# TNG INVESTMENT AND TRADING JOINT STOCK COMPANY

No. 172/CBTT-TNG

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Announcement of the Resolution of 2025 Annual General Meeting of Shareholders and the 38<sup>th</sup> Charter of the Company

# SOCIALIST REPUBLIC OF VIETNAM Independence – Freedom – Happiness

Thai Nguyen, April 21st, 2025

# DISCLOSURE OF INFORMATION ON THE WEB PORTAL OF THE STATE SECURITIES COMMISSION AND THE HANOI STOCK EXCHANGE

To:

- State Securities Commission
- Hanoi Stock Exchange
- 1. Name of the Company: TNG Investment and Trading Joint Stock Company
  - Stock code: TNG
  - Address: No. 434/1 Bac Kan Street, Thai Nguyen City, Thai Nguyen Province
  - Phone number: +84 2083 858 508
  - E-mail: info@tng.vn
- 2. Person in charge of information disclosure: Mr. Dao Duc Thanh
  - Phone number: 0902.036.234
  - Email: thanhdd@tng.vn
- 3. Type of Disclosure:

☐ Period

☐ Abnormal

☑ 24h

☐ As required

4. Contents of the announcement:

TNG Investment and Trading Joint Stock Company discloses the Resolution of the 2025 Annual General Meeting of Shareholders and the Charter of the Company for the 38<sup>th</sup> time.

This information was published on the company's website on the same day at the following link: <a href="https://tng.vn/">https://tng.vn/</a>

We would like to commit that the information published above is true and fully responsible before the law for the content of the published information.

Attached documents:
- Related Documents

TNG INVESTMENT AND TRADING JOINT STOCK COMPANY PERSONS AUTHORIZED TO DISCLOSE INFORMATION

CÔ PHẦN ĐẦU TƯ VÀ THƯƠNG MẠI

DAO DUC THANH

#### **CHARTER**

TNG INVESTMENT AND TRADING JOINT STOCK COMPANY

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#### **INTRODUCTION**

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

#### I. DEFINITIONS OF TERMS IN THE CHARTER

### **Article 1. Glossary**

- 1. In this Charter, the following terms shall be construed as follows:
- a) Charter capital is the total par value of shares sold or registered for purchase upon establishment of a joint-stock company and as prescribed in Article 6 of this Charter;
- b) *Voting capital* is share capital, whereby the owner has the right to vote on matters falling under the decision-making competence of the General Meeting of Shareholders;
- c) *The Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) *The Law on Securities* means the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- dd) Vietnam is the Socialist Republic of Vietnam;
- e) The date of establishment is the date on which the Company is first granted the Enterprise Registration Certificate (Business Registration Certificate and papers of equivalent value);
- g) *The enterprise executive* is the General Director, Deputy General Director, Chief Accountant, Director of Branches, Head of Representative Office and other executives appointed by the Board of Directors;
- h) *The enterprise manager* is the manager of the company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director and individuals holding other managerial positions as prescribed in the company's charter;
- i) Related persons are individuals and organizations specified in Clause 46, Article 4 of the Law on Securities;
- k) Shareholders being individuals or organizations owning at least one share of the joint-stock company;
- l) Founding shareholders are shareholders who own at least one ordinary share and sign the list of founding shareholders of the joint-stock company;
- m) Major shareholders are shareholders specified in Clause 18, Article 4 of the Law on Securities;
- n) Operation duration means the operation time of the Company specified in Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders of the Company;

- o) The Stock Exchange means the Vietnam Stock Exchange and its subsidiaries.
- 2. In this Charter, references to one or several other regulations or documents include amendments, supplements or substitute documents.
- 3. Headings (Sections and Articles of this Charter) are used for the convenience of understanding the contents and do not affect the contents of this Charter.

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

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

- 1. Company Name
- Company name written in Vietnamese: TNG INVESTMENT AND TRADING JOINT STOCK COMPANY
- Company name in foreign language: TNG INVESTMENT AND TRADING JOINT STOCK COMPANY
- Company name abbreviation: TNG
- 2. A company is a joint-stock company with legal status in accordance with the current laws of Vietnam.
- 3. The Company's registered office:
- Head office address: No. 434/1, Bac Kan Street, Hoang Van Thu Ward, Thai Nguyen City, Thai Nguyen Province, Vietnam

- Phone: 02803854462 - 855617

- Fax: 0280- 3852 060

- E-mail: info@tng.vn

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

- 4. The Company may establish branches and representative offices in its business areas to achieve the Company's operational objectives in accordance with the decisions of the Board of Directors and within the scope permitted by law.
- 5. Unless the operation is terminated before the time limit specified in Clause 2, Article 53 or the operation extension is extended as prescribed in Article 54 of this Charter, the operation term of the Company is indefinite from the date of establishment.

# Article 3. Legal representative of the Company

1. The company has [01] legal representative who is the Chairman of the Board of Directors.

2. Rights and obligations of the legal representative: The legal representative of the Company has the rights and responsibilities in accordance with the provisions of law and this Charter.

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

# Article 4. The Company's operational objectives

# 1. Business lines of the Company:

STT	Name of business line	Industry Code
1	Other production has not been classified anywhere Details: Production of safety protection equipment such as: Production of fireproof clothing and safety protection; Production of asbestos clothing (such as fire protection kits; Production of protective clothing and fire-retardant clothing).	3290
2	Other specialized wholesalers have not been classified anywhere Details: Wholesale of workwear; Wholesale of fire protection equipment.  (Except for goods that foreign-invested economic organizations are not entitled to export, import or distribute in accordance with law)	4669
3	Wholesale Synthesis (Except for goods that foreign-invested economic organizations are not entitled to export, import or distribute in accordance with law)	4690
4	Retail of other new goods in specialty stores  Detail:  - Retail of workwear; Retail of fire protection equipment (Except for goods that foreign-invested economic organizations are not allowed to export, import and distribute in accordance with law).  - Retail of machinery and equipment in the textile, garment and leather industries.	
5	On-demand retail ordering by post or internet (Except for goods that foreign-invested economic organizations are not entitled to export, import or distribute in accordance with law)	4791
6	Other forms of retail have not been classified anywhere (Except for goods that foreign-invested economic organizations are not entitled to export, import or distribute in accordance with law)	4799
7	General Support Services	8110
8	Landscape care and maintenance services	8130

9	Activities of amusement parks and theme parks	9321
10	Other sports activities	9319
11	Activities of sports clubs	9312
12	Other entertainment activities have not been classified anywhere	9329
13	Short-stay service	5510
14	Other accommodation establishments	5590
15	Consulting, brokerage, real estate auction, land use right auction (Excluding real estate auctions and land use right auctions.) Details: - The provision of real estate business activities on the basis of fees or contracts includes real estate-related services such as: + Activities of real estate agents and brokers. + Intermediaries in the purchase, sale or lease of real estate on the basis of fees or contracts. + Real estate management on a fee or contract basis. + Management and operation services of apartment buildings. + Real estate trading floor.	6820
16	Water extraction, treatment and supply	3600
17	Construction of water supply and drainage works	4222
18	Activities of sports facilities	9311
19	Manufacturing of medical, dental, orthopedic and rehabilitation equipment and instruments  Details: Medical Device Manufacturing	3250
20	Other education has not been classified anywhere (training in industrial garments, teaching foreign languages);	8559
21	Quarrying stone, sand, gravel, clay	0810
22	Ready-to-wear production (except for apparel)	1392
23	Activities of labor and employment centers, consultancy, referral and brokerage agencies (Except for the service of sending employees to work abroad under contracts as prescribed in Clause 6, Section A, Appendix I of Decree 31/2021/ND-CP issued by the Government on March 26, 2021)	7810
24	Wholesale other household appliances (Except: - Goods that foreign-invested economic organizations are not entitled to export, import or distribute in accordance with law - Goods on the list of goods subject to state monopoly in the field of trade)	4649

Retail of medicines, medical devices, cosmetics and hygiene items in specialty stores  (Except:  - Goods that foreign-invested economic organizations are not entitled to export, import or distribute in accordance with law.  - Goods on the list of goods subject to state monopoly in the field of trade)	4770
Laundry, cleaning of textile products and fur Details: Washing, is the industrial garment products.	9620
Sewing clothes (except for fur clothing)	1410 (Main)
Production of knitted and crochet garments	1430
Production of wrinkled paper, wrinkled paperboard, packaging from paper and paperboard (production of paper packaging);	1702
Production of products from plastic (production of plastics for plastic bags, plastic raincoats and garment raw materials);	2220
Wholesale fabrics, ready-to-wear goods, shoes	4641
Retail of garments, footwear, leather goods, and faux leather goods in specialty stores	4771
Printing (direct printing on woven fabrics, plastics, carton packaging, PE bags);	1811
Finishing Textile Products  Details: Printed on silk screen (including thermal printing) on clothing);	1313
Trading in real estate, land use rights belonging to owners, users or leasers (Except for investment in construction of cemetery and graveyard infrastructure for transfer of land use rights associated with infrastructure" under Section A.7 of Decree 31/2021/ND-CP"	6810
Software Publishing	5820
Computer Programming	6201
Computer consulting and computer system administration	6202
Information technology services and other computer-related services  Detail:  - Troubleshoot computer problems and install software;  - Computer consultancy activities;  - Software implementation services;	6209
	stores (Except: - Goods that foreign-invested economic organizations are not entitled to export, import or distribute in accordance with law Goods on the list of goods subject to state monopoly in the field of trade)  Laundry, cleaning of textile products and fur Details: Washing, is the industrial garment products.  Sewing clothes (except for fur clothing)  Production of knitted and crochet garments  Production of wrinkled paper, wrinkled paperboard, packaging from paper and paperboard (production of paper packaging);  Production of products from plastic (production of plastics for plastic bags, plastic raincoats and garment raw materials);  Wholesale fabrics, ready-to-wear goods, shoes  Retail of garments, footwear, leather goods, and faux leather goods in specialty stores  Printing (direct printing on woven fabrics, plastics, carton packaging, PE bags);  Finishing Textile Products Details: Printed on silk screen (including thermal printing) on clothing);  Trading in real estate, land use rights belonging to owners, users or leasers (Except for investment in construction of cemetery and graveyard infrastructure for transfer of land use rights associated with infrastructure" under Section A.7 of Decree 31/2021/ND-CP"  Software Publishing  Computer Programming  Computer Programming  Computer consulting and computer system administration  Information technology services and other computer-related services  Detail:  - Troubleshoot computer problems and install software;  - Computer consultancy activities;



	- Software industry activities (activities of designing, manufacturing and providing software products and services): + Producing packaging software; + Producing software to order; + Producing embedded software; + Software outsourcing activities;	
	+ Provision and implementation of software services (except for software valuation consultancy services): Administration, warranty and maintenance services of software and information systems; Software quality consulting, assessment, and appraisal services; Consulting services, building software projects; Software technology transfer services; System integration services; Safety and security assurance services for software products and information systems; Software rental services; Other software services.	
40	Data processing, leasing and related activities (Except: - Trading in data intermediary products and services Trading in data analysis and aggregation products and services Data floor service business)	6311
41	Architectural activities and related technical consultancy	7110
42	Technical Testing and Analysis Detail: - Inspection and testing of mechanical, physical, chemical, textile and garment products, leather and footwear; - Inspection and certification of textile and garment products, leather and footwear; - Technical inspection of equipment and machinery in the textile, garment and leather industries Inspection and calibration of measuring equipment used in: + Mechanical, physical, chemical, and inspection of textile, garment, leather and footwear products; + Technical inspection of equipment and machinery in the textile, garment and leather industries; - Error analysis for: + Textile and garment products, leather and footwear; + Equipment and machinery in the textile, garment and leather industries Services of inspection, calibration and testing of measuring devices and measurement standards.	7120
43	Production of other products made of unclassified metals	2599
44	Manufacturing of electronic components	2610

45	Manufacturing of measurement, inspection, orientation and control equipment	2651
46	Manufacturing of electrical lighting equipment	2740
47	Other common machine manufacturing	2819
48	Manufacturing machines for textile, garment and leather industries	2826
49	Manufacturing other specialized machines	2829
50	Repair of prefabricated metal products	3311
51	Repair of machinery and equipment	3312
52	Repair of electronic and optical equipment	3313
53	Repair of electrical equipment	3314
54	Repair other equipment	3319
55	Installation of industrial machinery and equipment	3320
56	Wholesale machinery, equipment and other machine parts  (Except for goods that foreign-invested economic organizations are not allowed to exercise the right to export, import and distribute as prescribed by law).	4659
57	Copy records of various types	1820
58	Other professional, scientific and technological activities have not been classified anywhere (Except for price appraisal)	7490
59	Rental of machinery, equipment and other tangible items without a driver  Details: Leasing machinery and equipment for the textile and garment industry	7730
60	Lease of non-financial intangible assets	7740
61	Production of knitted fabrics, crochet fabrics and other non-woven fabrics  Details: Embroidery on fabric, embroidery of other garments (except for costume embroidery)	1391
62	Power Generation Details: Solar Power	3511
63	Drainage and wastewater treatment	3700
64	Construction of other civil engineering works	4299
65	Management consultancy activities	7020

# 2. Objectives of the Company's operation:

- Become a global company in the production of fashion products and franchise international fashion brands.

- Direct production and export of garment products.
- Providing management solutions in the textile, leather and footwear industries.
- Manufacturing and distributing machinery and equipment in the textile, leather and footwear industries.

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

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

# IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

# Article 6. Charter capital, shares, founding shareholders

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

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

- 2. The company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law. The Company's charter capital shall be contributed in Vietnam dong, freely convertible foreign currency, gold, the value of land use rights, the value of intellectual property rights, technology, technical knowhow, and other assets determined and evaluated in Vietnam dong by the Company's valuation council to serve as a basis for determining shares and accounting of the Company Company
- 3. The shares of the Company on the date of approval of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of shares are specified in Articles 12 and 13 of this Charter.
- 4. The company may issue other types of preference shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of law.

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

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

Ordinary shares must be prioritized for sale to existing shareholders in proportion to their common share ownership ratio in the Company, unless otherwise decided by the General

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

- 6. The company may repurchase the shares issued by the company itself in the ways specified in this Charter and current laws. After the share repurchase, the Company carries out the necessary procedures in accordance with the law.
- 7. The company may issue other types of securities as prescribed by law.

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

- 1. Shareholders of the Company shall be granted stock certificates corresponding to the number of shares and types of shares owned, except for the case specified in Clause 6, Article 7
- 2. Stocks are securities that certify the owner's lawful rights and interests in a part of the issuer's share capital. Stocks must have all the contents specified in Clause 1, Article 121 of the Law on Enterprises. In case only a number of shares registered in a registered stock certificate are transferred, the old certificate will be discarded.
- 3. Within time limit [30] from the date of submission of a complete dossier of application for transfer of share ownership as prescribed by the Company or within time limit [30] from the date of full payment of the share purchase price as prescribed in the Company's stock issuance plan (or other time limit as prescribed in the issuance terms); the owner of the number of shares shall be granted a stock certificate. The share owner does not have to pay the Company the cost of printing the share certificate.
- 4. In case the shares are lost, damaged or destroyed in other forms, the shareholders shall be re-granted shares by the Company at the request of such shareholders and the shareholders shall pay all related expenses to the Company. Shareholders' proposals must include the following contents:
- a) Information about stocks that have been lost, damaged or destroyed in other forms;
- b) Undertake to take responsibility for disputes arising from the re-issuance of new shares.
- 5. The owner of the anonymous stock certificate shall be responsible for the preservation of the certificate and the Company shall not be liable in cases where the certificate is stolen or used for fraudulent purposes.
- 6. The company may issue registered shares not in the form of certificates. The Board of Directors may issue a document allowing registered shares (in the form of certificates or non-certificates) to be transferred without the requirement of a transfer document. The

Board of Directors may promulgate regulations on certificates and transfer of shares in accordance with the provisions of the Law on Enterprises, the law on securities and securities market and this Charter

#### Article 8. Other Securities Certificates

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

#### Article 9. Transfer of shares

- 1. All shares may be freely transferred, unless otherwise provided for by law, this Charter or the General Meeting of Shareholders or the Board of Directors provide for restrictions on share transfer. Stocks listed and registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and securities market.
- 2. Shares that have not been fully paid shall not be transferred and enjoy related benefits such as the right to receive dividends, the right to receive issued shares to increase share capital from equity, the right to purchase newly offered shares and other benefits as prescribed by law.

### Article 10. Share recovery

- 1. In case a shareholder fails to pay the amount payable for the purchase of shares in full and on time, the Board of Directors shall notify and request such shareholder to pay the remaining amount and take responsibility for the total par value of the shares registered for purchase for the Company's financial obligations arising from the failure to pay in full. In case a shareholder borrows money from the Company to buy shares but fails to pay the loan amount in full and on time as committed, the Board of Directors shall send a notice requesting payment of the principal and interest amount, plus expenses incurred due to this non-payment. In case shareholders encounter difficulties and cannot pay on time, they must make an application for extension to the Board of Directors or apply for resale of shares to the Company. Within 30 days, the Board of Directors must consider whether to agree to the extension or repurchase, the maximum extension period is 60 days
- 2. The above-mentioned payment notice must clearly state the new payment deadline (at least [07] days from the date of sending the notice), the payment location and the notice must clearly state in case of failure to pay as required, the unpaid shares will be withdrawn.
- 3. The Board of Directors has the right to withdraw unpaid shares in full and on time in case the requirements in the above notice are not fulfilled.
- 4. Withdrawn shares are considered as shares entitled to offer for sale specified in Clause
- 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale and redistribution under such conditions and methods as the Board of Directors deems appropriate.

- 5. Shareholders holding recovered shares must relinquish their shareholder status for such shares, but shall still be responsible for the total par value of the shares registered for purchase for the Company's financial obligations incurred at the time of recovery under the decision of the Board of Directors from the date of withdrawal to the date of implementation abate. The Board of Directors has the sole right to decide on the compulsory payment of the entire value of the shares at the time of recovery or may exempt or reduce the payment of part or all of such amount.
- 6. The notice of recovery shall be sent to the holder of the recovered shares before the time of recovery. The revocation remains in effect even in the event of an error or negligence in the sending of the notice.
- 7 . In the event of the death of a shareholder, the Company accepts the following persons who have the right to own part or all of the deceased's shares:
- 7.1. The heirs according to the will, the heirs according to the law.
- 7.2. In case there are more than one person who inherits together, the Company shall not settle disputes between the heirs.
- 7.3. Upon being entitled to lawful inheritance, the person entitled to inheritance shall be registered as the owner of the inherited shares, become a new shareholder and enjoy all the rights and obligations of the shareholder.

# V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

# Article 11. Organizational structure, governance and control

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

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

# VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

# Article 12. Rights of shareholders

- 1. Ordinary shareholders have the following rights:
- a) Attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or other forms prescribed by the company's Charter and law. Each ordinary share has one voting vote;
- b) To receive dividends at the rate decided by the General Meeting of Shareholders;
- c) Prioritize the purchase of new shares corresponding to the percentage of ordinary shares owned by each shareholder in the Company;

- d) Freely transfer their shares to other persons, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of law;
- dd) Consider, look up and extract information on names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information;
- e) Consider, look up, extract or copy the company's charter, minutes of the General Meeting of Shareholders and the Resolution of the General Meeting of Shareholders;
- g) When the company is dissolved or goes bankrupt, it is entitled to receive a part of the remaining assets corresponding to the percentage of share ownership in the company;
- h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
- i) To be treated equally. Each share of the same type gives shareholders equal rights, obligations and benefits. In case the Company has preference shares, the rights and obligations associated with the preference shares must be approved by the General Meeting of Shareholders and fully announced to shareholders;
- k) Have full access to periodic and irregular information published by the Company in accordance with law;
- l) To be protected of their legitimate rights and interests; propose to suspend or cancel resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
- m) Other rights as prescribed by law and this Charter.
- 2. Shareholders or groups of shareholders owning [05%] or more of the total number of ordinary shares have the following rights:
- a) Request the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
- b) Consider, look up and extract the minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, contracts and transactions must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company;
- c) Propose issues to be included in the agenda of the General Meeting of Shareholders. The petition must be in writing and sent to the Company no later than [03] working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, the issue of the proposal to be included in the meeting agenda;
- d) Other rights as prescribed by law and this Charter.

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

# Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

- 1. To pay in full and on time the number of shares committed to purchase. Provide the correct address when registering to buy shares
- 2. Not to withdraw capital contributed by ordinary shares from the Company in any form, except for the case of repurchase of shares by the Company or other persons. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and a person with related interests in the Company must be jointly responsible for the Company's debts and other property obligations within the value of the withdrawn shares and the damages incurred.
- 3. Comply with the company's Charter and the Company's internal management regulations.
- 4. To abide by resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
- 5. Confidentiality of information provided by the Company in accordance with the Company's Charter and law; only use the information provided to exercise and protect their legitimate rights and interests; it is strictly forbidden to disseminate or copy or send information provided by the Company to other organizations and individuals.
- 6. Attend meetings of the General Meeting of Shareholders and exercise the right to vote through the following forms:
- a) Attend and vote directly at the meeting;
- b) Authorize other individuals and organizations to attend and vote at the meeting;
- c) Attend and vote through online conferences, electronic voting or other electronic forms;
- d) Send the ballot papers to the meeting by mail, fax or letter;
- dd) Send the ballot papers by [other means] as prescribed in the company's charter.
- 7. Taking personal responsibility when committing one of the following acts in the name of the Company in any form:
- a) Violating law;
- b) Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;
- c) Pay debts that are not yet due in advance of financial risks to the Company.
- 8. To fulfill other obligations as prescribed by current law.

### Article 14. General Meeting of Shareholders

- 1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall meet annually once a year and within four (04) months from the end of the fiscal year. Unless otherwise provided for by the company's charter, the Board of Directors shall decide to extend the annual General Meeting of Shareholders in case of necessity, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.
- 2. The Board of Directors shall convene a meeting of the Annual General Meeting of Shareholders and select an appropriate location. The Annual General Meeting of Shareholders decides on matters in accordance with the law and the company's charter, especially through the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material exceptions, conflicting audit opinions or rejection, the Company must invite the representative of the approved auditing organization to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above have the responsibility to attend the Annual General Meeting of Shareholders of the Company.
- 3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining members of the Managing Board is less than the minimum number of members as prescribed by law;
- c) At the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request for convening a meeting of the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with the signatures of the relevant shareholders or the written request to be made in many copies and collect the signatures of the relevant shareholders;
- d) Annual balance sheets, quarterly or semi-annual reports or audit reports of the fiscal year reflecting the loss of half of the charter capital
- e/ Other cases as prescribed by law and this Charter.
- 4. Convening an extraordinary General Meeting of Shareholders
- a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within [30] days from the date on which the remaining members of the Board of Directors and independent members of the Board of Directors as prescribed at Point b, Clause 3 of this Article or receive the request specified at Points c and d, Clause 3 of this Article;

b) In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point a, Clause 4 of this Article, within the next 30 days, the shareholders or groups of shareholders specified at Point c, Clause 3 of this Article may request the Company's representative to convene a meeting of the General Meeting of Shareholders as prescribed in the Law on Enterprises;

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

d) Procedures for organizing the General Meeting of Shareholders shall comply with the provisions of Clause 5, Article 140 of the Law on Enterprises.

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

- 1. The General Meeting of Shareholders has the following rights and obligations:
- a) To approve the Company's development orientation;
- b) Decide on the type of shares and the total number of shares of each type entitled to be offered for sale; decide on the annual dividend level of each type of share
- c) Elect, dismiss or dismiss members of the Board of Directors;
- d) Decide on investment or sale of assets valued at [35%] or more of the total value of assets stated in the company's latest financial statements, [unless the company's charter prescribes a ratio or another value];
- dd) Decision on amendment and supplementation of the company's charter;
- e) To approve the annual financial statements;
- g) Decide to repurchase more than 10% of the total sold shares of each type;
- h) Consider and handle violations committed by members of the Board of Directors causing damage to the Company and its shareholders;
- i) Decide on the reorganization or dissolution of the company;
- k) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors;
- l) Approving the Internal Management Regulation; Regulation on operation of the Board of Directors;
- m) Approving the list of approved auditing firms; decide on the approved auditing firm to inspect the Company's operation, dismiss the approved auditor when considering the necessary teacher;

- n) Other rights and obligations as prescribed by law.
- 2. The General Meeting of Shareholders shall discuss and approve the following issues:
- a) The company's annual business plan;
- b) Audited annual financial statements;
- c) The report of the Board of Directors on the administration and operation results of the Board of Directors and each member of the Board of Directors; report at the Annual General Meeting of Shareholders in accordance with Article 284 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
- d) The dividend level for each share of each type; This dividend level is not higher than the level proposed by the Board of Directors after consulting shareholders at the General Meeting of Shareholders
- e) Number of members of the Board of Directors;
- g) Elect, dismiss or dismiss members of the Board of Directors;
- h) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors;
- i) Approve the list of approved auditing firms; to decide on the auditing firm to be approved to inspect the company's activities when it deems it necessary;
- k) Supplement and amend the company's charter;
- 1) The type of shares and the number of newly issued shares for each type of shares and the transfer of shares of the founding members within the first 03 years from the date of establishment;
- m) Division, separation, consolidation, merger or transformation of the company;
- o) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
- p) Decide on investment or sale of assets valued at [35%] or more of the total value of assets stated in the company's latest financial statements [unless the company's charter prescribes other ratios or values];
- q) Decide to repurchase more than 10% of the total sold shares of each type;
- r) The company signs contracts or transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the company's assets stated in the latest financial statements;
- s) Approve the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;

- t) Approving the Internal Regulation on corporate governance and the Regulation on operation of the Board of Directors;
- u) Examine and handle violations of the Board of Directors that cause damage to the Company and its shareholders and other matters in accordance with law and this Charter.
- 3. Shareholders are not allowed to vote in the following cases:
- a. Contracts specified in Article 14.2 of this Charter when such shareholder or a person related to such shareholder is a party to the contract;
- b. The purchase of shares of such shareholder or of persons related to such shareholder.
- 4. All resolutions and issues that have been included in the agenda must be discussed and voted on at the General Meeting of Shareholders.

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

- 1. Shareholders and authorized representatives of shareholders being organizations may directly attend meetings or authorize one or several other individuals or organizations to attend meetings or attend meetings through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.
- 2. The authorization of an individual or representative organization to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be made in accordance with the provisions of the civil law and must clearly state the name of the authorized individual or organization and the number of authorized shares.

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

- 3. Voting papers of persons authorized to attend meetings within the scope of authorization shall remain valid when one of the following cases occurs, except for the following cases:
- a) The authorizer has died, has limited civil act capacity or has lost civil act capacity;
- b) The authorizer has canceled the appointment of authorization;
- c) The authorizer has canceled the authority of the person performing the authorization.

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

# Article 17. Change permissions

1. The change or cancellation of special rights associated with a type of preference shares takes effect when it is approved by shareholders representing 65% or more of the total

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

- 2. The organization of a meeting of shareholders holding a type of preference shares to approve the change of the above-mentioned rights is only valid when there are at least 02 shareholders (or their authorized representatives) and hold at least 1/3 of the par value of such issued shares. In case there are not enough delegates as mentioned above, the meeting shall be reconvened within the next 30 days and the holders of shares of that type (regardless of the number of people and number of shares) who are present in person or through authorized representatives shall be considered as having the required number of delegates. At the meetings of shareholders holding the above-mentioned preferential shares, holders of shares of that type who are present in person or through their representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.
- 3. Procedures for conducting such separate meetings shall be carried out similarly to the provisions in Articles 19, 20 and 21 of this Charter.
- 4. Unless otherwise provided for in the terms of the issuance of shares, the special rights attached to the types of shares have preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same type.

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

- 1. The Board of Directors shall convene the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.
- 2. The convener of the General Meeting of Shareholders must perform the following tasks:
- a) Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than [10] days before the date of sending the notice of invitation to the General Meeting of Shareholders [if the company's charter does not stipulate a shorter time limit]. The company must disclose information on the compilation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;
- b) Prepare the program and contents of the congress;

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- c) Prepare documents for the congress;
- d) Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;
- dd) Determine the time and place of the congress;
- e) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
- g) Other tasks in service of the congress.
- 3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by the method of ensuring that the contact address of the shareholders is reached, and at the same time published on the website of the Company, the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders on the List of shareholders entitled to attend the meeting at least [21] days before the opening date of the meeting [if the company's charter does not stipulate a longer time limit] (counting from the date on which the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders, documents related to issues to be voted on at the general meeting shall be sent to shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the meeting of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the path to all meeting documents for shareholders to access, including:
- a) The meeting program and documents used in the meeting;
- b) List and detailed information of candidates in case of election of members of the Board of Directors;
- c) Voting papers;
- d) Draft resolutions for each issue in the meeting agenda.
- 4. Shareholders or groups of shareholders specified in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least [03 working days] before the opening date of the meeting. The petition must clearly state the name of the shareholder, the number of each type of share of the shareholder, and the issue of the proposal to be included in the meeting agenda.
- 5. The convener of the General Meeting of Shareholders may reject the petition specified in Clause 4 of this Article if it falls into one of the following cases:
- a) The petition is sent in contravention of the provisions of Clause 4 of this Article;
- b) At the time of petition, the shareholder or group of shareholders does not hold [5%] or more of ordinary shares as prescribed in Clause 2, Article 12 of this Charter;

- c) The proposed issue does not fall within the decision-making competence of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.
- 6. The Board of Directors must prepare a draft resolution for each issue in the meeting agenda.
- 7. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article in the tentative agenda and contents of the meeting, except for the case specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

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

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

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

- 1. Before the opening of the meeting, the Company must carry out the procedures for registering shareholders and must carry out the registration until the shareholders who are entitled to attend the meeting have registered in the following order:
- a) When registering shareholders, the Company shall grant each shareholder or authorized representative the right to vote on a ballot card, on which the registration number, full name of the shareholder, the full name of the authorized representative and the number of voting votes of such shareholder. The General Meeting of Shareholders discusses and votes on each issue in the program. The vote shall be conducted by voting in favor, disapproval and no opinion. At the Congress, the number of votes in favor of the resolution is collected first, the number of votes against the resolution is collected later, and finally the total number of votes in favor or disapproval is counted for decision. The results of the vote

count were announced by the Chairman just before the closing of the meeting. The congress shall elect persons responsible for counting votes or supervising the counting at the request of the Chairman. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

- b) Shareholders, authorized representatives of shareholders being organizations or authorized persons who come after the meeting has been opened have the right to register immediately and then have the right to participate and vote at the general meeting immediately after registration. The Chairman is not responsible for stopping the general meeting so that shareholders are late to register and the validity of the previously voted contents remains unchanged.
- 2. The election of chairpersons, secretaries and vote-counting boards is prescribed as follows:
- a) The Chairman of the Board of Directors shall preside over or authorize other members of the Board of Directors to chair the meeting of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson is absent or temporarily unable to work, the remaining members of the Managing Board shall elect one of them to chair the meeting on the principle of majority. In case the chairman cannot be elected, the member of the Board of Directors of the highest position present shall preside over the meeting for the General Meeting of Shareholders to elect the chairman of the meeting among the participants and the person with the highest vote to preside over the meeting;
- b) Except for the case specified at Point a of this Clause, the signatory shall convene a meeting of the General Meeting of Shareholders for the General Meeting of Shareholders to elect the chairperson of the meeting and the person with the highest number of votes to preside over the meeting;
- c) The chairperson shall appoint one or several persons to act as the secretary of the meeting;
- d) The General Meeting of Shareholders shall elect one or several persons to the vote counting committee at the request of the chairperson of the meeting.
- 3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders during the opening session. The program must clearly define and detail the time for each issue in the content of the meeting agenda.
- 4. The Chairman of the General Meeting has the right to take necessary and reasonable measures to administer the General Meeting of Shareholders in an orderly manner, in accordance with the approved program and reflecting the wishes of the majority of the participants.
- a) Arrange seats at the meeting venue of the General Meeting of Shareholders;
- b) Ensure the safety of everyone present at the meeting places;

- c) Create conditions for shareholders to attend (or continue to attend) the general meeting. The convener of the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. The applicable measures can be the issuance of an entry permit or the use of other forms of choice.
- 5. The General Meeting of Shareholders discusses and votes on each issue in the program. The vote shall be conducted by voting in favor, disapproval and no opinion. The results of the vote count were announced by the chairman just before the closing of the meeting.
- 6. Shareholders or persons authorized to attend meetings after the meeting has been opened may still be registered and have the right to vote immediately after registration; In this case, the validity of the previously voted contents does not change.
- 7. The convener or chairperson of the meeting of the General Meeting of Shareholders has the following rights:
- a) To request all participants to be subject to inspection or other lawful and reasonable security measures;
- b) Request the competent agency to maintain the order of the meeting; expelling those who do not comply with the chairman's executive authority, deliberately disrupt the order, obstruct the normal progress of the meeting, or fail to comply with the requirements for security checks out of the General Meeting of Shareholders.
- 8. The Chairperson has the right to postpone the meeting of the General Meeting of Shareholders for a maximum of 03 working days from the date on which the meeting is scheduled to open and may only postpone the meeting or change the meeting venue in the following cases:
- a) The meeting venue does not have enough convenient seats for all participants;
- b) The means of communication at the meeting venue are not guaranteed for shareholders attending the meeting to participate, discuss and vote;
- c) There are people attending the meeting who obstruct or disturb the order, which may cause the meeting to be held in a fair and lawful manner.
- 9. In case the chairperson postpones or suspends the meeting of the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the participants to replace the chairperson who runs the meeting until the end of the meeting; All resolutions adopted at that meeting are effective.
- 10. Method of organizing the General Meeting of Shareholders:

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

- a) Hold a meeting in person at the meeting venue;
- b) Organize online meetings;

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

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

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

- 1. A resolution on the following contents shall be adopted if approved by the number of shareholders representing [65%] or more of the total number of votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:
- a) Type of shares and total number of shares of each type;
- b) Change of business lines, trades and domains;
- c) Change the organizational structure of the Company's management;
- d) Projects on investment or sale of assets valued at 35% or more of the total value of assets stated in the company's latest financial statements, unless the company's charter prescribes other ratios or values;
- dd) Reorganization or dissolution of the company;
- 2. Resolutions shall be passed when the number of shareholders owning more than [50%] of the total number of votes of all shareholders attending and voting at the meeting shall approve, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.
- 3. The voting for the election of members of the Board of Directors must be carried out by the method of accumulating votes, whereby each shareholder has a total number of votes corresponding to the total number of shares owned by multiplying the number of elected members of the Board of Directors and shareholders have the right to accumulate all or part of their total votes for one or several candidates member. The elected members of the Board of Directors shall be determined according to the number of votes calculated from high to low, starting from the candidate with the highest number of votes until the number of members specified in the company's Charter is reached. In case there are 02 or more candidates with the same number of votes for the last member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or selected according to the criteria specified in the election regulation or the company's charter.

In case of wishing to vote for the election of members of the Board of Directors by a method other than the method of accumulating votes, the voting by such method must be voted and

approved by the General Meeting of Shareholders at the rate specified in Clause 2 of this Article before electing members of the Board of Directors.

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

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

The competence and method of collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders shall comply with the following provisions:

- 1. The Board of Directors has the right to collect shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders when deeming it necessary for the benefit of the Company, except for the case specified in Clause 2, Article 147 of the Law on Enterprises.
- 2. The Board of Directors must prepare the opinion poll, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send it to all shareholders with voting rights at least [10 days] before the deadline for returning the ballot. The request and method of sending the opinion poll and the enclosed documents shall comply with the provisions of Clause 3, Article 18 of this Charter.
- 3. The opinion poll must contain the following principal contents:
- a) Name and address of the head office, enterprise identification number;
- b) Purpose of collecting opinions;
- c) Full name, contact address, nationality and number of legal papers of the individual, for individual shareholders; name, enterprise identification number or number of legal documents of the organization, address of the head office for shareholders being organizations or full name, contact address, nationality and number of legal papers of individuals for representatives of shareholders being organizations; the number of shares of each type and the number of voting votes of shareholders;
- d) Issues that need to be consulted for approval;
- dd) The voting plan includes approval, disapproval and no opinion on each issue for which opinions are collected;
- e) The time limit for sending to the Company the reply form for collecting opinions;
- g) Full name and signature of the Chairman of the Board of Directors.
- 4. Shareholders may send the reply form to the Company by mail, fax or e-mail according to the following provisions: