

**HHP GLOBAL JOINT STOCK COMPANY**

No.: 1006/2025/CV-HHP  
Re: Disclosure of information

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom – Happiness**

*Hai Phong, June 10, 2025*

**UNSCHEDULED DISCLOSURE OF INFORMATION**

**To:**

- **The State Securities Commission of Vietnam,**
- **Ho Chi Minh City Stock Exchange**

1. Name of the organization: HHP GLOBAL Joint Stock Company
  - Ticker symbol: HHP
  - Head office address: No. 194 Kieu Ha Street, Dong Hai 2 Ward, Hai An District, Hai Phong City, Vietnam
  - Telephone: (84-225) 324 6789
  - Email: [info@hhpglobaljsc.com](mailto:info@hhpglobaljsc.com)
2. Disclosed information:
  - Resolution of the Board of Directors No. 06.10.1-2025/NQ-HHP-HĐQT dated June 10, 2025 on the approval of amendments and supplements to the agenda and documents of the 2025 Annual General Meeting of Shareholders.
3. This information is simultaneously disclosed on the website of HHP GLOBAL Joint Stock Company on June 10, 2025 at the following link: <https://hhpglobaljsc.com/quan-he-co-dong/>.

We hereby certify that the information disclosed above is true and we take full legal responsibility for the contents of the disclosed information.

**Attachments:**

- Resolution of the Board of Directors No. 06.10.1-2025/NQ-HHP-HĐQT;

**AUTHORIZED PERSON FOR DISCLOSURE**



**Le Van Hoan**

*Hai Phong, June 10, 2025*

**RESOLUTION OF THE BOARD OF DIRECTORS  
HHP GLOBAL JOINT STOCK COMPANY**

- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Charter of HHP GLOBAL Joint Stock Company;
- Pursuant to the Resolution of the Board of Directors No. 05.27.1-2025/NQ-HHP-HĐQT dated May 27, 2025 approving the agenda and documents for the 2025 Annual General Meeting of Shareholders;
- Pursuant to the Minutes of the Board of Directors' Meeting No. 1006/2025/BB/HHP-HĐQT dated June 10, 2025,

**RESOLVES:**

**Article 1:** Approval of the resignation letter dated June 5, 2025 submitted by Mr. Nguyen Tien Vinh from his position as a member of the Board of Directors. The dismissal of Mr. Nguyen Tien Vinh from the position of Board Member shall take effect from the date the 2025 Annual General Meeting of Shareholders approves this resolution.

**Article 2:** Approval of the addition to the agenda and meeting documents of the 2025 Annual General Meeting of Shareholders of the Company, as follows:

- + Proposal on the dismissal and change in the number of members of the Board of Directors for the 2022–2027 term;
- + Proposal on the amendment of the Company's Charter.

**Article 3:** Approval of the amendments to several documents of the 2025 Annual General Meeting of Shareholders, including:

- + Draft agenda of the General Meeting;
- + Draft Proposal on remuneration payment for 2024 and the remuneration plan for 2025 for the Board of Directors and the Supervisory Board;
- + Draft Proposal on the Nomination of Candidate for Election as Replacement Member of the Supervisory Board for the 2022–2027 Term;
- + Draft Resolution of the General Meeting of Shareholders.



**Article 4:** The Board of Directors assigns the Chairman of the Board of Directors to carry out all relevant tasks to ensure compliance with applicable laws and the Company's Charter.

**Article 5:** Implementation Provisions

Members of the Board of Directors, Executive Board, Supervisory Board, and relevant departments and individuals shall be responsible for implementing this Resolution in accordance with the law and the Company's Charter.

This Resolution takes effect from the date of signing.

ON BEHALF OF THE BOARD OF DIRECTORS

**Recipients:**

- Pursuant to Article 5;
- Disclosure as required by law;
- Office for filing.



CHAIRWOMAN

Nguyen Thi Thu Thuy





HHP GLOBAL

CÔNG TY CỔ PHẦN HHP GLOBAL  
HHP GLOBAL JOINT STOCK COMPANY



Mã số doanh nghiệp/The Company's Business Registration Certificate No.: 0201282851

Địa chỉ/Address: Số 194 đường Kiều Hạ, Phường Đông Hải 2, Quận Hải An, Thành phố Hải Phòng, Việt Nam

Địa chỉ/Address: No. 119 Kieu Ha Street, Dong Hai 2 Ward, Hai An District, Hai Phong City, Vietnam

Website: <http://hhpglobaljsc.com/>

Tel: (84-225) 324 6789

**CHƯƠNG TRÌNH ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2025**  
**CÔNG TY CỔ PHẦN HHP GLOBAL**

**Dự thảo**  
**Draft**

**TENTATIVE AGENDA**

**2025 ANNUAL GENERAL SHAREHOLDERS' MEETING**

**Thời gian:** 13 giờ 30 phút, Thứ Sáu, ngày 20 tháng 06 năm 2025.

**Time:** 13:30 on Friday, June 20<sup>th</sup>, 2025

**Địa điểm:** Hội trường Nhà máy HHPPaper Hải Phòng, Lô CN2 Cụm Công nghiệp thị trấn Tiên Lãng, huyện Tiên Lãng, Thành phố Hải Phòng, Việt Nam.

**Venue:** Conference Hall, HHPPaper Hai Phong Factory, Lot CN2, Tien Lang Town Industrial Cluster, Tien Lang District, Hai Phong City, Vietnam

Thời gian/Time	Nội dung/Contents
13h30-14h00	<b>Đón tiếp và kiểm tra tư cách cổ đông/Reception and verification of shareholder eligibility:</b> <ul style="list-style-type: none"><li>Đón tiếp đại biểu, kiểm tra tư cách cổ đông và phát tài liệu cho cổ đông/Reception of delegates, verification of shareholder eligibility, and distribution of meeting materials to shareholders.</li></ul>
14h00- 14h30	<b>Khai mạc Đại hội/Opening of the General Meeting:</b> <ul style="list-style-type: none"><li>Tuyên bố khai mạc/Official Opening Announcement;</li><li>Thông qua biên bản kiểm tra tư cách cổ đông/Approval of the minutes on shareholder eligibility verification;</li><li>Thông qua Danh sách Đoàn chủ tịch, Ban kiểm phiếu và thư ký Đại hội/Nominate the Presidium, Vote Counting Committee, Board of Secretary;</li><li>Thông qua Chương trình họp và Quy chế tổ chức của Đại hội/Approve the agenda and the meeting regulations.</li></ul>
14h30-16h00	<b>Ban TGD, Hội đồng quản trị, Ban Kiểm soát trình bày các nội dung sau/The Board of Management, the Board of Directors, and the Supervisory Board present the following matters:</b> <ol style="list-style-type: none"><li>Báo cáo Kết quả hoạt động SXKD năm 2024 và Kế hoạch SXKD năm 2025; Report from the Executive Board on the business performance in 2024 and the business plan for 2025;</li><li>Báo cáo của HĐQT về công tác quản trị điều hành năm 2024 và định hướng chiến lược phát triển - Kế hoạch năm 2025; Report from the Board of Directors on the management and governance activities in 2024 and strategic development orientation - Plan for 2025;</li></ol>



3. Báo cáo đánh giá của thành viên Hội đồng quản trị độc lập về hoạt động của Hội đồng quản trị năm 2024;  
*Evaluation report from the independent member of the Board of Directors on the activities of the Board of Directors in 2024;*
4. Báo cáo của Ban Kiểm soát về kết quả giám sát tình hình hoạt động năm 2024 và kế hoạch năm 2025;  
*Report from the Supervisory Board on the results of monitoring operational activities in 2024 and the plan for 2025;*
5. Tờ trình thông qua Báo cáo tài chính kiểm toán năm 2024;  
*Approval of the Audited Financial Statements for the year of 2024;*
6. Tờ trình lựa chọn đơn vị kiểm toán độc lập thực hiện kiểm toán BCTC năm 2025;  
*Proposal for selecting an independent auditing firm to conduct the audit of the financial statements for 2025;*
7. Tờ trình Chi trả thù lao năm 2024 và phương án thù lao năm 2025 đối với HĐQT, BKS;  
*Proposal for the payment of remuneration for 2024 and the remuneration plan for 2025 for the Board of Directors and the Supervisory Board;*
8. Tờ trình Phương án phân phối lợi nhuận lũy kế đến năm 2024 và kế hoạch năm 2025;  
*Proposal for the plan to distribute accumulated profits up to 2024 and the plan for 2025;*
9. Tờ trình Báo cáo tổng mức đầu tư Dự án di dời, mở rộng Nhà máy giấy Hoàng Hà; nguồn vốn vay dài hạn và điều chỉnh chủ trương đầu tư Nhà kho số 9;  
*Proposal on the Investment Summary Report for the Project on Relocation and Expansion of Hoang Ha Paper Factory; Long-term Loan Financing and Adjustment of the Investment Policy for Warehouse No. 9;*
10. Tờ trình Báo cáo tiến độ dự án Nhà máy sản xuất giấy tại Công ty Cổ phần Giấy Hoàng Hà Phú Yên;  
*Proposal Report on the Progress of the Paper Mill Project at Hoang Ha Phu Yen Paper Joint Stock Company;*
11. Tờ trình Chủ trương đầu tư của Công ty;  
*Proposal on the company's investment policy;*
12. Tờ trình thông qua chiến lược Lộ trình đạt mục tiêu NetZero của Công ty;  
*Proposal for the Approval of the Company's Net Zero Strategy and Roadmap;*
13. Tờ trình Chủ trương thực hiện các hợp đồng, giao dịch giữa Công ty với các bên liên quan;  
*Proposal for Policy on executing contracts and transactions between the Company and related parties;*
14. Tờ trình Miễn nhiệm và thay đổi số lượng thành viên Hội đồng quản trị nhiệm kỳ 2022-2027;  
*Proposal on dismissal and change in the number of members of the Board of Directors for the 2022-2027 term;*
15. Tờ trình Sửa đổi Điều lệ Công ty;  
*Proposal on Amendments to the Company's Charter;*
16. Tờ trình Miễn nhiệm và bầu thay thế thành viên Ban Kiểm soát nhiệm kỳ 2022-2027;

	<p><i>Proposal for the dismissal and replacement election of a member of the Supervisory Board for the 2022–2027 term;</i></p> <p>17. Tờ trình Giới thiệu nhân sự bầu thay thế thành viên Ban Kiểm soát nhiệm kỳ 2022-2027;</p> <p><i>Proposal for the nomination of a candidate to replace a member of the Supervisory Board for the 2022-2027 term;</i></p> <p>18. Các nội dung khác thuộc thẩm quyền của Đại hội đồng cổ đông.</p> <p><i>Others issues within the scope of the Genenral shareholders' meeting.</i></p>
16h00-16h45	<p><b>Thảo luận và giải đáp ý kiến của cổ đông về các nội dung đã được trình bày/Discussion and response to shareholders' opinions and questions regarding the presented matters</b></p>
16h45- 17h00	<p><b>Tổ chức biểu quyết các Báo cáo, Tờ trình và bầu cử TV BKS của Công ty/Conduct voting on the reports, proposals, and the election of a member of the Company's Supervisory Board:</b></p> <ul style="list-style-type: none"> <li>- Hướng dẫn biểu quyết, bầu cử/Instructions for voting and election procedures</li> <li>- Cổ đông thực hiện biểu quyết, bầu cử/Shareholders carry out the voting and election</li> </ul>
<p><b>Nghỉ Giải lao/Recess period:</b> cổ đông nghỉ giải lao 25 phút. Công ty sắp xếp chương trình tham quan Dây chuyền sản xuất, Quý vị cổ đông có nhu cầu đăng ký tham gia./ Shareholders take a 25-minute break. The company has arranged a tour of the production line. Shareholders who wish to participate are encouraged to register</p>	
17h25-17h35	<p><b>Công bố kết quả kiểm phiếu thông qua các Báo cáo và Tờ trình và kết quả bầu cử/Announcement of the vote results for the approval of the reports and proposals, as well as the election results.</b></p> <p><b>TV BKS mới ra mắt Đại hội/The new member of the Supervisory Board introduces themselves to the General Meeting.</b></p>
17h35- 17h40	<p><b>Bế mạc Đại hội/Concluding ceremony</b></p> <ul style="list-style-type: none"> <li>- Thông qua Biên bản họp và Nghị quyết ĐHĐCĐ/Approve the meeting minutes and the General Shareholders' Meeting Resolution;</li> <li>- Tuyên bố bế mạc Đại hội/Declare the closing of the General Meeting.</li> </ul>



No: ...../2025/TTr-HĐQT

Hai Phong, .... June, 2025

**Draft****PROPOSAL****Re: Dismissal and change in the number of members of the Board of Directors for the 2022-2027 term****To: The General Meeting of Shareholders**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and implementing guidelines;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and implementing guidelines;
- Pursuant to the Charter on the Organization and Operation of HHP GLOBAL Joint Stock Company;
- Pursuant to the resignation letter of Mr. Nguyen Tien Vinh from his position as a Member of the Board of Directors,

In accordance with legal regulations and to meet the practical requirements for the organization and operation of the Company, the Board of Directors of HHP GLOBAL Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval of the dismissal and change in the number of members of the Board of Directors for the 2022-2027 term, as follows:

**1. Approval of the dismissal of a member of the Board of Directors for the 2022-2027 term**

On June 5, 2025, the Company received the resignation letter from Mr. Nguyen Tien Vinh, a member of the Board of Directors. The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the dismissal of Mr. Nguyễn Tiến Vinh from his position as a member of the Board of Directors.

**2. Approval of the change in the number of members of the Board of Directors for the 2022-2027 term**

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the reduction in the number of members of the Board of Directors from 07 members to 06 members.

The Board of Directors respectfully submits this proposal to the General Meeting of Shareholders for consideration and approval.

Sincerely./.

ON BEHALF OF THE BOARD OF DIRECTORS  
**CHAIRWOMAN**

**Recipients:**

- As above;
- Supervisory Board, Executive Management;
- Disclosure Officer (as prescribed);
- Archived at BOD, HR Dept.

**Nguyen Thi Thu Thuy**

**Draft****PROPOSAL****Re: Sửa đổi Điều lệ Công ty****To: The General Meeting of Shareholders**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and implementing guidelines;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and implementing guidelines;
- Pursuant to the Charter on the Organization and Operation of HHP GLOBAL Joint Stock Company,

Based on the Company's actual operational situation, the Board of Directors has conducted a review and proposed amendments to certain articles of the Company's Charter, as follows:

No	Amended Article	Current Charter Content	Proposed Amendment	Legal Basis for Amendment
1	Article 2. Name, form, head office, branches, representative offices, and duration of operation of the Company (Clause 3)	- Telephone: 0225.3979952 - Fax: 0225.3979951 - E-mail: <a href="mailto:hhppaper@gmail.com">hhppaper@gmail.com</a> - Website: <a href="http://hhppaper.com/">http://hhppaper.com/</a>	- Telephone: (84-225) 324 6789 - E-mail: <a href="mailto:info@hhpglobaljsc.com">info@hhpglobaljsc.com</a> - Website: <a href="http://hhglobbaljsc.com/">http://hhglobbaljsc.com/</a>	In accordance with the actual situation
2	Article 26. Composition and Term of the Board of Directors (Clause 1)	The number of members of the Board of Directors is seven (07)	The number of members of the Board of Directors is six (06)	In line with the current governance situation

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the new Charter of the Company. The new Charter shall take effect from the date the Resolution of the 2025 Annual General Meeting of Shareholders is approved and shall replace the current Charter.

We respectfully submit this to the General Meeting of Shareholders for consideration and approval.

Sincerely./.

ON BEHALF OF THE BOARD OF DIRECTORS  
**CHAIRWOMAN**

**Recipients:**

- As above;
- Supervisory Board, Executive Management;
- Disclosure Officer (as prescribed);
- Archived at BOD, HR Dept.

**Nguyen Thi Thu Thuy**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

**DRAFT**



**CHARTER**

**ORGANIZATION AND OPERATION OF  
HHP GLOBAL JOINT STOCK COMPANY**

*Hai Phong, ... June, 2025*

# CHARTER

## HHP GLOBAL JOINT STOCK COMPANY

**Draft**

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## **PREAMBLE**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its guiding documents;
- Pursuant to the Model Charter applicable to public companies issued together with Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance;
- Pursuant to the legal documents on securities, the securities market, and other relevant regulations;

This Charter has been amended and adopted in accordance with Resolution No. 01/2025/HHP/NQ-GMS of the General Meeting of Shareholders at the meeting held on June 20, 2025.

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

### **Article 1. Interpretation of Terms**

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

a. “Charter capital” means the total par value of shares that have been sold or registered for subscription upon the establishment of the enterprise and as specified in Article 6 of this Charter;

b. “Voting capital” means share capital on which the holder is entitled to vote on matters falling within the authority of the General Meeting of Shareholders;

c. “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

d. “Law on Securities” means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

đ. “Vietnam” means the Socialist Republic of Vietnam;

e. “Date of establishment” refers to the date the Company was first issued its Enterprise Registration Certificate (Business Registration Certificate or equivalent);

g. “Executives” refers to the General Director, Deputy General Directors, Chief Accountant, and other executive officers as stipulated in the Company’s Charter;

h. “Related persons” are individuals or organizations as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;

i. “Shareholder” means any individual or organization owning at least one share in the joint stock company;

k. “Founding shareholders” are those holding at least one ordinary share and who signed the list of founding shareholders of the joint stock company;

l. “Major shareholder” is defined in Clause 18, Article 4 of the Law on Securities;

m. “Term of operation” refers to the duration of the Company’s operations as provided in Article 2 of this Charter, including any extensions as approved by the General Meeting of Shareholders through a resolution;

o. “Stock exchange” refers to the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to one or more regulations or documents shall include any amendments or replacements thereof.

3. Headings (chapters and articles of this Charter) are for convenience only and shall not affect the interpretation of the Charter.

## **II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Điều 2. Name, form, head office, branches, representative offices, and term of operation of the Company**

1. Company name:

- Full name in Vietnamese: **CÔNG TY CỔ PHẦN HHP GLOBAL**
- Full name in English: **HHP GLOBAL JOINT STOCK COMPANY**
- Abbreviated name: **HHP GLOBAL**

2. The Company is a joint stock company with legal person status in accordance with the prevailing laws of Vietnam.

3. Registered head office of the Company:

- Address: No. 194 Kieu Ha Street, Dong Hai 2 Ward, Hai An District, Hai Phong City
- Telephone: (84-225) 324 6789
- E-mail: [info@hhpglobaljcs.com](mailto:info@hhpglobaljcs.com)
- Website: <https://hhpglobaljsc.com/>

4. The Company may establish branches and representative offices in business locations to implement its objectives in accordance with the decisions of the Board of Directors and within the limits permitted by law.

Current information on the Company's representative offices has been disclosed on the National Business Registration Portal, in accordance with this Charter and current laws.

5. Unless otherwise terminated early as prescribed in Clause 2, Article 59 or extended in accordance with Article 60 of this Charter, the Company's term of operation shall commence from the date of establishment and shall be indefinite.

### **Article 3. Legal Representative of the Company**

Company shall have one legal representative:

Name: Ms. Tran Thi Thu Phuong

Title: Vice Chairwoman of the Board of Directors, General Director

Powers and duties of the legal representative:

The legal representative shall act on behalf of the Company to exercise rights and obligations arising from the Company's transactions, represent the Company as plaintiff, defendant, or related party before arbitration or court, and fulfill other rights and obligations in accordance with the law.

### **III. OBJECTIVES, LINES OF BUSINESS AND OPERATING SCOPE OF THE COMPANY**

#### **Article 4. Objectives of the Company**

1. The Company's business lines have been publicly disclosed on the National Business Registration Portal, in accordance with the prevailing legal regulations and the Company's Charter.

2. The Company's operational objectives are: To mobilize and utilize capital in the most efficient manner, continuously organize and expand business activities in various fields in order to maximize profits, ensure benefits for shareholders, create stable employment and improve income and living standards for employees, fulfill tax obligations to the State Budget, and develop the Company sustainably.

#### **Article 5. Scope of Business and Operations of the Company**

1. The Company is permitted to formulate plans and carry out all business activities in accordance with the business lines disclosed on the National Business Registration Portal and this Charter, in compliance with prevailing laws, and to implement appropriate measures to achieve the Company's objectives.

2. The Company may engage in other business lines permitted by law and approved by the General Meeting of Shareholders.

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

#### **Article 6. Charter Capital, Shares, and Founding Shareholders**

1. The charter capital of the Company is VND 865.543.430.000 (*in words: Eight hundred sixty-five billion, five hundred forty-three million, four hundred thirty thousand Vietnamese Dong*).

The total charter capital is divided into 86.554.343 shares (*in words: Eighty-six million, five hundred fifty-four thousand, three hundred forty-three shares*), with a par value of VND 10.000 (*ten thousand Vietnamese Dong*) per share.

2. The Company may alter its charter capital upon approval by the General Meeting of Shareholders and in accordance with applicable laws.

3. The Company's shares as of the date of adoption of this Charter include common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are stipulated in Articles 12 and 13 of this Charter.

4.. The Company may issue other classes of preferred shares upon the approval of the General Meeting of Shareholders and in accordance with applicable laws.

5. The names, addresses, number of shares, and other relevant information of the founding shareholders as required by the Law on Enterprises are listed in Appendix No. 15-06/2024/PLĐL-HHP attached hereto. This Appendix forms an integral part of this Charter.

6. Common shares must be offered preferentially to existing shareholders in proportion to their ownership of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any unsubscribed shares shall be decided upon by the Board of Directors. The Board of Directors may allocate such shares to other persons under conditions and in the manner it deems appropriate, provided that those conditions are not more favorable than those offered to the existing shareholders unless otherwise approved by the General Meeting of Shareholders.

7. The Company may repurchase its issued shares in accordance with the methods prescribed in this Charter and applicable laws.

8. The Company may issue other types of securities as provided by law.

#### **Article 7. Share Certificates**

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares they own.

2. A share certificate is a type of security evidencing the legal rights and interests of its holder in a portion of the charter capital of the issuing organization. Share certificates must contain all the information as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within a reasonable period from the date of submitting a full application for transfer of share ownership as prescribed by the Company or from the date of full payment for the shares in accordance with the Company's share issuance plan, the shareholder shall be issued a share certificate. Shareholders are not required to pay the Company any printing costs related to the issuance of the share certificate.

4. In the event that a share certificate is lost, destroyed, or damaged, the shareholder may request a re-issuance of the share certificate, provided that evidence of ownership is submitted and all related costs are paid to the Company. The shareholder's request must include the following information:

- a) Information about the share certificate that was lost, damaged, or destroyed in another form;
- b) A commitment to be liable for any disputes arising from the reissuance of the new share certificate.

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

Bond certificates or other securities certificates issued by the Company must bear the signature of the legal representative and the Company's seal.

#### **Article 9. Share Transfer**

1. All shares are freely transferable unless otherwise provided in this Charter or by law. Listed shares or shares registered for trading on the Stock Exchange shall be transferred in accordance with securities laws and stock market regulations.

2. Unpaid shares may not be transferred and are not entitled to related benefits such as dividends, rights to receive bonus shares, rights to purchase newly issued shares, and other entitlements under the law.

#### **Article 10. Share Redemption (Applicable upon Company Registration)**

1. In case a shareholder fails to fully and punctually pay the amount due for share subscription, the Board of Directors shall notify and may require that shareholder to pay the outstanding amount and assume liability corresponding to the total par value of the registered shares for the Company's financial obligations arising from the non-payment.

2. The payment notice shall specify the new payment deadline (at least seven (07) days from the date of notice), payment location, and must clearly state that failure to pay will result in the unpaid shares being redeemed.

3. The Board of Directors shall have the right to redeem the unpaid shares if the requirements stated in the notice are not met.

4. Redeemed shares shall be deemed unsold shares under Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or redistribute such shares or authorize others to do so under conditions and in the manner it deems appropriate.

5. Shareholders whose shares are redeemed shall forfeit their shareholder status with respect to those shares but must still pay all related amounts and accrued interest at the prevailing bank rate as of the redemption date as decided by the Board of Directors. The Board of Directors has full authority to enforce collection of the full value of the shares at the time of redemption.

6. Redemption notices must be sent to the holders of the shares being redeemed prior to the redemption. The redemption remains effective notwithstanding any errors or negligence in the delivery of such notice.

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

### **Article 11. Organizational Structure, Management, and Control**

The Company's organizational, managerial, and supervisory structure includes:

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

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

### **Article 12. Rights of Shareholders**

1. A shareholder is an owner of the Company and shall have rights and obligations corresponding to the number and class of shares they hold. Shareholders shall only be liable for the Company's debts and other property obligations to the extent of the capital they have contributed to the Company.

Ordinary shareholders shall have the following rights:

- a. To attend and express opinions at meetings of the General Meeting of Shareholders and exercise the right to vote directly at such meetings or through an authorized representative or by remote voting. Each ordinary share carries one vote;
- b. To receive dividends at the rate determined by the General Meeting of Shareholders;
- c. To have priority in purchasing new shares offered for sale in proportion to their shareholding of ordinary shares;
- d. To freely transfer their shares to other persons, except in the cases provided in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
- đ. To inspect, search, and extract information about the names and contact addresses in the list of shareholders entitled to vote; and to request correction of any incorrect information;
- e. To inspect, search, extract, or make copies of the Company's Charter, minutes of meetings and resolutions of the General Meeting of Shareholders;
- g. In the event of the Company's dissolution or bankruptcy, to receive a portion of the remaining assets in proportion to their shareholding after the Company has paid all debts

(including obligations to the State, taxes, and fees) and made payments to shareholders holding other classes of shares as prescribed by law;

h. To request the Company to repurchase their shares in the cases stipulated in Article 132 of the Law on Enterprises;

i. To be treated equally. Each share of the same class shall give the shareholder the same rights, obligations, and interests. Where the Company has preferred shares, the rights and obligations associated with such shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;

k. To access full periodic and extraordinary information disclosed by the Company as prescribed by law;

l. To have their lawful rights and interests protected; to request suspension or annulment of resolutions or decisions of the General Meeting of Shareholders and the Board of Directors as stipulated by the Law on Enterprises;

m. Other rights as prescribed by law and this Charter.

(Other rights regarding different classes of shares)

2. A shareholder or group of shareholders holding 5% or more of the total ordinary shares shall have the following rights:

a. To request the Board of Directors to convene the General Meeting of Shareholders according to Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b. To inspect, search, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions required to be approved by the Board of Directors, and other documents, excluding those related to business secrets or confidential information of the Company;

c. To request the Supervisory Board to examine specific issues related to the management and administration of the Company's operations when deemed necessary. Such request must be in writing and include the following details: full name, contact address, nationality, and legal document number of individuals (for individual shareholders); name, enterprise code or legal document number, and headquarters address (for institutional shareholders); number of shares and date of share registration of each shareholder, total number of shares held by the group, and their ownership percentage in the Company; issue(s) to be examined and purpose of the examination;

d. To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and submitted to the Company at least 3 working days before the opening date. It must specify the shareholder's name, number of each class of shares held, and the issue proposed to be included in the meeting agenda;

đ. Other rights as prescribed by law and this Charter.

3. A shareholder or group of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board. The nomination shall be made as follows:

a) Shareholders forming a group to nominate candidates to the Board of Directors and Supervisory Board must notify the other attending shareholders about the group formation before the General Meeting of Shareholders commences;

b) Based on the number of members of the Board of Directors and Supervisory Board, shareholders or groups of shareholders as specified in this Clause shall be entitled to nominate one or more candidates to the Board of Directors and Supervisory Board in accordance with the decision of the General Meeting of Shareholders. If the number of nominees nominated by such shareholders or groups is less than the number of nominees they are entitled to nominate under the General Meeting's decision, the remaining nominees shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

### **Article 13. Obligations of Shareholders**

Ordinary shareholders shall have the following obligations:

1. To comply with the Company Charter and internal regulations of the Company, and abide by decisions of the General Meeting of Shareholders and the Board of Directors.
2. To attend meetings of the General Meeting of Shareholders and exercise the right to vote via the following methods:
  - a. Attending and voting directly at the meeting;
  - b. Authorizing another person to attend and vote at the meeting;
  - c. Attending and voting via online meetings, electronic voting, or other electronic methods;
  - d. Sending voting ballots to the meeting via mail, fax, or email;
  - đ. Sending voting ballots via [other means] as prescribed in the Company Charter.
3. To pay for the shares registered for purchase as prescribed.
4. To provide accurate addresses when registering to purchase shares.
5. To fulfill other obligations as prescribed by prevailing laws.
6. To bear personal liability when acting on behalf of the Company in any form to perform the following acts:
  - a. Violation of laws;
  - b. Conducting business or transactions for personal gain or for the benefit of another organization or individual;
  - c. Making early payments of debts in the face of financial risks for the Company.
7. To keep confidential the information provided by the Company in accordance with this Charter and the law; to use such information solely for exercising and protecting their lawful rights and interests; the dissemination or duplication, transmission of such information to other organizations or individuals is strictly prohibited.
8. Not to withdraw contributed capital in the form of ordinary shares from the Company in any form, except in cases where the Company or other persons repurchase their shares. If a shareholder withdraws part or all of their share capital in contravention of this Clause, that shareholder and any related beneficiary within the Company shall be jointly liable for the Company's debts and other property obligations up to the value of the shares withdrawn and any resulting damages.

(Other obligations regarding different classes of shares)

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

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making authority of the Company. The General Meeting of Shareholders shall convene an annual meeting once a year and within four (04) months from the end of the fiscal year. Unless otherwise stipulated in the Company's Charter, the Board of Directors may decide to extend the holding of the annual General Meeting of Shareholders if deemed necessary, but the extension shall not exceed six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings. The location of the General Meeting of Shareholders shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Charter of the Company, particularly the approval of the annual financial statements and the budget for the subsequent fiscal year. In case the auditor's report on the Company's annual financial statements contains material exceptions, adverse opinion, or disclaimer of opinion, the Company must invite a representative of the approved auditing organization that conducted the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting.

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

- a. When deemed necessary in the interest of the Company by the Board of Directors;
- b. The number of members of the Board of Directors, independent members of the Board of Directors, or Controllers falls below the statutory minimum or is reduced by more than one-third (1/3) of the number of members as stipulated in this Charter;
- c. Upon the request of shareholders or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; such request must be made in writing, clearly stating the reasons and purpose of the meeting, and signed by the relevant shareholders, or compiled from multiple documents bearing the signatures of the relevant shareholders;
- d. Upon the request of the Supervisory Board;
- đ. Other cases as prescribed by law and this Charter.

4. Convening of an Extraordinary General Meeting of Shareholders:

a. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or Controllers falls as stated in Point b, Clause 3 of this Article, or upon receipt of a request under Point c or d, Clause 3 of this Article;

b. If the Board of Directors fails to convene the General Meeting of Shareholders as provided in Point a, Clause 4 of this Article, then within the next thirty (30) days, the Supervisory Board shall convene the General Meeting of Shareholders in lieu of the Board of Directors in accordance with Clause 3, Article 140 of the Law on Enterprises;

c. If the Supervisory Board fails to convene the General Meeting of Shareholders as stipulated in Point b, Clause 4 of this Article, the shareholders or group of shareholders referred to in Point c, Clause 3 of this Article shall have the right to request the legal representative of the

Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.

In this case, the shareholders or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the process, procedures of convening, conducting the meeting, and decision-making of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such costs do not include expenses incurred by shareholders attending the meeting, including accommodation and travel expenses.

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

1. The General Meeting of Shareholders has the right to discuss and approve the following matters:

- a. Approve the Company's development orientation;
- b. Decide the types of shares and the total number of shares of each type that are entitled to be offered for sale; decide the annual dividend rate for each type of share;
- c. Elect, dismiss, or remove members of the Board of Directors and the Supervisory Board;
- d. Decide on investment or sale of assets with a value equal to or greater than 35% of the total assets recorded in the Company's latest financial statements, [except for cases where the Company's Charter stipulates a different ratio or value];
- d. Decide on amendments and supplements to the Company's Charter;
- e. Approve the annual financial statements;
- g. Decide to repurchase more than 10% of the total number of shares sold of each type;
- h. Review and handle violations committed by members of the Board of Directors or the Supervisory Board that cause damage to the Company and its shareholders;
- i. Decide on the reorganization or dissolution of the Company;
- k. Decide the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- l. Approve the Internal Governance Regulations; operational regulations of the Board of Directors and the Supervisory Board;
- m. Approve the list of approved auditing firms; decide on approved auditing firms to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary;
- n. Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders shall discuss and approve the following matters:

- a. The Company's annual business plan;
- b. The audited annual financial statements;
- c. The report of the Board of Directors on governance and the performance of the Board and each member; [In case the Company operates under the model prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises, independent members of the Board of Directors are responsible for reporting at the annual General Meeting of Shareholders in accordance with

Article 284 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain articles of the Securities Law];

d. The report of the Supervisory Board on the Company's business results, activities of the Board of Directors, and the Director (General Director);

d. The self-assessment report on the activities of the Supervisory Board and its members;

e. The dividend rate for each type of share;

g. The number of members of the Board of Directors and the Supervisory Board;

h. Elect, dismiss, or remove members of the Board of Directors and the Supervisory Board;

i. Decide the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

k. Approve the list of approved auditing firms; decide on the approved auditing firm to audit the Company's operations when deemed necessary;

l. Amend and supplement the Company's Charter;

m. The types and quantities of newly issued shares of each type and the transfer of shares of founding members within the first three years from the date of establishment;

n. Division, separation, merger, consolidation, or conversion of the Company;

o. Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;

p. Decide on investment or sale of assets with a value equal to or greater than [35%] of the total assets recorded in the Company's latest financial statements [except for cases where the Company's Charter stipulates a different ratio or value];

q. Decide to repurchase more than 10% of the total number of shares sold of each type;

r. The Company's execution of contracts or transactions with subjects prescribed in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the Company's total assets recorded in the latest financial statements;

s. Approve transactions prescribed in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain articles of the Securities Law;

t. Approve the Internal Corporate Governance Regulations, operational regulations of the Board of Directors, and the Supervisory Board;

u. Other matters as prescribed by law and this Charter.

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

a. Approving contracts prescribed in Clause 2 of this Article when such shareholder or related persons of such shareholder are a party to the contract;

b. Repurchasing shares of such shareholder or related persons of such shareholder, except when the repurchase is carried out proportionally to the ownership ratio of all shareholders or repurchase is carried out through matched transactions on the Stock Exchange or public tender offers as prescribed by law.

4. All resolutions and matters included in the meeting 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 or authorized representatives of shareholders who are organizations may attend the meeting directly or authorize one or more other individuals or organizations to attend the meeting or attend via one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for attendance at the General Meeting of Shareholders must be made in writing using the Company's form and must bear signatures as follows:

a. If the authorizing shareholder is an individual, the authorization letter must be signed by such shareholder and the individual or legal representative of the authorized organization;

b. If the authorizing shareholder is an organization, the authorization letter must be signed by the authorized representative, the legal representative of the authorizing organization, and the individual or legal representative of the authorized organization;

c. In other cases, the authorization letter must be signed by the legal representative of the shareholder and the authorized attendee.

The authorized person attending the General Meeting of Shareholders must submit the authorization document when registering to attend before entering the meeting room.

3. In case a lawyer signs on behalf of the authorizing party to appoint the authorized representative, such appointment is only effective if the power of attorney to the lawyer is presented together with the appointment letter of the authorized representative (if not previously registered with the Company).

4. Except as prescribed in Clause 3 of this Article, the voting ballot of the authorized person remains valid in the following cases:

a. The authorizing person dies, is restricted or loses civil act capacity;

b. The authorizing person cancels the authorization;

c. The authorizing person revokes the powers of the authorized person.

This clause does not apply if the Company receives notification of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

## **Article 17. Change of Rights**

1. Any amendment or cancellation of special rights attached to a class of preferred shares shall take effect when approved by shareholders representing at least 65% of the total voting shares of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders that adversely changes the rights and obligations of holders of preferred shares shall only be passed if approved by preferred shareholders of the same class holding at least 75% of the total preferred shares of that class attending the meeting, or by preferred shareholders of the same class holding at least 75% of the total preferred shares of that class in case of approval by written consent.

2. The organization of a meeting of shareholders holding a class of preferred shares to approve the change of rights as stated above shall only be valid if there are at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the par value of issued shares of that class. If the required number of delegates is not met, a subsequent meeting shall be held within thirty (30) days, and all holders of that class of shares present in person or by authorized representative, regardless of number, shall be considered a quorum. At

such meetings of preferred shareholders, those present in person or by proxy may request a secret ballot. Each share of the same class shall have equal voting rights at these meetings.

3. The procedures for conducting such separate meetings shall be carried out in accordance with the provisions of Articles 19, 20, and 21 of these Articles of Association.

4. Unless otherwise provided in the terms of share issuance, special rights attached to classes of preferred shares regarding some or all matters related to the distribution of profits or company assets shall not be altered by the Company's issuance of additional shares of the same class.

#### **Article 18. Convening Meetings, Meeting Agenda, and Notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene the General Meeting of Shareholders or the General Meeting shall be convened in the cases prescribed in Clause 3, Article 14 of these Articles of Association.

2. The convener of the General Meeting of Shareholders shall undertake the following tasks:

a. Prepare the list of shareholders entitled to attend and vote at the GMS. The list of shareholders entitled to attend the GMS shall be made no more than [10 days] before sending the notice of the GMS [unless a shorter period is prescribed by the Company's Charter]. The Company must disclose information on the preparation of the list of shareholders entitled to attend the GMS at least 20 days before the record date;

b. Prepare the agenda and content of the meeting;

c. Prepare documents for the meeting;

d. Draft resolutions of the GMS according to the proposed meeting contents;

đ. Determine the time and venue of the meeting;

e. Notify and send the notice of the GMS to all shareholders entitled to attend;

g. Other tasks serving the meeting.

3. The notice of the GMS must be sent to all shareholders by a method ensuring delivery to the shareholders' contact addresses and simultaneously published on the Company's website and the State Securities Commission's website, as well as the stock exchange where the Company's shares are listed or registered for trading. The convenor must send the notice to all shareholders on the list of entitled shareholders no later than 21 days before the meeting date (counted from the date the notice is sent or properly dispatched). The meeting agenda and related documents for matters to be voted on must be sent to shareholders and/or published on the Company's website. If documents are not sent with the meeting notice, the notice must specify the link to access all meeting documents, including:

a. Meeting agenda and documents used at the meeting;

b. List and detailed information of candidates in the case of electing members of the Board of Directors or Supervisory Board;

c. Voting ballots;

d. Proxy appointment forms for attending the meeting;

đ. Draft resolutions on each issue in the meeting agenda.

4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the GMS agenda. Proposals must be made in writing and sent to the Company at least three (03) working days before the GMS meeting date. Proposals must include the full name, permanent address, nationality, identification card number, citizen identification number, passport, or other valid personal identification of individual shareholders; or name, enterprise code or establishment decision number, and headquarters address of organizational shareholders; the number and class of shares held; and the content of the proposal for inclusion in the agenda.

5. The convenor has the right to refuse proposals under Clause 4 of this Article if:

a. The proposal is not submitted in accordance with Clause 4 of this Article;

b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of common shares continuously for at least six (06) months as prescribed in Clause 2, Article 12 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.

6. The convenor must accept and include the proposals under Clause 4 of this Article in the draft agenda and content of the meeting, except in cases prescribed in Clause 5 of this Article; the proposals shall be officially added to the meeting agenda and content if approved by the GMS.

#### **Article 19. Conditions for Holding the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents at least 51% of the total voting shares.

2. In the event that the required number of delegates is not present within thirty (30) minutes from the scheduled time of the meeting's commencement, the convenor shall cancel the meeting. The General Meeting of Shareholders must be re-convened within thirty (30) days from the originally planned date of the first meeting. The second General Meeting of Shareholders shall only be held if the number of attending shareholders represents at least 33% of the total voting shares.

3. If the second meeting cannot be held due to insufficient delegates within thirty (30) minutes from the scheduled commencement time, the third General Meeting of Shareholders may be convened within twenty (20) days from the planned date of the second meeting. In this case, the meeting shall proceed regardless of the total number of voting shares represented by the attending shareholders, be considered valid, and have the authority to decide on all matters planned for approval at the first General Meeting of Shareholders.

#### **Article 20. Procedures for Conducting the Meeting and Voting at the General Meeting of Shareholders**

1. The Company must conduct shareholder registration procedures and must register all shareholders entitled to attend the meeting in the following order:

a. During shareholder registration, the Company shall issue a voting card to each shareholder or authorized representative with voting rights, which records the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares of that shareholder. The General Meeting of Shareholders shall discuss and vote on each agenda item. Voting shall be conducted by voting in favor, against, or abstaining. At the Meeting, voting cards approving the resolution shall be collected first, cards opposing the

resolution collected afterward, and finally, the total votes in favor or against shall be counted to decide. The vote counting results shall be announced by the Chairperson immediately before the meeting is adjourned [except where otherwise provided in the Company's Charter]. The General Meeting shall elect persons responsible for vote counting or supervising the vote counting upon the Chairperson's proposal. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the Chairperson's proposal;

b. Shareholders or authorized representatives arriving after the meeting has commenced have the right to register immediately and subsequently participate and vote at the meeting after registration. The Chairperson is not responsible for stopping the meeting for late arrivals to register, and the validity of matters voted on prior shall not be affected.

2. Election of the Chairperson, Secretary, and Vote Counting Committee shall be conducted as follows:

a. The Chairman of the Board of Directors shall chair meetings convened by the Board of Directors. In case the Chairman is absent or temporarily incapable of working, the remaining members of the Board shall elect one of them to chair the meeting by majority vote. If no Chairperson is elected, the Head of the Supervisory Board shall preside until the General Meeting elects a Chairperson from among the attendees; the person receiving the highest votes shall be the Chairperson;

b. Except as provided in point (a), the person who signs the meeting convocation shall preside over the General Meeting to elect the Chairperson, and the person receiving the highest votes shall be the Chairperson;

c. The Chairperson shall appoint one or more persons as meeting secretary;

d. The General Meeting shall elect one or more persons to the vote counting committee upon the Chairperson's proposal.

3. The meeting agenda and content must be approved by the General Meeting at the opening session. The agenda shall clearly and specifically specify the time for each agenda item.

4. The Chairperson of the meeting may carry out necessary activities to ensure the General Meeting is conducted legally, orderly, according to the approved agenda, and reflects the wishes of the majority of attending delegates, including:

a) Arranging seating at the meeting venue;

b) Ensuring safety for all persons present;

c) Facilitating shareholders' attendance (or continued attendance). The convener has full authority to change the above measures and apply all necessary measures, which may include issuing entry passes or other selection forms.

5. The General Meeting shall discuss and vote on each agenda item. Voting shall be conducted by voting in favor, against, or abstaining. The vote counting results shall be announced by the Chairperson immediately before the meeting is adjourned.

6. Shareholders or authorized representatives arriving after the meeting has commenced are still entitled to register and vote immediately after registration; the validity of prior voted matters shall remain unchanged.

7. The convener or Chairperson of the General Meeting has the following rights:

a. Request all attendees to undergo lawful and reasonable security checks or other measures;

b. Request competent authorities to maintain order during the meeting; expel persons who do not comply with the Chairperson's directions, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to comply with security checks from the General Meeting.

8. The Chairperson may postpone the meeting, which has enough registered attendees, for no more than three (03) working days from the scheduled opening date and may only postpone or change the venue under the following circumstances:

- a. The meeting venue does not have sufficient convenient seating for all attendees;
- b. The communication facilities at the venue do not ensure shareholders can participate, discuss, and vote;
- c. Attendees disrupt order or threaten to prevent the meeting from being conducted fairly and legally.

9. If the Chairperson postpones or suspends the General Meeting contrary to the provisions of Clause 8 of this Article, the General Meeting shall elect another person from the attendees to replace the Chairperson to conduct the meeting until it ends; all resolutions passed at that meeting shall be valid and enforceable.

10. If the Company applies modern technology to organize the General Meeting through online meetings, the Company is responsible for ensuring shareholders participate and vote by electronic voting or other electronic forms as stipulated in Article 144 of the Enterprise Law and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law.

#### **Article 21. Approval of Decisions of the General Meeting of Shareholders**

1. The General Meeting shall approve resolutions within its authority by voting at the meeting or by collecting written opinions.

2. Resolutions on the following matters shall be approved if at least 65% of the total voting shares of all attending shareholders voting at the meeting vote in favor (for in-person meetings) or at least 65% of the total voting shares of all shareholders with voting rights vote in favor (for written opinion collection):

- a. Types of shares and total shares of each type;
- b. Change of business sectors, trades, and fields;
- c. Change of the Company's organizational management structure;
- d. Investment projects or sale of assets valued at 35% or more of the total asset value recorded in the most recent audited financial statements;
- đ. Reorganization or dissolution of the Company;
- e. Amendment and supplementation of the Charter.

3. Resolutions shall be approved if more than 50% of the total voting shares of all attending shareholders voting at the meeting vote in favor (for in-person meetings) or more than 50% of the total voting shares of all shareholders with voting rights vote in favor (for written opinion collection), except as otherwise provided in Clause 2 of this Article.

4. Resolutions approved by 100% of total voting shares shall be legal and effective even if the procedure of convening and approval violates the Enterprise Law or the Company's Charter.

## **Article 22. Authority and Procedures for Collecting Shareholders' Written Opinions to Approve Resolutions of the General Meeting of Shareholders**

The authority and procedures for collecting shareholders' written opinions to approve resolutions of the General Meeting of Shareholders shall be conducted as follows:

1. The Board of Directors has the right to collect shareholders' written opinions to approve resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company.

2. The Board of Directors must prepare the opinion collection ballot, draft resolutions of the General Meeting of Shareholders, and explanatory documents of the draft resolutions. The Board of Directors must ensure the delivery and publication of the documents to shareholders within a reasonable period for review and voting, and must send them no later than ten (10) days prior to the deadline for receiving the completed opinion ballots. The requirements and methods of sending the opinion ballots and accompanying documents shall comply with the provisions specified in Clause 3, Article 18 of these Articles of Association.

3. The opinion ballot must include the following principal contents:

a. Name, address of the head office, and enterprise code;

b. Purpose of collecting opinions;

c. Full name, permanent address, nationality, citizen identification card number, identity card number, passport, or other lawful personal identification of individual shareholders; name, enterprise code or establishment decision number, head office address of organizational shareholders; or full name, permanent address, nationality, citizen identification card number, identity card number, passport, or other lawful personal identification of the authorized representative of the organizational shareholder; the number of shares of each type and the number of voting ballots of the shareholder;

d. The issue(s) for which opinions are being collected to approve the decision;

đ. Voting options including approval, disapproval, and no opinion on each issue for which opinions are collected;

e. Deadline for sending the completed opinion ballots back to the Company;

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

4. Shareholders may send the completed opinion ballots to the Company by post, fax, or email according to the following provisions:

a) In the case of postal delivery, the completed opinion ballot must bear the signature of the individual shareholder or the authorized representative or legal representative of the organizational shareholder. The opinion ballots sent to the Company must be enclosed in a sealed envelope, which must not be opened prior to vote counting;

b) In the case of fax or email delivery, the opinion ballots sent to the Company must be kept confidential until the vote counting time;

c) Opinion ballots sent to the Company after the deadline specified in the ballot or those opened prematurely in postal delivery or disclosed during fax/email delivery shall be invalid. Opinion ballots not sent shall be regarded as abstentions.

5. The Board of Directors shall count the votes and prepare the vote counting minutes in the presence of the Supervisory Board or shareholders who are not members of the company's management. The vote counting minutes must include the following principal contents:

- a. Name, address of the head office, and enterprise code;
- b. Purpose and issues for which opinions were collected to approve the resolution;
- c. Number of shareholders and total number of voting ballots participating in the vote, distinguishing valid and invalid ballots and the methods of delivery, accompanied by a list of shareholders who participated in voting;
- d. Total number of votes approving, disapproving, and abstaining on each issue;
- đ. Issues approved;
- e. Full names and signatures of the Chairman of the Board of Directors, the legal representative of the Company, the vote counters, and the vote supervisors.

Members of the Board of Directors, vote counters, and vote supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; they shall be jointly liable for damages arising from decisions approved based on untruthful or inaccurate vote counting.

6. The vote counting minutes shall be sent to shareholders within fifteen (15) days from the vote counting completion date. In the case the Company has an electronic information portal, posting the vote counting minutes on the Company's electronic information portal within twenty-four (24) hours from the vote counting completion time may replace sending the minutes.

7. Completed opinion ballots, vote counting minutes, approved resolutions, and related documents sent together with the opinion ballots must be kept at the Company's head office.

8. Resolutions approved by written opinion collection must be agreed upon by shareholders representing at least 51% of the total voting shares and shall have the same validity as resolutions approved at the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders must have minutes recorded and may be audio recorded or recorded and kept under other electronic forms. The minutes must be prepared in Vietnamese and may be additionally prepared in English, including the following principal contents:

- a. Name, address of the head office, and enterprise code;
- b. Time and venue of the General Meeting of Shareholders;
- c. Agenda and content of the meeting;
- d. Names of the chairperson and secretary;
- đ. Summary of the meeting's proceedings and shareholders' statements on each agenda item;
- e. Number of shareholders and total number of voting ballots of attending shareholders, accompanied by the appendix of registered shareholders and shareholder representatives attending the meeting with corresponding shareholding and number of votes;

g. Total votes on each agenda item, specifying voting methods, total valid and invalid votes, approvals, disapprovals, and abstentions; corresponding rates over the total votes of attending shareholders;

h. Issues approved and corresponding approval rates;

i. Full names and signatures of the chairperson and secretary.

2. The minutes of the General Meeting of Shareholders must be completed and adopted before the conclusion of the meeting. The chairperson and the secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the accuracy and truthfulness of the contents of the minutes.

3. The minutes shall be prepared in both Vietnamese and English, and both versions shall have equal legal validity. In case of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail.

4. The resolution, the minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting with shareholders' signatures, proxies to attend the meeting, all documents attached to the minutes (if any), and any relevant materials accompanying the notice of invitation must be disclosed in accordance with the regulations on information disclosure in the securities market and must be retained at the Company's head office.

#### **Article 24. Request for Annulment of Resolution of the General Meeting of Shareholders**

Within 90 days from the date of receipt of the resolution or the minutes of the General Meeting of Shareholders or the minutes of vote counting by written consultation, shareholders or groups of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a Court or Arbitration to review and annul the resolution or part of the contents of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting or collecting shareholders' written opinions and issuing decisions of the General Meeting of Shareholders were not carried out in accordance with the provisions of the Law on Enterprises and the Company's Charter, except for the case specified in Clause 3, Article 21 of this Charter.

2. The contents of the resolution violate the law or this Charter.

In the event that a resolution of the General Meeting of Shareholders is annulled pursuant to a decision of a Court or Arbitration, the person who convened the annulled meeting may consider organizing a new General Meeting of Shareholders within thirty (30) days in accordance with the order and procedures prescribed by the Law on Enterprises and this Charter.

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

#### **Article 25. Nomination and Candidacy of Members of the Board of Directors**

1. In case the candidates have been identified in advance, information regarding the candidates for the Board of Directors shall be included in the General Meeting of Shareholders' documents and published at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review the candidates before voting. Candidates for the Board of Directors must provide a written commitment as to the truthfulness, accuracy, and reasonableness of their disclosed personal information and must commit to perform their duties with integrity if elected as members of the Board of Directors. The information disclosed regarding candidates for the Board of Directors must include at least the following:

- a. Full name, date of birth;
- b. Educational background;
- c. Professional qualifications;
- d. Employment history;
- d. Companies in which the candidate holds the position of member of the Board of Directors or other managerial positions;
- e. Related interests in the Company and its related parties (if any);
- g. Full name of the shareholder or group of shareholders nominating the candidate (if any);
- h. Other information (if any);
- i. Public companies must disclose information regarding companies in which the candidate is a member of the Board of Directors, holds other managerial positions, and any related interests of the candidate in those companies (if any).

2. Shareholders holding ordinary shares continuously for at least six (06) months shall have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 5% to less than 10% of the total number of voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to 80% may nominate up to seven (07) candidates; and from 80% to less than 90% may nominate up to eight (08) candidates.

3. In the event that the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient according to Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Company Charter, the internal corporate governance regulations, and the Rules of Operation of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors as prescribed by law.

4. Members of the Board of Directors must meet the standards and conditions as prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises.

## **Article 26. Composition and Term of the Members of the Board of Directors**

- 1. The number of members of the Board of Directors shall be six (06) persons.
- 2. The term of office of a member of the Board of Directors shall not exceed five (05) years and he/she may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. In case all members of the Board of Directors simultaneously end their term of office, they shall continue to act as members of the Board of Directors until new members are elected to replace and take over their duties.
- 3. The structure of the Board of Directors is as follows:

The Board of Directors includes 01 Chairman of the Board of Directors, 01 Vice Chairman of the Board of Directors, and 05 members of the Board of Directors.

The total number of independent members of the Board of Directors must comply with the following provisions:

a) At least 01 independent member if the company has 03 to 05 members on the Board of Directors;

b) At least 02 independent members if the company has 06 to 08 members on the Board of Directors;

c) At least 03 independent members if the company has 09 to 11 members on the Board of Directors.

4. A member of the Board of Directors shall no longer be a member in the following cases:

a. Failing to meet the qualifications to be a member of the Board of Directors or being dismissed or removed by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises;

b. Submission of a resignation letter;

c. Mental disorder with professional evidence from other Board members indicating the loss of legal capacity;

d. Failure to attend meetings of the Board of Directors for six (06) consecutive months, except in cases of force majeure;

đ. As decided by the General Meeting of Shareholders;

e. Providing false personal information to the Company as a candidate for the Board of Directors;

g. Other cases as prescribed by law and this Charter.

5. The appointment of members to the Board of Directors must be disclosed in accordance with the provisions of the law on securities and the securities market.

6. A member of the Board of Directors may not necessarily be a shareholder of the Company.

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

1. The business operations and affairs of the Company shall be subject to the supervision and direction of the Board of Directors. The Board of Directors is the body with full authority to exercise the rights and obligations of the Company not falling under the jurisdiction of the General Meeting of Shareholders.

2. The rights and duties of the Board of Directors are prescribed by law, the Company Charter, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:

a. Decide on the strategy, medium-term development plan, and annual business plan of the Company;

b. Propose the types of shares to be issued and the total number of shares authorized for offering and issuance by type;

c. Decide on the sale of unsold shares within the scope of authorized offering by type; decide on additional capital mobilization by other means;

d. Decide on the offering price of shares, bonds in cases authorized by the General Meeting of Shareholders;

d. Decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;

e. Decide on investment plans and investment projects within its authority and legal limits;

g) Decide on solutions for market development, marketing, and technology;

h) Approve contracts for purchase, sale, borrowing, lending, and other transactions with a value of 35% or more of the Company's total assets based on the latest financial statements, except for contracts and transactions under the authority of the General Meeting of Shareholders as prescribed in point d Clause 2 Article 138 and Clauses 1 and 3 Article 167 of the Law on Enterprises;

i) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign and terminate contracts with the Director (General Director) and other key managers as prescribed by the Company Charter; decide their salaries, remuneration, bonuses, and other benefits; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, decide on their remuneration and other benefits;

k. Supervise and direct the General Director and other executives;

l. Decide on the organizational structure of the Company, establishment of subsidiaries, branches, representative offices, and contribution of capital or acquisition of shares in other enterprises;

m. Approve the agenda, documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions from shareholders to pass resolutions;

n. Submit the audited annual financial statements and corporate governance reports to the General Meeting of Shareholders;

o. Propose the annual dividend rate; decide on the time and procedures for dividend payment or handling of business losses;

p. Propose the reorganization or dissolution of the Company; request bankruptcy of the Company;

q. Decide on the promulgation of the Regulation on the Operation of the Board of Directors and the Internal Corporate Governance Regulations after being approved by the General Meeting of Shareholders; promulgate regulations on the operation of the Audit Committee under the Board of Directors, and on information disclosure of the Company;

r. Propose the issuance of convertible bonds and bonds with warrants;

s. Other rights and obligations in accordance with the Law on Enterprises, the Law on Securities, other legal provisions, and the Company Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of its activities in accordance with Article 280 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. If the Board of Directors fails to present such a report, the Company's annual financial statements shall be considered invalid and not approved by the Board of Directors.

4. Unless otherwise provided by law and this Charter, the Board of Directors may delegate authority to subordinates and other executives to represent and handle affairs on behalf of the Company.

#### **Article 28. Remuneration, Salaries and Other Benefits of the Members of the Board of Directors**

1. Members of the Board of Directors (excluding authorized representatives) shall receive remuneration for their work as members of the Board of Directors. The total remuneration of the Board of Directors shall be determined by the General Meeting of Shareholders. This remuneration shall be divided among the members as agreed within the Board of Directors or equally in case no agreement is reached.

2. The total amount paid to each member of the Board of Directors including remuneration, expenses, commissions, share purchase rights, and other benefits received from the Company, its subsidiaries, affiliates, and other companies where the member is a representative of the Company's contributed capital must be disclosed in detail in the Company's Annual Report. The remuneration of Board members must be shown as a separate item in the Company's annual financial statements.

3. A member of the Board of Directors holding an executive position or working on committees of the Board of Directors or performing tasks that, in the opinion of the Board of Directors, are beyond the normal duties of a member, may be paid additional remuneration in the form of a lump sum payment, salary, commission, profit percentage, or in other forms as decided by the Board of Directors.

4. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in the course of performing their duties as members of the Board, including expenses incurred for attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.

5. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval of the General Meeting of Shareholders. This insurance shall not cover liabilities related to violations of law or this Charter.

#### **Article 29. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, dismissed, and removed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors shall not concurrently hold the position of Director (General Director).

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

- a. Prepare the activity program and plan of the Board of Directors;
- b. Prepare the agenda, documents, convene and preside over meetings of the Board of Directors; preside over meetings of the General Meeting of Shareholders; and exercise other rights and obligations as prescribed by the Law on Enterprises and this Charter;
- c. Organize the passing of resolutions and decisions of the Board of Directors;
- d. Supervise the implementation of resolutions and decisions of the Board of Directors;
- đ. Preside over meetings of the General Meeting of Shareholders;
- e. Other rights and obligations as prescribed by the Law on Enterprises.

4. The Chairman of the Board of Directors is responsible for ensuring that the Board submits the annual financial statements, business operation report, audit report, and Board's inspection report to shareholders at the General Meeting of Shareholders.

5. The Chairman of the Board of Directors may be removed by a resolution of the Board of Directors. In case of resignation or removal, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or removal decision.

6. If the Chairman is absent or unable to perform his/her duties, he/she shall authorize the Vice Chairman in writing to exercise the Chairman's rights and obligations. If there is no authorized person or the Chairman is deceased, missing, under detention, serving a prison sentence, undergoing administrative measures at a compulsory rehab or education center, absconding, legally incapacitated, or prohibited by court from holding positions or practicing certain professions, the remaining members shall elect one among them to act as Chairman on a majority basis until a new decision is made by the Board.

Duties and Powers of the Vice Chairman of the Board of Directors: Represent the Chairman in performing the Chairman's duties when authorized or in case of absence. Carry out the tasks of the Vice Chairman as assigned by the Board of Directors and in accordance with Article 27 of this Charter.

### **Article 30. Meetings of the Board of Directors**

1. In case the Board of Directors elects a Chairperson, the Chairperson shall be elected at the first meeting of the term of the Board of Directors within seven (07) working days from the date the Board of Directors for that term is elected. This meeting shall be convened by the member receiving the highest number or the highest percentage of votes. In case there is more than one (01) member receiving the highest number or the highest percentage of votes, the members shall elect one (01) among them by majority vote to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once per quarter and may convene extraordinary meetings.

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

- a. At the request of the Supervisory Board or an independent member of the Board of Directors;
- b. At the request of the General Director (CEO) or at least five other managers;
- c. At the request of at least two members of the Board of Directors;
- d. Other cases (if any).

4. The requests specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed and decided under the authority of the Board of Directors.

5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. If the Chairperson fails to convene the meeting as requested, he/she shall be liable for any damages caused to the Company; the requester shall have the right to convene the meeting of the Board of Directors in lieu of the Chairperson.

6. The Chairperson of the Board of Directors or the person convening the meeting must send a notice of meeting no later than [03 working days] prior to the meeting date. The notice must specify the time and place of the meeting, the agenda, and the issues to be discussed and decided. The notice must be accompanied by materials for the meeting and voting ballots of the members.

7. The Chairperson or the person convening the meeting must also send the notice of meeting and accompanying materials to members of the Supervisory Board in the same manner as to members of the Board of Directors.

8. A meeting of the Board of Directors shall be valid when at least three-fourths (3/4) of the total members are present in person or through a representative (authorized person) if approved by the majority of the Board of Directors.

If the quorum is not met, the meeting shall be reconvened within seven (07) days from the scheduled date of the first meeting. The second meeting shall be valid if more than half (1/2) of the members of the Board of Directors attend.

9. A member of the Board of Directors is considered to be attending and voting at the meeting in the following cases:

- a. Attending and voting in person at the meeting;
- b. Authorizing another person to attend and vote according to Clause 11 of this Article;
- c. Attending and voting via teleconference, electronic voting, or other electronic forms;
- d. Sending the voting ballot to the meeting via mail, fax, or email;
- đ. Sending the voting ballot via other means.

10. Meetings of the Board of Directors may be held by teleconference when all or some members are located in different places, provided that each participating member can:

- a. Hear each of the other participating members speak at the meeting;
- b. Speak to all other participating members simultaneously.

Discussions among members may be conducted directly via phone or other communication means, or by a combination thereof. A member participating in such a meeting shall be deemed “present” at the meeting. The meeting location under this provision shall be the place with the greatest number of Board members present or the place where the Chairperson is present.

Decisions made at a teleconference meeting shall be valid immediately upon conclusion of the meeting but must be confirmed by signatures of all participating Board members in the minutes.

11. A member of the Board of Directors may send a voting ballot to the meeting by mail, fax, or email. In case of voting by mail, the ballot must be sealed in an envelope and delivered to the Chairperson no later than one (01) hour before the meeting starts. The ballot shall only be opened in the presence of all attendees.

12. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by the majority of the Board of Directors.

13. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction already signed or intended to be signed with the Company and is aware of his/her interest therein must disclose such interest at the first Board meeting discussing the contract or transaction. If the member was unaware at the time the contract or transaction was entered into, he/she must disclose such interest at the first Board meeting held after learning of such interest.

14. The Board of Directors adopts decisions and issues resolutions based on a majority vote of the attending members. In case of a tie, the vote of the Chairperson shall be decisive.

15. Resolutions adopted by way of written consultation shall be passed with the approval of the majority of voting members of the Board of Directors. Such resolution shall have the same validity and effect as if passed at a meeting.

### **Article 31. Committees of the Board of Directors**

1. The Board of Directors may establish committees responsible for development policies, human resources, remuneration, and internal audit. The number of committee members shall be decided by the Board of Directors, but should include at least three (03) members, including both Board members and external members. Independent/non-executive Board members should constitute a majority of the committee, and one of them shall be appointed as the Head of the committee by the Board of Directors. The activities of the committee must comply with regulations issued by the Board. A resolution of the committee shall only be valid if the majority of the attending and voting members are members of the Board of Directors.

2. The implementation of decisions by the Board of Directors, its committees, or individuals acting as committee members must comply with applicable laws and the Company's Charter.

### **Article 32. Corporate Governance Officer**

1. The Board of Directors shall appoint at least one (01) person as the Corporate Governance Officer to support effective corporate governance. The term of the Corporate Governance Officer shall be decided by the Board of Directors, with a maximum of five (05) years.

The Corporate Governance Officer may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The Corporate Governance Officer must meet the following criteria:

- a. Have knowledge of the law;
- b. Not concurrently work for the independent audit firm auditing the Company's financial statements;
- c. Meet other criteria as prescribed by law, this Charter, and decisions of the Board of Directors.

3. The Board of Directors may dismiss the Corporate Governance Officer as necessary but not in contravention of current labor laws. The Board may also appoint an Assistant to the Corporate Governance Officer as needed.

4. The Corporate Governance Officer shall have the following rights and obligations:

- a. Advise the Board of Directors in organizing the General Meeting of Shareholders and in dealings between the Company and shareholders;

- b. Prepare meetings of the Board of Directors, Supervisory Board, and General Meeting of Shareholders as requested by the Board or Supervisory Board;
- c. Advise on meeting procedures;
- d. Attend meetings;
- d. Advise on the drafting of Board resolutions in accordance with the law;
- e. Provide financial information, copies of Board minutes, and other information to Board members and Supervisors;
- g. Monitor and report to the Board on the Company's information disclosure activities;
- h. Serve as the contact point for related parties;
- i. Keep information confidential as required by law and the Company Charter;
- k. Other rights and obligations in accordance with the law and this Charter.

## **VIII. GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS**

### **Article 33. Organizational Structure of Management**

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

### **Article 34. Executive Officers of the Enterprise**

1. Executive officers of the Company include the Director (General Director), Deputy Directors (Deputy General Directors), Chief Accountant, and other executive officers as stipulated in the Company's Charter.

2. At the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executive officers in quantity and qualification appropriate to the organizational structure and management regulations as determined by the Board of Directors. Executive officers of the enterprise must diligently perform their duties to support the Company in achieving its operational and organizational goals.

3. The Director (General Director) shall be paid a salary and bonus. The salary and bonus of the Director (General Director) shall be decided by the Board of Directors.

4. The salary of executive officers shall be accounted for as a business expense of the Company in accordance with the regulations on corporate income tax, shall be disclosed 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 35. Appointment, Dismissal, Responsibilities, and Powers of the General Director**

1. The Board of Directors shall appoint one (01) member of the Board of Directors or another individual as the General Director and enter into a contract specifying remuneration, salary, and other benefits. The remuneration, salary, and other benefits of the General Director must be reported at the annual General Meeting of Shareholders, presented as a separate item in the annual Financial Statements, and disclosed in the Company's Annual Report.

2. The term of the General Director shall not exceed five (05) years and may be reappointed. The appointment may be terminated pursuant to the terms of the labor contract. The General Director shall not be prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the Company's Charter.

3. The General Director shall have the following rights and obligations:

a. Implement the resolutions of the Board of Directors and the General Meeting of Shareholders, and the business and investment plans approved by the Board of Directors and the General Meeting of Shareholders;

b. Decide on matters not requiring the Board of Directors' resolution, including representing the Company in signing financial and commercial contracts, organizing and operating the Company's daily business activities in accordance with best management practices;

c. Propose to the Board of Directors the organizational structure plan and internal management regulations of the Company;

d. Propose measures to enhance the Company's operations and management;

e. Recommend the number and candidates for executive positions the Company needs to recruit for the Board of Directors to appoint or dismiss according to internal regulations, and recommend remuneration, salary, and other benefits for executive officers for the Board of Directors to decide;

f. Consult with the Board of Directors when deciding on the number of employees, appointments, dismissals, salaries, allowances, benefits, and other terms of their labor contracts;

g. Within 30 days from the end of the fiscal year, submit to the Board of Directors for approval a detailed business plan for the next fiscal year, based on the requirements of the approved budget and five-year financial plan;

h. Prepare the Company's long-term, annual, and quarterly budgets (hereinafter referred to as "budgets") for long-term, annual, and quarterly management according to the business plan. The annual budget (including the projected balance sheet, income statement, and cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information stipulated in the Company's internal regulations;

i. Other rights and obligations as prescribed by law, this Charter, the Company's internal regulations, resolutions of the Board of Directors, and the labor contract signed with the Company.

4. The General Director shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these bodies upon request.

5. The Board of Directors may dismiss the General Director when the majority of voting members attending the meeting approve, and appoint a new General Director as a replacement.

## **IX. SUPERVISORY BOARD**

### **Article 36. Nomination and Candidacy for Supervisors**

1. The nomination and candidacy of Supervisors shall be carried out in accordance with Clause 1 and Clause 2, Article 25 of this Charter.

2. In case the number of candidates for the Supervisory Board through nomination and candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the mechanism provided in the Company's Charter and the Internal Corporate Governance Regulations. The mechanism for the incumbent Supervisory Board to nominate candidates must be clearly disclosed and approved by the General Meeting of Shareholders prior to implementation.

### **Article 37. Composition of the Supervisory Board**

1. The number of Supervisors of the Company shall be three (03). The term of a Supervisor shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

2. Supervisors must meet the standards and conditions prescribed in Clause 1, Article 164 of the Law on Enterprises, the Company's Charter, and must not fall into any of the following categories:

a. Working in the Company's accounting or finance department;

b. Being a member or employee of the independent auditing firm that audited the Company's financial statements in the past three (03) consecutive years.

3. The Supervisors shall elect one (01) person among them as the Head of the Supervisory Board by majority vote. The Head of the Supervisory Board must be a certified auditor or professional accountant and must work full-time at the Company. The Head of the Supervisory Board shall have the following rights and responsibilities:

a. Convene meetings of the Supervisory Board;

b. Request the Board of Directors, the General Director, and other executive officers to provide relevant information for the Supervisory Board's reporting purposes;

c. Prepare and sign the Supervisory Board's report after consulting with the Board of Directors to present to the General Meeting of Shareholders.

4. A Supervisor shall be dismissed in the following cases:

a. No longer meeting the standards and conditions to be a Supervisor as specified in Clause 2 of this Article;

b. Failing to perform rights and obligations for six (06) consecutive months, except in cases of force majeure;

c. Resignation is submitted and accepted;

d. Other cases as prescribed by law and this Charter.

5. A Supervisor shall be removed in the following cases:

a. Failing to fulfill assigned duties and responsibilities;

b. Committing serious or repeated violations of the obligations of a Supervisor as prescribed by the Law on Enterprises and the Company's Charter;

c. As decided by the General Meeting of Shareholders;

d. Other cases as prescribed by law and this Charter.

### **Article 38. Head of the Supervisory Board**

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, and removal shall be decided by majority rule. More

than half of the Supervisory Board members must reside in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a field related to the Company's business activities.

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

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

**Article 39. Rights and Duties of the Supervisory Board**

1. The Supervisory Board shall have the rights and duties in accordance with Article 170 of the Law on Enterprises, and the following rights and duties:

- a. To propose and recommend that the General Meeting of Shareholders approve an independent audit firm to audit the Company's financial statements;
- b. To be accountable to shareholders for its supervisory activities;
- c. To supervise the Company's financial status and the lawfulness of the activities of members of the Board of Directors, the General Director, other managers, and the coordination among the Supervisory Board, the Board of Directors, the General Director, and shareholders;
- d. If any violations of laws or the Company's Charter by a member of the Board of Directors, the General Director, or other executives are discovered, the Supervisory Board must notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease the violations and implement remedial measures;
- đ. To develop the Supervisory Board's operational regulations and submit them to the General Meeting of Shareholders for approval;
- e. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, issued by the Government detailing the implementation of several provisions of the Law on Securities;
- g. To have the right to access documents and records of the Company kept at the head office, branches, and other locations; to visit the workplace of the Company's managers and employees during working hours;
- h. To request the Board of Directors, members of the Board of Directors, the General Director (Director), and other managers to fully, accurately, and promptly provide information and documents on the management, administration, and business activities of the Company;
- i. Other rights and duties in accordance with laws and this Charter.

2. Members of the Board of Directors, the General Director, and other executives must fully, accurately, and promptly provide information and documents on the management, administration, and activities of the Company as requested by the Supervisory Board. The person in charge of corporate governance must ensure that all copies of resolutions, meeting minutes of the General Meeting of Shareholders and the Board of Directors, financial information, and other documents provided to shareholders and members of the Board of Directors are simultaneously and in the same manner provided to the Supervisors.

3. The Supervisory Board may issue regulations on its meetings and operation methods. The Supervisory Board must meet at least two (02) times per year and a meeting is valid when at least two-thirds (2/3) of its members are present.

4. Salaries, remuneration, bonuses, and other benefits of Supervisory Board members shall be determined by the General Meeting of Shareholders. Supervisory Board members shall be reimbursed for reasonable accommodation, travel, and other expenses incurred when attending meetings or performing other tasks of the Supervisory Board.

#### **Article 40. Meetings of the Supervisory Board**

1. The Supervisory Board shall meet at least twice a year. A meeting is valid when at least two-thirds (2/3) of the members are present. Detailed and clear minutes of each meeting must be prepared. The recorder and the attending members must sign the minutes. These minutes must be kept to determine the responsibility of each Supervisory Board member.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director (Director), and representatives of the approved audit organization to attend the meetings and clarify matters as necessary.

#### **Article 41. Salaries, Remuneration, Bonuses, and Other Benefits of Members of the Supervisory Board**

1. Members of the Supervisory Board shall be entitled to salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and use of independent consulting services. The total amount of remuneration and expenses must not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Supervisory Board shall be recorded as business expenses of the Company in accordance with the Law on Corporate Income Tax, other relevant laws, and shall be itemized in the Company's annual financial statements.

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

#### **Article 42. Duty of Care**

Members of the Board of Directors, Supervisors, the General Director, and other executives are responsible for performing their duties, including those as members of committees under the Board of Directors, with honesty and care for the benefit of the Company.

#### **Article 43. Duty of Honesty and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, Supervisors, the General Director, and other executives must disclose their related interests in accordance with Article 159 of the Law on Enterprises and other relevant legal regulations.

2. These individuals shall not use business opportunities that may bring benefits to the Company for personal purposes; nor may they use information obtained through their positions for personal gain or for the benefit of another organization or individual.

3. They are obligated to report to the Board of Directors all interests that may conflict with those of the Company that they may receive through legal entities, transactions, or other individuals.

4. Except where otherwise decided by the General Meeting of Shareholders, the Company may not grant loans or guarantees to members of the Board of Directors, Supervisors, the General Director, other executives, and individuals or organizations related to such members or legal entities in which such persons have financial interests, except in the case of public companies and related organizations that are part of the same group, or companies operating under a group structure, including parent-subsidary companies, economic groups, and where otherwise stipulated by specialized laws.

5. Members of the Board of Directors, Supervisory Board members, the Director, and other managers must submit a written notice to the Board of Directors and the Supervisory Board regarding any transactions between the Company, its subsidiaries, or other companies in which the public company holds over 50% of the charter capital, and such individual or their related persons, as prescribed by law. For transactions requiring approval by the General Meeting of Shareholders or the Board of Directors, the Company must disclose such resolutions in accordance with securities laws on information disclosure.

6. A member of the Board of Directors may not vote on any transaction in which they or their related persons have an interest, as prescribed by the Law on Enterprises and the Company's Charter.

7. Members of the Board of Directors, Supervisory Board, Director, other managers, and related persons may not use or disclose internal information for the purpose of executing related transactions.

8. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the Director, other executives, and individuals or organizations related to such persons shall not be invalid in the following cases:

a) For transactions with a value equal to or less than 35% of the total assets recorded in the latest financial statements, where the essential terms of the contract or transaction and the relationships and interests of involved individuals have been reported to and approved by the Board of Directors through a majority vote of non-interested members;

b) For transactions exceeding 35% in value, or transactions that result in a cumulative value within 12 months from the first transaction reaching 35% or more of the total assets recorded in the latest financial statements, the key terms of the transaction and the related relationships and interests must be disclosed to shareholders and approved by the General Meeting of Shareholders through a vote by disinterested shareholders.

#### **Article 44. Liability and Indemnification**

1. Members of the Board of Directors, Supervisors, the General Director, and other executives who violate their duty of honesty and care, or fail to perform their duties with due diligence and professional competence, shall be liable for any damages caused by their violations.

2. The Company shall indemnify any individual who is, has been, or may become a party in any claim, lawsuit, or legal proceeding (including civil, administrative cases, but excluding cases initiated by the Company), if such individual is or was a member of the Board of Directors, Supervisor, General Director, executive, employee, or authorized representative of the Company, and acted in good faith, with due care and diligence, in a manner they reasonably

believed to be in, or not opposed to, the best interests of the Company, and where there is no evidence of violation of their duties.

3. When performing duties or acting under the Company's authorization, a member of the Board of Directors, Supervisor, other executive, employee, or authorized representative shall be indemnified by the Company in cases where they are involved in claims, lawsuits, or proceedings (excluding cases initiated by the Company), if:

a. They acted in good faith, with due care, diligence, and in a manner not contrary to the best interests of the Company;

b. They complied with the law and there is no evidence of failure to fulfill their duties.

4. Indemnification costs include incurred expenses (including legal fees), judgments, fines, and any actual or reasonably incurred payments in connection with such matters, within the legal limits. The Company may purchase insurance for such persons to avoid liability for the aforementioned compensations.

## **XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS**

### **Article 45. Right to Inspect Books and Records**

1. Ordinary shareholders are entitled to access books and records as follows:

a. Ordinary shareholders have the right to review, inspect, and extract information regarding names and contact addresses in the list of shareholders entitled to vote; request correction of inaccurate information; review, inspect, extract, or make copies of the Company Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b. A shareholder or group of shareholders owning [05%] or more of the total number of ordinary shares or [another smaller percentage as specified in the Company Charter] has the right to review, inspect, and extract minutes and resolutions/decisions of the Board of Directors, semi-annual and annual financial reports, Supervisory Board reports, contracts, and transactions requiring approval by the Board of Directors and other documents, except those related to trade secrets and business secrets of the Company.

2. In case an authorized representative of the shareholder or shareholder group requests to access the books and records, the request must be accompanied by a power of attorney or a notarized copy thereof.

3. Members of the Board of Directors, Supervisors, the General Director, and other executives have the right to inspect the shareholder register, list of shareholders, and other books and records of the Company for purposes related to their positions, provided the information is kept confidential.

4. The Company must retain this Charter and its amendments, the Certificate of Business Registration, internal regulations, documents evidencing asset ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors and the Supervisory Board, annual financial statements, accounting books, and other documents in accordance with the law at its head office or another location, provided that shareholders and the Business Registration Authority are notified of such location.

5. The Company Charter must be published on the Company's official website.

## **XII. EMPLOYEES AND TRADE UNION**

### **Article 46. Employees and Trade Unions**

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

2. The General Director must develop a plan for the Board of Directors to approve matters relating to the Company's relationship with trade union organizations in accordance with best standards, practices, and governance policies, as well as the practices and policies stipulated in this Charter, the Company's regulations, and prevailing laws.

## **XIII. PROFIT DISTRIBUTION**

### **Article 47. Profit Distribution**

1. The General Meeting of Shareholders shall decide the dividend payout rate and form of annual dividend distribution from the Company's retained earnings.

2. The Company shall not pay interest on dividends or any amounts paid in relation to any class of shares.

3. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of dividends in whole or in part in the form of shares, and the Board of Directors shall be the body responsible for implementing such decision.

4. In the event that dividends or other payments relating to any class of shares are paid in cash, the Company must pay in Vietnamese Dong. Such payments may be made directly or through banks based on the banking account details provided by shareholders. In case the Company has transferred the payment based on the banking information provided by the shareholder but the shareholder does not receive the funds, the Company shall not be held liable for the amount already transferred. The payment of dividends for shares listed/registered for trading on the Stock Exchange may be conducted through a securities company or the Vietnam Securities Depository.

5. Based on the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution determining a specific date to finalize the list of shareholders. According to such date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notifications, or other documents.

6. Other matters related to profit distribution shall comply with the provisions of law.

## **XIV. BANK ACCOUNTS, RESERVES, FINANCIAL YEAR, AND ACCOUNTING REGIME**

### **Article 48. Bank Accounts**

1. The Company shall open accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.

2. Subject to prior approval from competent authorities, if necessary, the Company may open bank accounts overseas in accordance with legal regulations.

3. The Company shall make all payments and accounting transactions through its Vietnamese Dong or foreign currency accounts opened at banks.

#### **Article 49. Financial Year**

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

#### **Article 50. Accounting Regime**

1. The accounting regime applied by the Company shall be the Vietnamese Accounting Standards (VAS), the corporate accounting regime, or other special accounting regimes issued by competent authorities and approved by the Ministry of Finance.

2. The Company shall maintain accounting records in Vietnamese and preserve accounting documents in accordance with the provisions of the law on accounting and relevant regulations. These documents must be accurate, updated, systematic, and sufficient to justify and explain the Company's transactions.

3. The currency used for accounting shall be Vietnamese Dong. In case the Company conducts business transactions primarily in a foreign currency, it may choose that foreign currency as its accounting currency, shall bear responsibility before the law for such selection, and must notify the tax authority directly managing it.

#### **Article 51. Establishment of Funds**

The establishment of funds as prescribed by law shall be decided by the founding General Meeting of Shareholders. Annually, after fulfilling financial obligations to the State, profits shall be distributed as follows:

- a. Collective welfare fund: 5%
- b. Business development fund: 10%
- c. Reward fund: 5%

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

#### **Article 52. Annual, Semi-Annual, and Quarterly Financial Statements**

1. The Company must prepare annual financial statements, which must be audited in accordance with the law. The audited annual financial statements must be disclosed in accordance with the law on information disclosure in the securities market and submitted to competent state authorities.

2. The annual financial statements must include all reports, appendices, and notes as required by the law on corporate accounting. The annual financial statements must truthfully and objectively reflect the Company's operations.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to competent state authorities.

#### **Article 53. Annual Reports**

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

## **XVI. AUDIT OF THE COMPANY**

### **Article 54. Audit**

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one from such list to audit the Company's financial statements for the following financial year under terms and conditions agreed upon with the Board of Directors. The Company shall prepare and send the annual financial statements to the independent auditing firm after the end of the financial year.

2. A copy of the audit report shall be attached to the Company's annual financial statements.

3. The independent auditor conducting the Company's audit may attend the General Meeting of Shareholders and has the right to receive notifications and other information related to the General Meeting of Shareholders that shareholders are entitled to, and may express opinions at the meeting regarding matters related to the auditing of the Company's financial statements.

## **XVII. COMPANY SEAL**

### **Article 55. Company Seal**

1. The seal includes seals made by engraving establishments or seals in the form of digital signatures as prescribed by the law on electronic transactions.

2. The Board of Directors shall decide on the official seal of the Company, which shall be engraved in accordance with the law and this Charter.

3. The Board of Directors and the General Director shall use and manage the seal in accordance with current laws.

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

### **Article 56. Dissolution**

1. The Company may be dissolved in the following cases:

- a. Expiration of the Company's operation term, including after extension;
- b. Early dissolution by decision of the General Meeting of Shareholders;
- c. Revocation of the Enterprise Registration Certificate;
- d. Other cases as prescribed by law.

2. The early dissolution of the Company (including after extension of its operation term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by competent authorities (if required) in accordance with legal regulations.

### **Article 57. Extension of Operation**

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before the expiry of the operation term for shareholders to vote on the extension of the Company's operation as proposed by the Board of Directors.

2. The operation term shall be extended if approved by at least 65% of the total voting shares held by shareholders present in person or via proxy at the General Meeting of Shareholders.

## **Article 58. Liquidation**

1. At least six (06) months prior to the expiry of the Company's operating term or after a resolution on dissolution is passed, the Board of Directors must establish a Liquidation Committee comprising three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders, and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operational regulations. The members of the Liquidation Committee may be selected from among the Company's employees or external independent experts. All costs related to the liquidation shall be given priority payment by the Company before other debts.

2. The Liquidation Committee shall report to the Business Registration Authority on the date of its establishment and commencement of operations. From that point forward, the Liquidation Committee shall act on behalf of the Company in all matters relating to the Company's liquidation before the courts and administrative authorities.

3. Proceeds from the liquidation shall be settled in the following order of priority:

- a. Liquidation expenses;
- b. Outstanding salaries, severance allowances, social insurance, and other benefits of employees in accordance with collective labor agreements and signed labor contracts;
- c. Tax liabilities;
- d. Other debts of the Company;
- e. The remaining amount, after full payment of the obligations listed from (a) to (d) above, shall be distributed to the shareholders. Preferred shares shall be paid first.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 59. Internal Dispute Resolution**

1. In the event of any dispute or complaint arising in connection with the operations of the Company or the rights and obligations of shareholders as provided under the Law on Enterprises, other applicable laws, this Charter, and the Company's regulations, between:

- a. A shareholder and the Company;
- b. A shareholder and the Board of Directors, the Supervisory Board, the General Director or other management personnel;

The parties concerned shall endeavor to resolve such disputes through negotiation and mediation. Unless the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman shall preside over the dispute resolution process and shall require each party to provide information related to the dispute within 30 working days from the date of occurrence of the dispute. In cases where the dispute involves the Board of Directors or the Chairman, either party may request the appointment of an independent expert to act as a mediator.

2. If no resolution is achieved through mediation within six (06) weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to Economic Arbitration or the Economic Court.

3. Each party shall bear its own costs related to the negotiation and mediation procedures. The court fees shall be paid as decided by the court.

## **XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER**

### **Article 60. Company Charter**

1. Any amendments or supplements to this Charter must be considered and approved by the General Meeting of Shareholders.

2. In the event that any legal provisions relevant to the Company's operations are not addressed in this Charter, or in case new legal provisions differ from those stated in this Charter, such legal provisions shall automatically apply and govern the Company's activities.

## **XXI. EFFECTIVE DATE**

### **Article 61. Effective Date**

1. This Charter, comprising 21 chapters and 61 articles, was unanimously approved by the General Meeting of Shareholders of HHP GLOBAL Joint Stock Company for the first time on April 13, 2018, at the 2018 Annual General Meeting of Shareholders, amended and approved at the 2025 Annual General Meeting of Shareholders on June 20, 2025, and the full text of this Charter is hereby confirmed effective.

2. This Charter is made into ten (10) identical copies, each having equal legal validity, of which:

- a. One (01) copy is submitted to the local State Notary Office;
- b. Five (05) copies are registered with the relevant government authorities as prescribed by the Provincial/City People's Committee;
- c. Four (04) copies are kept at the Company's headquarters.

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

4. Copies or extracts of the Company's Charter shall be valid only when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors.

LEGAL REPRESENTATIVE  
**GENERAL DIRECTOR**

**Tran Thi Thu Phuong**

No: ...../2025/TTr-HĐQT

*Hai Phong, .... June, 2025*

**Draft**

**PROPOSAL**

**Ref: Remuneration Payment for 2024 and Remuneration Plan for 2025 for the Board of Directors and the Supervisory Board**

**Respectfully submitted to: The General Meeting of Shareholders of the Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and guiding documents;
- Pursuant to the Charter on Organization and Operation of HHP GLOBAL Joint Stock Company;
- Pursuant to the 2024 Business Performance Results and the 2025 Business Plan,

The Board of Directors (BOD) of HHP GLOBAL Joint Stock Company respectfully submits to the General Meeting of Shareholders (GMS) for approval the remuneration payment plan for the Board of Directors and the Supervisory Board for the year 2024, as well as the proposed remuneration plan for the Board of Directors and the Supervisory Board for the year 2025, as follows:

No	Titles	Quantity	Remuneration in 2024	Planned Remuneration in 2025
1	Chairperson of the Board of Directors	1	120 million VND/year	120 million VND/year
2	Vice Chairperson of the Board of Directors	1	72 million VND/year	96 million VND/year
2	Member of the Board of Directors	5	324 million VND/year (for 05 members)	Average cost: VND 72 million/person/year <b>(First half of the year: 5 members; Second half of the year: 4 members)</b>
3	Head of the Supervisory Board (Full-time)	1	60 million VND/year	84 million VND/year
4	Member of the Supervisory Board	2	72 million VND/year (for 02 members)	96 million VND/year (for 02 members)

The total remuneration paid to the Board of Directors and the Supervisory Board in 2024 was VND 648 million.

The proposed remuneration plan for the Board of Directors and the Supervisory Board in 2025 is VND 720 million.

We respectfully submit this proposal to the General Meeting of Shareholders for consideration and approval./.

ON BEHALF OF THE BOARD OF DIRECTORS  
**CHAIRWOMAN**

**Recipients:**

- As above;
- Supervisory Board, Executive Board;
- Disclosure in accordance with regulations;
- To be archived by the Board of Directors and the HR & Administration Department./.

**Nguyen Thi Thu Thuy**

No: ...../2025/TTr-HĐQT

Hai Phong, ... June 2025

**Draft****PROPOSAL****Re: Nomination of personnel to replace a member of the Supervisory Board  
for the 2022–2027 term****To: The General Meeting of Shareholders of the Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its guiding documents and amendments;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its guiding documents and amendments;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020;
- Pursuant to the Charter on the organization and operation of HHP GLOBAL JSC;
- Pursuant to the nomination letter from the Supervisory Board,

HHP GLOBAL Joint Stock Company has received the resignation letter of Ms. Nguyen Thi Thanh Van – Head of the Supervisory Board. In accordance with the provisions of the law and the Company’s Charter, the Board of Directors has notified all shareholders regarding the criteria, conditions, procedures, and timeline for nominating or standing as candidates for membership in the Supervisory Board of HHP GLOBAL Joint Stock Company.

However, upon the expiration of the prescribed period, the Organizing Committee of the General Meeting of Shareholders did not receive any nominations or applications for candidacy to the Supervisory Board from any shareholders or shareholder groups. Based on the above, the Board of Directors of HHP GLOBAL Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the replacement of a Supervisory Board member according to the following list of candidates:

No.	Full name	Date of birth	Professional Qualification	Proposed Position	Eligibility / Criteria
1	Trinh Thi Huong	11/07/1986	Bachelor of Accounting	Head of the Supervisory Board	Meets all legal requirements and criteria

- The candidate’s curriculum vitae is attached herewith.

We respectfully request the General Meeting of Shareholders to consider and approve.

Sincerely./.

ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRWOMAN

**Recipients:**

- As above;
- Archived at HR Dept.,

**Nguyen Thi Thu Thuy**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

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**CURRICULUM VITAE**

1. Full name: Trinh Thi Huong
2. Gender: Female
3. Date of birth: July 11, 1986
4. Place of birth: Kien Thuy, Hai Phong
5. Nationality: Vietnamese
6. Ethnicity: Kinh
7. ID/ Citizen ID/ Passport number: ; Date of issue: ; Place of issue:
8. Permanent address:
9. Professional qualification: Bachelor of Accounting
10. Phone number:
11. Email address:
12. Current position at the Company: Head of Internal Audit Department
13. Other current positions held in other organizations: None
14. Number of shares held in the Company: 59,655 shares, accounting for 0.07% of charter capital, of which:
  - + Represented ownership: 0 shares, accounting for 0% of charter capital
  - + Personal ownership: 59,655 shares, accounting for 0.07% of charter capital
15. Number of shares and ownership ratio in other securities companies:
16. Employment history:

No.	Period	Organization	Position/Title
1	09/2009 - 11/2012	Duc Duong Paper Manufacturing Cooperative	Accountant
2	12/2012 - 08/2016	Hoang Ha Hai Phong Paper JSC	Accountant
3	09/2016 - 08/2017	Hoang Ha Hai Phong Paper JSC	Deputy Head of Finance & Accounting Department, in charge of Chief Accountant duties
4	09/2017 - 07/2023	Hoang Ha Hai Phong Paper JSC	Chief Accountant cum Head of Finance & Accounting Department
5	08/08/2023 - 08/2024	HHP GLOBAL JSC	Chief Accountant cum Head of Finance & Accounting Department, Corporate Secretary
6	09/2024 - 09/06/2025	HHP GLOBAL JSC	Corporate Secretary
7	09/2024 - nay	HHP GLOBAL JSC	Head of Internal Audit Department,


17. List of related persons of the declarant: Attached in Appendix (related persons as defined in Clause 46, Article 4 of the Law on Securities dated November 26, 2019)
18. Commitments to hold shares (if any): None
19. Related interests with the Company: None
20. Conflicting interests with the Company: None

I hereby declare that all the above information is true and accurate. I shall bear full legal responsibility for any misstatement or false declaration.

*Hai Phong, June 10, 2025*

**DECLARANT**

*(Signature, full name)*



Trinh Thi Huong

# APPENDIX - LIST OF RELATED PERSONS OF THE DECLARANT

No	Name of related person	Relationship to the Company/insider	ID/Business Reg. No., date & place of issue	Registered Address / Contact Address	No. of shares held in the Company	Ownership ratio (%)
1	Trinh Van Thuan	Biological father			0	0
2	Ngo Thi Xuan	Biological mother			0	0
3	Tran Dinh Tuan	Father-in-law			0	0
4	Nguyen Thi Bich Thu	Mother-in-law			0	0
5	Tran Dinh Duc	Husband			0	0
6	Trinh Thi Huong	Younger sister			0	0
7	Trinh Van Quan	Younger brother			0	0
8	Nguyen Thi Hoa	Sister-in-law			2.915	0.003%
9	Tran Nha Uyen	Daughter			0	0
10	Tran Dinh Tri Hoang	Son			0	0

Draft

**RESOLUTION**  
**2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**HHP GLOBAL JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its amendments, supplements, and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its amendments, supplements, and guiding documents;
- Pursuant to the Charter of HHP GLOBAL Joint Stock Company;
- Pursuant to the Minutes of the 2025 Annual General Meeting of Shareholders No. ..../2025/HHP/BB- ĐHĐCĐ dated .../06/2025 of HHP GLOBAL Joint Stock Company.

**HEREBY RESOLVES**

**Article 1.** Approval Report on Business Performance in 2024 and Business Plan for 2025 (Report No. ....-2025/BC-HHP-BĐH attached)

**Article 2.** Approval of the Board of Directors’ Report on Corporate Governance in 2024 and Strategic Development Orientation – 2025 Plan (Report No. ....-2025/BC-HHP-HĐQT attached)

**Article 3.** Approval of the Independent Board Member’s Evaluation Report on the Board’s activities in 2024 (Report No. ....-2025/BC-HHP-HĐQTĐL attached)

**Article 4.** Approval of the Supervisory Board’s Report on Monitoring Activities in 2024 and Plan for 2025 (Report No. ....-2025/BC-HHP-BKS attached)

**Article 5.** Approval of the Audited Financial Statements for 2024 (Proposal No. ..../2025/TTr-HĐQT attached)

**Article 6.** Approval of the Proposal on Selection of the Independent Auditor for the 2025 Financial Statements (Proposal No. ..../2025/TTr-BKS attached)

**Article 7.** Approval of the Proposal on Remuneration Payment for 2024 and the Plan for 2025 for the Board of Directors and the Supervisory Board (Proposal No. ..../2025/TTr-HĐQT attached)

**Article 8.** Approval of the Profit Distribution Plan Accumulated up to 2024 as follows:

No.	Items	Amount (VND)
1	Total net profit after tax in 2024 (Parent Company)	17.107.685.741

No.	Items	Amount (VND)
2	<b>Total proposed profit to be distributed, including:</b> <b>- Appropriations to funds:</b>	<b>3.421.537.148</b>
	+ Appropriation to Development Investment Fund (10%)	1.710.768.574
	+ Appropriation to Bonus Fund (5%)	855.384.287
	+ Appropriation to Welfare Fund (5%)	855.384.287
3	Net profit after tax in 2024 after appropriations to funds	13.686.148.593
4	Undistributed profit from previous years (as of December 31, 2024)	18.040.348.555
5	Accumulated undistributed net profit (= Item 3 + Item 4)	31.726.497.148
6	Profit distributed from subsidiaries	5.428.750.000
7	<b>Total distributable profit after consolidation</b>	<b>37.155.247.148</b>
8	Dividend for 2024 (0%)	0
9	Retained earnings	<b>37.155.247.148</b>

**Article 9. Approval of the 2025 Profit Distribution Plan as follows:**

- **Dividend payment rate for 2025:** Expected at 6.5%, in cash or shares. The Board of Directors is authorized to decide on the timing and form (cash/share) of interim or final dividend payments based on the Company's business performance and in accordance with the capital balance and financial condition of the Company.
- **Fund appropriation plan for 2025:** The Board of Directors is authorized to implement fund appropriations based on the actual business results in 2025.

**Article 10. Proposal on the Investment Summary Report for the Project on Relocation and Expansion of Hoang Ha Paper Factory; Long-term Loan Financing and Adjustment of the Investment Policy for Warehouse No. 9 (Proposal No. ..../2025/TTr-HĐQT attached)**

**Article 11. Approval of the Proposal on Progress of the Paper Mill Project at Hoang Ha Phu Yen Paper Joint Stock Company (Proposal No. ..../2025/TTr-HĐQT attached)**

**Article 12. Approval of the investment policy to continue implementing the Social Housing Project at No. 194 Kieu Ha Street, Dong Hai 2 Ward, Hai An District, Hai Phong City under the form of investment cooperation (Proposal No. ..../2025/TTr-HĐQT attached)**

**Article 13. Approval of the divestment policy from Hoang Ha Ha Nam Paper Joint Stock Company (Proposal No. ..../2025/TTr-HĐQT attached)**

**Article 14. Approval of the investment policy in paper manufacturing at Hoang Ha Phu Yen Paper Joint Stock Company and other expansion investments (Proposal No. ..../2025/TTr-HĐQT attached)**

**Article 15. Approval of the Proposal on the Company's Strategy and Roadmap to Achieve Net Zero (Proposal No. ..../2025/TTr-HĐQT attached)**

**Article 16. Approval of the Policy on Execution of Contracts and Transactions with**

**Related Parties** (*Proposal No. ..../2025/TTr-HĐQT attached*)

**Article 17.** Approval of the dismissal and change in the number of members of the Board of Directors for the 2022–2027 term (*Proposal No. ..../2025/TTr-HĐQT attached*)

**Article 18.** Approval of the Amendment to the Company’s Charter (*Proposal No. ..../2025/TTr-HĐQT attached*)

**Article 19.** Approval of the Dismissal of Member of the Supervisory Board for the 2022–2027 term: Ms. Nguyen Thi Thanh Van (*Proposal No. ..../2025/TTr-HĐQT attached*)

**Article 20.** Approval of the Proposal on Nomination of Personnel to Replace Member of the Supervisory Board for the 2022–2027 term (*Proposal No. ..../2025/TTr-HĐQT attached*).

- Approval of the list of nominated candidates for the Supervisory Board for the 2022–2027 term:  
..... – Candidate for Supervisory Board Member.

**Article 21.** Approval of the Election Results for Replacement Member of the Supervisory Board, whereby ..... was elected as a Supervisory Board Member for the 2022–2027 term.

**Article 22. Implementation Provisions.**

The General Meeting of Shareholders authorizes the Board of Directors and Executive Board of the Company to, based on the actual situation, propose targets and solutions to implement this Resolution in the best interest of the Company and its shareholders, in accordance with the Company Charter and applicable laws.

This Resolution No. ..../2025/HHP/NQ-GMS was approved by the 2025 Annual General Meeting of Shareholders and takes effect from the date of signing./.

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

**Recipients:**

- Disclosure as required;
- SSC / Stock Exchange;
- BOD, Supervisory Board, CEO;
- Archived at HR Dept.

**Nguyen Thi Thu Thuy**

**THE 2025 ANNUAL GENERAL SHAREHOLDERS' MEETING**

**HHP GLOBAL JOINT STOCK COMPANY**

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**DRAFT**

**VOTING CARD**



**Shareholder Code:**

**00001**

**Name of shareholder/representative: Nguyen Van A**

**Number of Shares Owned: 1.000**

**Number of Authorized Shares: 0**

**Total Voting Shares: 1.000**

**Total Number of Votes: 1.000**

**THE ANNUAL GENERAL MEETING 2025**  
**HHP GLOBAL JOINT STOCK COMPANY**  
**VOTING FORM**

**Shareholder Code: 00001**

**Name of shareholder/representative: Nguyen Van A**

**Number of shares owned: 1.000**

**Number of Authorized Shares: 0**

**Total Voting Shares: 1.000 shares**

**Number of votes: 1.000 votes**

**Voting Items::**

*(Shareholders cast their vote by marking “X/√” in the corresponding column for each item to be approved)*

**1. Report of the Executive Board on 2024 business performance and 2025 business plan**

☐ Agree

☐ Disagree

☐ Abstain



**2. Report of the Board of Directors on 2024 corporate governance and strategic development orientation – 2025 plan**

☐ Agree

☐ Disagree

☐ Abstain



**3. Evaluation report by the Independent Board Member on the Board’s activities in 2024**

☐ Agree

☐ Disagree

☐ Abstain



**4. Report of the Supervisory Board on monitoring results in 2024 and the 2025 plan**

☐ Agree

☐ Disagree

☐ Abstain



**5. Proposal for approval of the audited financial statements for 2024**

☐ Agree

☐ Disagree

☐ Abstain



**6. Proposal for selection of the independent auditing firm for the 2025 financial statements**

☐ Agree

☐ Disagree

☐ Abstain



**7. Proposal on remuneration payment for 2024 and remuneration plan for 2025 for the Board of Directors and Supervisory Board**

☐ Agree

☐ Disagree

☐ Abstain



**8. Proposal on the profit distribution plan accumulated to 2024**

☐ Agree

☐ Disagree

☐ Abstain



**9. Profit Distribution Plan for the Year 2025**

☐ Agree

☐ Disagree

☐ Abstain



**10. Proposal on the Investment Summary Report for the Project on Relocation and Expansion of Hoang Ha Paper Factory; Long-term Loan Financing and Adjustment of the Investment Policy for Warehouse No. 9**

☐ Agree

☐ Disagree

☐ Abstain



**11. Proposal on the progress report of the paper manufacturing plant project at Hoang Ha Phu Yen Paper JSC**

☐ Agree

☐ Disagree

☐ Abstain



**12. Continue the implementation of the Social Housing Project at 194 Kieu Ha Street, Dong Hai 2 Ward, Hai An District, Hai Phong City under the investment cooperation model**

☐ Agree

☐ Disagree

☐ Abstain



**13. Divestment from Hoang Ha Ha Nam Paper Joint Stock Company**

☐ Agree

☐ Disagree

☐ Abstain



**14. Investment policy in the paper manufacturing sector at Hoang Ha Phu Yen Paper Joint Stock Company and other expansion investments**

☐ Agree

☐ Disagree

☐ Abstain



**15. Proposal on the Approval of the Company's Strategy and Roadmap to Achieve Net Zero**

☐ Agree

☐ Disagree

☐ Abstain



**16. Proposal on the policy for implementing contracts and transactions between the Company and related parties**

☐ Agree

☐ Disagree

☐ Abstain

☐ Agree☐ Disagree☐ Abstain☐ Agree☐ Disagree☐ Abstain☐ Agree☐ Disagree☐ Abstain

**20. Proposal on nomination of personnel for replacement election of a member of the Supervisory Board for the 2022–2027 term**

☐ Agree☐ Disagree☐ Abstain

Haiphong, dated ..... month .....year 2025  
**SHAREHOLDER/REPRESENTATIVE**

(Signature and full name)

**THE 2025 ANNUAL GENERAL SHAREHOLDERS' MEETING  
HHP GLOBAL JOINT STOCK COMPANY**

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**BALLOT FOR ELECTION OF SUPERVISORY BOARD  
MEMBER**

Shareholder Code: 0001

Name of shareholder/representative:  
Nguyen Van A



Number of shares owned: 1.000

Number of Authorized Shares: 0

Total Voting Shares: 1.000

Number of votes: 1.000

No.	NAME OF SUPERVISORY BOARD CANDIDATE	NUMBER OF VOTES
1.		
	<b>Total Number of Votes:</b>	

**Ghi chú:** Cổ đông có quyền dồn hết tổng số phiếu bầu của mình cho ứng cử viên, hoặc bầu cho ứng cử viên theo số phiếu bầu tương đương với mức độ tin nhiệm, hoặc bỏ phiếu trắng với điều kiện số phiếu bầu cho ứng cử viên không vượt quá tổng số phiếu bầu cổ đông có.

**Note:** Shareholders have the right to allocate all of their total votes to a single candidate, distribute their votes among multiple candidates according to their level of confidence, or submit an abstention, provided that the total number of votes cast for all candidates does not exceed the total number of votes the shareholder holds.

**Example:** A shareholder - Nguyen Van A holds (including both owned and authorized share) 1,000 voting rights. Therefore, the total number of votes of Nguyen Van A is:  $(1,000 \times 1) = 1,000$  votes. He may cast votes as follows:

- Option 1: Allocate up to 1,000 votes to one or more candidates.
- Option 2: Submit an abstention.

Haiphong, dated ..... month .....year 2025

**SHAREHOLDER/REPRESENTATIVE**

(Signature and full name)