it at the subcommittee meeting.
- 30.2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations and the provisions of the Company's Charter and the Internal Regulations on Corporate Governance.

Article 31. Person in charge of corporate governance

- 31.1. The Board of Directors must appoint at least 01 person in charge of corporate governance to support corporate governance. The person in charge of corporate governance may concurrently hold the position of Company Secretary.
- 31.2. The person in charge of corporate governance may not concurrently work for an approved auditing organization that is auditing the Company's financial statements.
- 31.3. The person in charge of corporate governance has the following rights and obligations:
 - a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;
 - b) Prepare meetings of the Board of Directors, the Audit Committee and the General Meeting of Shareholders at the request of the Board of Directors or the Audit Committee;
 - c) Advise on meeting procedures;
 - d) Attend meetings;
 - e) Advise on procedures for preparing resolutions of the Board of Directors in accordance with legal provisions;
 - f) Provide financial information, copies of meetings minutes of the Board of Directors and other information to members of the Board of Directors;

- g) Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h) Be the contact point with interested parties;
- i) Keep information confidential in accordance with legal provisions and the Company's Charter.

VIII. GENERAL DIRECTOR AND OTHER MANAGERS

Article 32. Organization of management apparatus

The Company's management system must ensure that the management and operation apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company's executives include the General Director, Deputy General Directors, Chief Accountant and other executives appointed by the Board of Directors. The appointment, dismissal and removal of the above positions must be approved by a resolution of the Board of Directors.

Article 33. Executives of the Company

- 33.1. The Company's executives include the General Director, Deputy General Directors, Chief Accountant and other executives as prescribed in the Company's Charter.
- 33.2. Upon the request of the General Director and with the approval of 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 as prescribed by the Board of Directors. The Company's executives must be responsible for supporting the Company in achieving its objectives in operation and organization.
- 33.3. The General Director is paid salary and bonus. The salary and bonus of the General Director are decided by the Board of Directors.
- 33.4. The salary of the executive is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

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

- 34.1. The Board of Directors appoints 01 member of the Board of Directors or hires another person as the General Director.
- 34.2. The General Director is the person who manages the daily business operations of the Company; is supervised by the Board of Directors; is responsible to the Board of Directors and the law for the implementation of assigned rights and obligations.
- 34.3. The term of office of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms.
- 34.4. The General Director shall have the following rights and obligations:
 - a) Decide on issues related to daily business operations that are not under the authority of the Board of Directors; activities in the registered business lines of the Company and other activities supporting and assisting the above activities;
 - 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 option;
 - d) Propose the organizational structure plan and internal management regulations of the

Company;

- e) Appoint, dismiss, remove management positions in the Company, except for positions under the authority of the Board of Directors;
- f) Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;
- g) Recruit employees;
- h) Propose plans to pay dividends or handle business losses;
- i) Other rights and obligations as prescribed by law, the Company's Charter and resolutions and decisions of the Board of Directors.

34.5. The General Director must manage the Company's daily business in accordance with the provisions of law, the Company's Charter, the labor contract signed with the Company and the resolutions and decisions of the Board of Directors. In case of management contrary to the provisions of this Clause causing damage to the Company, the General Director must be responsible before the law and must compensate the Company for the damage.

IX. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

Article 35. Candidacy and nomination of members of the Audit Committee

- 35.1.** The Chairman of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and are not executives of the Company.
- 35.2.** 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 36. Composition of the Audit Committee

- 36.1.** The Audit Committee shall consist of two or more members. The Chairman of the Audit Committee shall be an independent member of the Board of Directors. Other members of the Audit Committee shall be non-executive members of the Board of Directors.
- 36.2.** Members of the Audit Committee must have knowledge of accounting and auditing, have a general understanding of the law and operations of the Company and must not fall into the following cases:
 - a) Work in the accounting and finance department of the Company;
 - b) Be a member or employee of an auditing organization approved to audit the Company's financial statements in the previous 3 consecutive years.
- 36.3.** The Chairman of the Audit Committee must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, or business administration.

Article 37. Rights and obligations of the Audit Committee

- 37.1.** Monitor the integrity of the Company's financial statements and official announcements related to the Company's financial results.
- 37.2.** Review the internal control and risk management system.
- 37.3.** Review transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on

transactions requiring approval of the Board of Directors or the General Meeting of Shareholders.

- 37.4. Supervise the Company's internal audit department;
- 37.5. Recommend the independent auditing company, the remuneration level and related terms in the contract with the auditing company for the Board of Directors to approve before submitting to the Annual General Meeting of Shareholders for approval.
- 37.6. Monitor and evaluate the independence and objectivity of the auditing firm and the effectiveness of the auditing process, especially in cases where the company uses non-audit services of the auditor.
- 37.7. Supervise to ensure that the company complies with the provisions of law, requirements of the management agency and other internal regulations of the Company.
- 37.8. Have the right to access documents related to the Company's operations, discuss with other members of the Board of Directors, the General Director, the Chief Accountant and other managers to collect information for the Audit Committee's operations.
- 37.9. Have the right to request a representative of an approved auditing organization to attend and answer questions related to audited financial statements at meetings of the Audit Committee.
- 37.10. Use legal, accounting or other external consulting services when necessary.
- 37.11. Develop 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.
- 37.12. Prepare a written report to the Board of Directors when discovering that a member of the Board of Directors, the General Director and managers, and other executives do not fully perform their responsibilities as prescribed in the Law on Enterprises and this Charter.
- 37.13. Develop the Audit Committee's Operating Regulations and submit them to the Board of Directors for approval.

Article 38. Meetings of the Audit Committee

- 38.1. The Audit Committee must meet at least twice a year. The meeting minutes must be detailed, clear and fully retained. The person taking the minutes and the members of the Audit Committee attending the meeting must sign the minutes of the meeting.
- 38.2. The Audit Committee shall pass decisions by voting at the meeting, taking written opinions or other forms prescribed in this Charter or the Audit Committee's Operating Regulations. Each member of the Audit Committee shall have one vote. The decision of the Audit Committee shall be adopted if approved by the majority of the members attending the meeting; in case of equal votes, the final decision shall belong to the side with the opinion of the Chairman of the Audit Committee.

Article 39. Report on the activities of independent members of the Board of Directors in the Audit Committee at the annual meeting of the General Meeting of Shareholders

- 39.1. Independent members of the Board of Directors in the Audit Committee are responsible for reporting their activities at the annual General Meeting of Shareholders.

- 39.2.** 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 ensure the following contents:
- a) Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee according to the provisions of the Law on Enterprises and the Company's regulations;
 - b) Summary of meetings of the Audit Committee and conclusions and recommendations of the Audit Committee;
 - c) Results of supervision of the Company's financial statements, operations and financial situation;
 - d) Report on the assessment of transactions between the Company, its subsidiaries, other companies in which the Company controls 50% or more of the charter capital with members of the Board of Directors, General Director, managers, and other executives of the Company and related persons of that entity; transactions between the Company and companies in which members of the Board of Directors, General Director, managers, and other executives of the Company are founding members or managers of that company within the last 3 years before the transaction;
 - e) Results of the assessment of the Company's internal control and risk management system;
 - f) Results of supervision of the Board of Directors, General Director and other managers or executives of the Company;
 - g) Results of the assessment of the coordination of activities between the Audit Committee, the Board of Directors, the General Director and shareholders.

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

Article 40. Responsibility for honesty and avoidance of conflicts of interest

- 40.1.** Members of the Board of Directors, General Director, managers, and other executives must publicly disclose related interests in accordance with the provisions of law and relevant legal documents.
- 40.2.** Members of the Board of Directors, General Director, managers, and other executives and their related persons may only use information obtained through their positions to serve the interests of the Company.
- 40.3.** Members of the Board of Directors, General Director, managers, and other executives are obliged to notify the Board of Directors in writing of transactions between the Company, its subsidiaries, other companies in which the Company controls more than 50% of the charter capital with that entity or with related persons of that entity as prescribed by law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.
- 40.4.** A member of the Board of Directors shall not vote on transactions that bring benefits to such member or his/her related person as prescribed by law.
- 40.5.** A member of the Board of Directors, General Director, managers, and other executives and related persons of these entities shall not use or disclose to others internal information to carry out related transactions.

40.6. Approval of contracts and transactions between the Company and related persons:

- a) The General Meeting of Shareholders or the Board of Directors shall approve contracts and transactions between the Company and the following related persons:
 - (i) Shareholders, authorized representatives of shareholders who are organizations owning more than 10% of the total ordinary shares of the Company and their related persons;
 - (ii) Members of the Board of Directors, General Director and their related persons;
 - (iii) Enterprises which members of the Board of Directors, General Director and other managers of the Company must declare in accordance with the provisions of Article 40.8 of this Charter.
- b) The Board of Directors approves contracts and transactions in accordance with Clause (a) Article 40.6 of this Charter and with a value of less than 35% of the total value of the Company's assets recorded in the most recent financial statements. In this case, the Company's representative signing the contract or transaction must notify the Board of Directors of the entities related to that contract or transaction and enclose a draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notice; Board of Directors members with interests related to the parties in the contract or transaction shall not have the right to vote.
- c) The General Meeting of Shareholders approves the following contracts and transactions:
 - (i) Contracts and transactions other than those specified in Clause (b) Article 40.6 of this Charter;
 - (ii) Contracts, transactions of borrowing, lending, selling assets with a value greater than 10% of the total value of the Company's assets recorded in the most recent financial statements between the Company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders.

In this case, the representative of the Company signing the contract or transaction must notify the Board of Directors of the related parties to such contract or transaction and enclose a draft contract or a notice of the main content of the transaction. The Board of Directors shall submit a draft contract or transaction or explain the main content of the contract or transaction at the General Meeting of Shareholders or obtain written opinions from shareholders. In this case, shareholders with interests related to the parties in the contract or transaction shall not have the right to vote; the contract or transaction shall be approved according to the provisions of Articles 20 and 21 of this Charter.

- d) Contracts and transactions shall be invalidated by a Court decision and handled in accordance with the provisions of law when signed in violation of the provisions of this Article; the signatories of the contract or transaction, shareholders, members of the Board of Directors, General Director and other related managers must jointly compensate for any damages arising and return to the Company the profits gained from the performance of such contract or transaction.

40.7. Transactions with shareholders, Company managers and related persons of these entities:

- a) The Company shall not provide loans or guarantees to individual shareholders and related persons of such shareholders who are individuals.
- b) The Company shall not provide loans or guarantees to institutional shareholders and related persons of such shareholders who are individuals, except in cases where the shareholder is a subsidiary in the case where the subsidiary is a company without shares or capital contributions held by the State and has contributed capital or purchased shares of the Company before July 1, 2015.
- c) The Company shall not provide loans or guarantees to related persons of institutional shareholders, except in the following cases:
 - (i) Public companies and organizations that are related parties of shareholders are companies in the same group or companies operating in a group of companies, including parent companies - subsidiaries, economic groups and this transaction must be approved by the General Meeting of Shareholders or the Board of Directors according to the provisions of the Company's Charter;
 - (ii) In cases where the law provides otherwise.
- d) The Company may only conduct the following transactions after being approved by the General Meeting of Shareholders:
 - (i) Provide loans or guarantees to members of the Board of Directors, managers, and other executives who are not shareholders and individuals and organizations related to these entities;

In case of granting loans or guarantees to related organizations of members of the Board of Directors, General Director, managers, and other executives where the Company and such organizations are companies in the same group or companies operating in a group of companies, including parent companies - subsidiaries, economic groups, approved by the General Meeting of Shareholders or the Board of Directors according to the provisions of this Charter;
 - (ii) Transactions with a value of 35% or more or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total value of the Company's assets recorded in the most recent financial statements between the Company and one of the following entities:
 - Members of the Board of Directors, General Director, managers, other executives and related persons of these entities;
 - Shareholders, authorized representatives of shareholders owning more than 10% of the total common equity of the Company and their related persons;
 - Enterprises related to the entities specified in Clause (b) Article 40.8 of this Charter;
 - (iii) Contracts and transactions for borrowing and selling assets with a value greater than 10% of the total asset value recorded in the most recent financial statements between the company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders.
- e) The Board of Directors approves contracts and transactions in point (iii) clause (d) Article 40.7 of this Charter with a value of less than 35% of the total value of the

Company's assets recorded in the most recent financial statements.

- 40.8.** The disclosure of the Company's interests and related persons shall be carried out in accordance with the following provisions:
- a) The Company must compile and update the list of related persons of the Company in accordance with the provisions of law and their respective contracts and transactions with the Company;
 - b) Members of the Board of Directors, General Director, managers and other executives of the Company must declare to the Company their related interests, including:
 - (i) Name, business registration number, head office address, business lines of the enterprise in which they own or own capital contributions or shares; ratio and time of ownership of such capital contributions or shares;
 - (ii) Name, business registration number, head office address, business lines of the enterprise in which their related persons own, jointly own or separately own capital contributions or shares of more than 10% of the charter capital;
 - c) The declaration specified in Clause (b) Article 40.8 of this Charter must be made within 07 working days from the date of arising of related interests; any amendment or supplement must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement;
 - d) The retention, disclosure, review, excerpt and copy of the list of related persons and interests declared as prescribed in Clause (a) and Clause (b), Article 40.8 of this Charter shall be carried out as follows:
 - (i) The Company must notify the list of related persons and interests to the General Meeting of Shareholders at the annual meeting;
 - (ii) The list of related persons and interests is kept at the Company's head office; if necessary, part or all of the above list may be kept at the Company's branches;
 - (iii) Shareholders, authorized representatives of shareholders, members of the Board of Directors, General Director, managers and other executives have the right to review, extract and copy part or all of the declared contents;
 - (iv) The Company must create conditions for the persons specified in point (iii) clause (d) Article 40.8 of this Charter to access, review, extract and copy the list of related persons and interests in the fastest and most convenient way; do not prevent or cause difficulties for them in exercising this right. The order and procedures for reviewing, extracting and copying the contents of the declaration of related persons and interests shall be implemented in accordance with the regulations and requirements of the Company.
 - e) Members of the Board of Directors and the General Director, acting on their own behalf or on behalf of others, to perform work in any form within the scope of the Company's business operations must explain the nature and content of that work to the Board of Directors and may only perform it with the approval of the majority of the remaining members of the Board of Directors; if members perform without declaring or without the approval of the Board of Directors, all income from such activities shall belong to the Company.

Article 41. Liability for damages and compensation

- 41.1.** Members of the Board of Directors, General Director, managers and other executives

who violate their obligations and responsibilities of honesty and prudence, and fail to fulfill their obligations, shall be liable for damages caused by their violations.

- 41.2.** The Company shall indemnify any person who has been, is or may become a party to any claim, lawsuit or prosecution (including civil and administrative cases and not lawsuits initiated by the Company) if such person has been or is a member of the Board of Directors, General Director, manager, other executive, employee or representative authorized by the Company who has been performing duties authorized by the Company, acting honestly and prudently for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that such person has breached his/her responsibilities.
- 41.3.** Compensation costs include judgment costs, fines, and actual payments (including attorney fees) when resolving these cases within the framework of the law. The Company may purchase insurance for these persons to avoid the above compensation liabilities

XI. RIGHT TO INVESTIGATE COMPANY BOOKS AND RECORDS

Article 42. Right to investigate books and records

- 42.1.** Ordinary shareholders have the right to look up books and records, specifically as follows:
- a) Ordinary shareholders have the right to review, look up and extract information about their names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, look up, extract or photocopy the Company's Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
 - b) Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the right to review, look up, and extract the books and records of the Company in accordance with the provisions of Article 11.2 of this Charter.
- 42.2.** In case an authorized representative of a shareholder or group of shareholders requests to look up the books and records, he/she must attach a power of attorney from the shareholder or group of shareholders that he/she represents or a notarized copy of this power of attorney.
- 42.3.** Members of the Board of Directors, General Director, managers and other executives have the right to consult the Company's shareholder register, the list of shareholders, books and other records of the Company for purposes related to their positions, provided that such information is kept confidential.
- 42.4.** The Company must keep this Charter and any amendments and supplements to the Charter, the Business Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, meeting minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Audit Committee, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.
- 42.5.** The Company's Charter must be published on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 43. Employees and trade union

- 43.1. The General Director must make a plan for the Board of Directors to approve issues related to recruitment, dismissal, salary, social insurance, benefits, rewards and discipline for employees, managers and executives.
- 43.2. The General Director must make a plan for the Board of Directors to approve issues related to the Company's relations with trade unions in accordance with the best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and current legal regulations.

XIII. PROFIT DISTRIBUTION

Article 44. Profit distribution

- 44.1. The General Meeting of Shareholders shall decide on the level of dividend payment and the form of annual dividend payment from the Company's retained earnings.
- 44.2. The Company shall not pay interest on dividends or payments related to a class of shares.
- 44.3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of the dividend in shares and the Board of Directors shall be the agency implementing this decision.
- 44.4. In case dividends or other amounts related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Payments can be made directly or through banks based on the bank account details provided by the shareholder. In case the Company has transferred money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount the Company has transferred to this shareholder. Payment of dividends for shares listed/registered for trading at the Stock Exchange can be made through a securities company or VSDC.
- 44.5. Pursuant to legal provisions, the Board of Directors shall pass a resolution to determine a specific date to close the list of shareholders. Based on that date, those who register as shareholders or holders of other securities are entitled to receive dividends, interest, profit distribution, and receive shares, notices or other documents.
- 44.6. Other issues related to profit distribution are carried out in accordance with the provisions of law.

XIV. BANK ACCOUNT, FINANCIAL YEAR AND ACCOUNTING SYSTEM

Article 45. Bank account

- 45.1. The Company opens accounts at Vietnamese banks or at foreign bank branches licensed to operate in Vietnam.
- 45.2. According to the prior approval of the competent authority, in case of necessity, the Company may open a bank account abroad in accordance with the provisions of law.
- 45.3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

Article 46. Financial year

The Company's fiscal year begins on January 1 of each year and ends on December 31 of each year.

Article 47. Accounting system

- 47.1.** The accounting system used by the Company is the Enterprise Accounting Regime as prescribed by law.
- 47.2.** The Company shall prepare accounting books in Vietnamese and keep accounting records in accordance with the provisions of the law on accounting and relevant laws. These records must be accurate, updated, systematic and sufficient to demonstrate and explain the Company's transactions.
- 47.3.** The Company uses the Vietnamese Dong as the accounting currency. In case the Company has economic transactions mainly in a foreign currency, it may choose that foreign currency as the accounting currency, be responsible for that choice before the law and notify the direct tax authority.

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

Article 48. Annual, semi-annual and quarterly financial statements

- 48.1.** The Company must prepare annual financial statements and the annual financial statements must be audited in accordance with the provisions of law. The Company shall publish the audited annual financial statements in accordance with the provisions of law on information disclosure on the stock market and submit them to the competent state agency.
- 48.2.** The annual financial statements must include all reports, appendices, and explanations in accordance with the provisions of law on corporate accounting. The annual financial statements must honestly and objectively reflect the Company's operations.
- 48.3.** The Company must prepare and publish the reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the stock market and submit them to the competent state agency.

Article 49. Annual report

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

XVI. COMPANY AUDIT

Article 50. Auditing

- 50.1.** The General Meeting of Shareholders appoints an independent auditing company or approves a list of independent auditing companies and authorizes the Board of Directors to decide on 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 Board of Directors.
- 50.2.** The audit report is attached to the Company's annual financial statements.
- 50.3.** The independent auditor who audits the Company's financial statements is entitled to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the general meeting on issues related to the audit of the Company's financial statements.

XVII. ENTERPRISE SEAL

Article 51. Enterprise seal

- 51.1.** The Company shall use only one (01) seal with the seal specimen stamped on the last page of this Charter.
- 51.2.** The Board of Directors shall decide on the type, quantity, form and content of the seal of the Company, its branches and representative offices.
- 51.3.** The management, use and storage of the Company seal shall be assigned to the Company's Legal Representative.
- 51.4.** The Company seal must always contain at least the following information:
- a) The Company's Vietnamese name;
 - b) The Company's business registration number.

XVIII. TERMINATION OF OPERATION AND LIQUIDATION

Article 52. Dissolution of the Company

The Company may be dissolved in the following cases:

- 52.1.** According to the resolution or decision of the General Meeting of Shareholders;
- 52.2.** The Business Registration Certificate is revoked, unless otherwise provided by law;
- 52.3.** Other cases as prescribed by law.

Article 53. Liquidation

- 53.1.** After the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of 03 members. The Liquidation Committee shall prepare its operating regulations. The members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company prior to other debts of the Company.
- 53.2.** The Liquidation Committee shall be responsible for reporting to the Business Registration Authority on the date of establishment and the date of commencement of operation. From that time on, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.
- 53.3.** The proceeds from the liquidation shall be paid in the following order:
- a) Liquidation expenses;
 - b) Salary arrears, severance pay, social insurance and other benefits of employees according to the collective labor agreement and signed labor contracts;
 - c) Tax debts;
 - d) Other debts of the Company;
 - e) The remaining amount after paying all debts from clause (a) to clause (d) of Article 53.3 of this Charter shall be distributed to the shareholders. Preferred shares shall be paid first.

XIX. RESOLUTION OF INTERNAL DISPUTES

Article 54. Resolution of internal disputes

- 54.1.** In case of disputes or complaints related to the Company's operations, the rights and obligations of shareholders as prescribed by law, this Charter or the agreement

between:

- a) Shareholders and the Company;
- b) Shareholders and the Board of Directors, General Director, managers or other executives;

54.2. The related parties shall attempt to resolve the dispute through negotiation. In case no agreement is reached on the resolution of the dispute, any party shall have the right to bring the dispute to a competent Court in Vietnam for resolution.

54.3. The parties shall bear the costs arising from the negotiation and litigation procedures. Payment of court costs shall be made in accordance with the Court's judgment.

XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 55. Company Charter

55.1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.

55.2. In case the law has provisions related to the Company's operations that have not been mentioned in this Charter or in case there are new legal provisions that are different from the provisions in this Charter, those provisions shall apply to regulate the Company's operations.

XXI. EFFECTIVE DATE

Article 56. Effective date

56.1. This Charter consists of 56 articles unanimously approved by the General Meeting of Shareholders and the full text of this Charter is accepted on the date stated at the beginning of the Charter.

56.2. The Charter is made in 03 originals in Vietnamese with equal validity and kept at the Company's head office.

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

56.4. 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 in office at the time of the extract.

ROX KEY HOLDINGS JOINT STOCK COMPANY

LEGAL REPRESENTATIVE

APPENDIX 01
FOUNDING SHAREHOLDERS OF ROX KEY HOLDINGS JOINT STOCK COMPANY

No.	Name of founding shareholder	Nationality	Contact address for individuals/ Headquarter address for organizations	Total number of shares		
				Quantity	Class of share	Par value (VND/share)
1	Sao Hoa Investment Company Limited	Vietnamese	No. 115, Tran Hung Dao Street, Cua Nam Ward, Hoan Kiem District, Hanoi City, Vietnam	0	Ordinary share	10,000
2	Nguyen Ngoc Long	Vietnamese	No. 24, Lane 176, Group 77 Truong Dinh, Truong Dinh Ward, Hai Ba Trung District, Hanoi City, Vietnam	0	Ordinary share	10,000
3	Tong Thanh Nguyen	Vietnamese	No. 35 Lang Street, Group 1C, Nga Tu So Ward, Dong Da District, Hanoi City, Vietnam	0	Ordinary share	10,000