

**VIET BRAND INVEST JOINT
STOCK COMPANY**

SOCIALIST REPUBLIC OF VIET NAM
Independence - Freedom - Happiness

No.: 2404-001/CV-CBTT.2026

*Re: Information disclosure on the
contents approval at the AGMS of 2026*

Ho Chi Minh City, 24 April 2026

To:

- **STATE SECURITIES COMMISSION;**
- **HO CHI MINH STOCK EXCHANGE.**

Name: VIET BRAND INVEST JOINT STOCK COMPANY

Headquarters: 4F, Crescent Residence 3 Building, No. 109 Ton Dat Tien, Tan My Ward, Ho Chi Minh City, Vietnam

Phone: (+84 28) 5413 8366

Fax: (+84 28) 5413 8370

Person to implement disclosure of information: Ms. Tang, Shu - Chuan

Type of information disclosure: ☐ 24 hours ☐ 72 hours ☐ Unusual ☒ Periodic

Information of disclosed content:

According to Circular 96/2020/TT-BTC on providing guidance on information disclosure on securities market, Viet Brand Invest Joint Stock Company sincerely discloses contents which was approved in meeting of Annual General Meeting of Shareholders of 2026 ("AGMS") on 24 April 2026, as follows:

1. Meeting minutes of AGMS No. 2404/BBH-ĐHĐCĐ.2026 dated 24 April 2026;
2. Resolution of AGMS No. 2404/NQ-ĐHĐCĐ.2026 dated 24 April 2026;

These information is disclosed on Viet Brand Invest Joint Stock Company's website at <http://www.vbinvest.com.vn>, tab Shareholder/Public Disclosure.

We commit that the information disclosure above is genuine and take entire responsibility to the laws for disclosed content.

Attached documents:

*Meeting minutes, resolutions of AGMS and
related attachment.*

Recipient:

- As above;
- Archive Company.

**VIET BRAND INVEST JOINT STOCK COMPANY
LEGAL REPRESENTATIVE**



**Ms. TANG, SHU - CHUAN
GENERAL DIRECTOR**

**CÔNG TY CỔ
PHẦN ĐẦU
TƯ NHÂN
HIỆU VIỆT**

Digitally signed by CÔNG TY CỔ
PHẦN ĐẦU TƯ NHÂN HIỆU VIỆT
DN: C=VN, S=THÀNH PHỐ HỒ
CHÍ MINH, CN=CÔNG TY CỔ
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**MINUTES OF THE
ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF 2026**

VIET BRAND INVEST JOINT STOCK COMPANY (Registered office: 4F, Crescent Residence 3, No. 109 Ton Dat Tien Street, Tan My Ward, Ho Chi Minh City, Vietnam, Enterprise Code: 0312080709) (the “**Company**”), organize the Annual General Meeting of Shareholders at 01 Tan Thuan Street, Tan Thuan Ward, Ho Chi Minh City on 24 April 2026 at 2:00 PM.

1. REPORT ON THE RESULT OF SHAREHOLDERS STATUS VERIFICATION TO ATTEND THE MEETING

As of 2:17 PM on April 24, 2026, the total number of delegates attending and authorizing representatives to attend the General Meeting of Shareholders was 31, representing 14,395,551 voting shares, accounting for 71.9778% of the total voting shares of the Company. Details are provided in the List of Shareholders Attending the General Meeting of Shareholders in the **Appendix** attached to these Minutes.

2. NOTICE AND QUORUM

The meeting chair reported that the meeting notice had been duly sent in accordance with Articles 143, 144, 145, and 146 of the 2020 Enterprise Law and Article 19 of the Company's Charter. The meeting chair declared that the number of delegates attending the meeting was 31, representing 14,395,551 voting shares, accounting for 71.9778% of the total voting shares of the Company, thus qualifying the General Meeting of Shareholders. The meeting chair confirmed that the meeting was eligible to proceed according to the provisions of the 2020 Enterprise Law and the Company's Charter. Accordingly, the meeting chair declared the meeting open.

3. PASS THE REGULATION ON HOLDING ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

The Regulation on holding Annual General Meeting of Shareholders of 2026 is stated and passed via Voting papers.

4. PASS THE PERSONNEL OF CHAIRPERSON, SECRETARY AND SCRUTINY TEAM

- Ms. Vuong Le Van – Member of the Board of Directors – Chairperson of the meeting.
- Ms. Nguyen Thi Thu Trang – Head of the Supervisory Board – Presiding Committee.
- Ms. Tang, Shu-Chuan – General Director of the Company – Presiding Committee.
- Ms. Phan Quynh Ngan was appointed as the meeting secretary and Head of the Committee for verifying the credentials of delegates.
- Ms. Nguyen Thi Hong Thuy was appointed as Head of the Vote Counting Committee.

5. PASS THE AGENDA OF THE MEETING

The Agenda of the Meeting (*attached document*) is stated and passed via Voting papers.

6. VOTING RESULTS TO PASS THE HOLDING REGULATIONS, THE PERSONNEL OF CHAIRPERSON, SECRETARY AND SCRUTINY TEAM, AND THE AGENDA

The Annual General Meeting of Shareholders passes:

- The regulations for organizing the 2026 Annual General Meeting of Shareholders were approved with a 100% majority vote of the shareholders present.

- The personnel of the Presiding Committee, the Secretariat, the Vote Counting Committee, and the agenda of the General Meeting were approved with a 100% majority vote of the shareholders present.

7. ISSUES DISCUSSED AND VOTED AT THE MEETING

7.1. Separate and Consolidated Audit Financial Statements for the year ended 31 December 2025

The General Meeting of Shareholders has discussed and voted for approving the 2025 Financial Statement of the Company. (Details at the attached submission).

7.2. Report of Board of Directors on administration and performance of the Board of Directors and its members in 2025

The General Meeting of Shareholders has discussed and voted for approving the Report of Board of Directors on administration and performance of the Board of Directors and its members in 2025. (Details at the attached submission).

7.3. Report of Board of Supervisors on the Company's business performance and performance of the Board of Directors, General Director in 2025

The General Meeting of Shareholders has discussed and voted for approving the Report of Board of Supervisors on the Company's business performance and performance of the Board of Directors, General Director in 2025. (Details at the attached submission).

7.4. Report of Board of Supervisors on performance of Board of Supervisors and its members in 2025

The General Meeting of Shareholders has discussed and voted for approving the Report of Board of Supervisors on performance of Board of Supervisors and its members in 2025. (Details at the attached submission).

7.5. Annual Report 2025

The General Meeting of Shareholders has discussed and voted for approving the Annual Report 2025. (Details at the attached submission).

7.6. 2026 Business plan of the Company

The General Meeting of Shareholders has discussed and voted for approving the 2026 Business plan of the Company. (Details at the attached submission).

7.7. Financial budget in 2026

The General Meeting of Shareholders has discussed and voted for Financial budget in 2026. (Details at the attached submission).

7.8. Dividend payment for 2025

The General Meeting of Shareholders has discussed and voted for approving the dividend payment for 2025. (Details at the attached submission).

7.9. Amendment to the Company's Charter and the Internal Regulation on Corporate Governance

The General Meeting of Shareholders has discussed and voted for the amendment to the Company's Charter. (Details at the attached submission).

7.10. List of independent auditing companies for the year 2026

The General Meeting of Shareholders has discussed and voted for approval of the List of independent auditing companies for the year 2026. (Details at the attached submission).

8. UPDATE THE REPORT ON SHAREHOLDERS' VERIFICATION

An update on shareholder attendance at the General Meeting as of 3:07 PM on April 24, 2026 is as follows: The total number of delegates attending and those authorized to attend is 64, representing 14,397,413 voting shares, accounting for 71.9871% of the total voting shares of the Company.

9. VOTING RESULTS

N o.	Content of voting	Total of votes	Issued votes	Collected vote	Valid votes	Invalid votes	Approval votes	Disapproval votes	Abstention
1.	Separate and Consolidated Audit Financial Statements for the year ended 31 December 2025	14,397,362 votes equivalent to 14,397,362 shares	64 votes equivalent to 100% votes entitled to be cast	51 votes equivalent to 99.9997% votes entitled to be cast	50 votes equivalent to 99.9996% votes entitled to be cast	1 votes equivalent to 0.000005% votes entitled to be cast	50 votes equivalent to 99.9996% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast

2.	Report of Board of Directors on administration and performance of the Board of Directors and its members in 2025	14,397,362 votes equivalent to 14,397,362 shares	64 votes equivalent to 100% votes entitled to be cast	51 votes equivalent to 99.9997% votes entitled to be cast	50 votes equivalent to 99.9996% votes entitled to be cast	1 votes equivalent to 0.000005% votes entitled to be cast	50 votes equivalent to 99.9996% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast
3.	Report of Board of Supervisors on the Company's business performance and performance of the Board of Directors, General Director in 2025	14,397,362 votes equivalent to 14,397,362 shares	64 votes equivalent to 100% votes entitled to be cast	51 votes equivalent to 99.9997% votes entitled to be cast	50 votes equivalent to 99.9996% votes entitled to be cast	1 votes equivalent to 0.000005% votes entitled to be cast	50 votes equivalent to 99.9996% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast

4.	Report of Board of Supervisors on performance of Board of Supervisors and its members in 2025	14,397,362 votes equivalent to 14,397,362 shares	64 votes equivalent to 100% votes entitled to be cast	51 votes equivalent to 99.9997% votes entitled to be cast	50 votes equivalent to 99.9996% votes entitled to be cast	1 votes equivalent to 0.000005% votes entitled to be cast	50 votes equivalent to 99.9996% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast
5.	Annual Report 2025	14,397,362 votes equivalent to 14,397,362 shares	64 votes equivalent to 100% votes entitled to be cast	51 votes equivalent to 99.9997% votes entitled to be cast	50 votes equivalent to 99.9996% votes entitled to be cast	1 votes equivalent to 0.000005% votes entitled to be cast	50 votes equivalent to 99.9996% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast
6.	2026 Business plan of the Company	14,397,362 votes equivalent to 14,397,362 shares	64 votes equivalent to 100% votes entitled to be cast	51 votes equivalent to 99.9997% votes entitled to be cast	50 votes equivalent to 99.9996% votes entitled to be cast	1 votes equivalent to 0.000005% votes entitled to be cast	50 votes equivalent to 99.9996% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast

7.	Financial budget in 2026	14,397,362 votes equivalent to 14,397,362 shares	64 votes equivalent to 100% votes entitled to be cast	51 votes equivalent to 99.9997% votes entitled to be cast	50 votes equivalent to 99.9996% votes entitled to be cast	1 votes equivalent to 0.000005% votes entitled to be cast	50 votes equivalent to 99.9996% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast
8.	Dividend payment for 2025	14,397,362 votes equivalent to 14,397,362 shares	64 votes equivalent to 100% votes entitled to be cast	51 votes equivalent to 99.9997% votes entitled to be cast	50 votes equivalent to 99.9996% votes entitled to be cast	1 votes equivalent to 0.000005% votes entitled to be cast	50 votes equivalent to 99.9996% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast
9.	Amendment to the Company's Charter and the Internal Regulation on Corporate Governance	14,397,362 votes equivalent to 14,397,362 shares	64 votes equivalent to 100% votes entitled to be cast	51 votes equivalent to 99.9997% votes entitled to be cast	50 votes equivalent to 99.9996% votes entitled to be cast	1 votes equivalent to 0.000005% votes entitled to be cast	50 votes equivalent to 99.9996% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast

10.	List of independent auditing companies for the year 2026	14,397,362 votes equivalent to 14,397,362 shares	64 votes equivalent to 100% votes entitled to be cast	51 votes equivalent to 99.9997% votes entitled to be cast	50 votes equivalent to 99.9996% votes entitled to be cast	1 votes equivalent to 0.000005% votes entitled to be cast	50 votes equivalent to 99.9996% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast	0 votes, equivalent to 0% votes entitled to be cast
Vote Method					Voting at the meeting				

10. ISSUES APPROVED BY THE GENERAL MEETING OF SHAREHOLDERS

Based on the voting results, the General Meeting of Shareholders approved the following issues:

No.	Issues approved	Approval rate
1.	Separate and Consolidated Audit Financial Statements for the year ended 31 December 2025	99.9996%
2.	Report of Board of Directors on administration and performance of the Board of Directors and its members in 2025	99.9996%
3.	Report of Board of Supervisors on the Company's business performance and performance of the Board of Directors, General Director in 2025	99.9996%
4.	Report of Board of Supervisors on performance of Board of Supervisors and its members in 2025	99.9996%
5.	Annual Report 2025	99.9996%
6.	2026 Business plan of the Company	99.9996%
7.	Financial budget in 2026	99.9996%
8.	Dividend payment for 2025	99.9996%
9.	Amendment to the Company's Charter and the Internal Regulation on Corporate Governance	99.9996%
10.	List of independent auditing companies for the year 2026	99.9996%

11. APPROVAL OF THE MEETING MINUTES AND THE RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS

Ms. Phan Quynh Ngan read the Minutes of the Meeting and the Resolutions before the General Meeting of Shareholders. The General Meeting of Shareholders have unanimously approved the Minutes and the Resolutions of the meeting with 100 % agreed votes.

This General Meeting of Shareholders ends at 16:02 PM on the same date as written above.

The minutes of the meeting of the General Meeting of Shareholders is made in two original in English and two original in Vietnamese, and is filed at the Company Secretary of the Head Office.

This minutes is approved by all shareholders who shown in the list of attendees.

CHAIRMAN OF THE MEETING



SECRETARIAT OF THE MEETING

PHAN QUYNH NGAN



VIET BRAND INVEST
JOINT STOCK COMPANY

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No.: 2404/NQ-ĐHĐCĐ.2026

SOCIAL REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

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Ho Chi Minh City, dated 24 April 2026

**RESOLUTION
OF GENERAL MEETING OF SHAREHOLDERS
OF VIET BRAND INVEST JOINT STOCK COMPANY**

- Pursuant to Law on Securities No. 54/2019/QH14 on 26 November, 2019;
- Pursuant to Law on Enterprise No. 59/2020/QH14 on 17 June 2020;
- Pursuant to Charter of Viet Brand Invest Joint Stock Company ("**Company**");
- Pursuant to Minutes of the Annual General Meeting of Shareholders of 2026 of the Company No. 2404/BBH-ĐHĐCĐ.2026 dated 24 April 2026.

RESOLVE:

Article 1. To approve the Separate and Consolidated Audit Financial Statements for the year ended 31 December 2025. *(In accordance with the contents of attached Submission and document).*

The General Meeting voted in favor with 14,397,362 shares, representing 99.9996% of the voting shares present at the meeting.

Article 2. To approve the Report of Board of Directors on administration and performance of the Board of Directors and its members in 2025. *(In accordance with the contents of attached Submission and document).*

The General Meeting voted in favor with 14,397,362 shares, representing 99.9996% of the voting shares present at the meeting.

Article 3. To approve the Report of Board of Supervisors on the Company's business performance and performance of the Board of Directors, General Director in 2025. *(In accordance with the contents of attached Submission and document).*

The General Meeting voted in favor with 14,397,362 shares, representing 99.9996% of the voting shares present at the meeting.

Article 4. To approve the Report of Board of Supervisors on performance of Board of Supervisors and its members in 2025. *(In accordance with the contents of attached Submission and document).*

The General Meeting voted in favor with 14,397,362 shares, representing 99.9996% of the voting shares present at the meeting.



Article 5. To approve the Annual report 2025. *(In accordance with the contents of attached Submission and document).*

The General Meeting voted in favor with 14,397,362 shares, representing 99.9996% of the voting shares present at the meeting.

Article 6. To approve the 2026 Business plan of the Company. *(In accordance with the contents of attached Submission and document).*

The General Meeting voted in favor with 14,397,362 shares, representing 99.9996% of the voting shares present at the meeting.

Article 7. To approve the Financial Budget in 2026. *(In accordance with the contents of attached Submission and document).*

The General Meeting voted in favor with 14,397,362 shares, representing 99.9996% of the voting shares present at the meeting.

Article 8. To approve the dividend payment for 2025. *(In accordance with the contents of attached Submission and document).*

The General Meeting voted in favor with 14,397,362 shares, representing 99.9996% of the voting shares present at the meeting.

Article 9. To approve the amendment to the Company's Charter and the Internal Regulation on Corporate Governance. *(In accordance with the contents of attached Submission and document).*

The General Meeting voted in favor with 14,397,362 shares, representing 99.9996% of the voting shares present at the meeting.

Article 10. To approve the List of independent auditing companies for the year 2026. *(In accordance with the contents of attached Submission and document).*

The General Meeting voted in favor with 14,397,362 shares, representing 99.9996% of the voting shares present at the meeting.

The General Meeting of Shareholders unanimously agreed to entrust the Company's Board of Directors with organizing and implementing the contents of this Resolution.

This Resolution is effective from the date of signing.

ON BEHALF OF
GENERAL MEETING OF SHAREHOLDERS
CHAIRPERSON OF THE MEETING



VUONG LE VAN



CÔNG TY CỔ PHẦN ĐẦU TƯ NHÃN
HIỆU VIỆT

VIET BRAND INVEST
JOINT STOCK COMPANY

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM

Độc lập – Tự do – Hạnh phúc

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Số/ No.: 0304-001/TTr-HĐQT.2026

TP. Hồ Chí Minh, ngày 03 tháng 04 năm 2026

Ho Chi Minh City, dated 03 April 2026

TỜ TRÌNH ĐẠI HỘI ĐỒNG CỔ ĐÔNG
THƯỜNG NIÊN NĂM 2026
SUBMISSION TO ANNUAL GENERAL
MEETING OF SHAREHOLDERS OF 2026

V/v: Thông qua Báo cáo tài chính kiểm toán Riêng lẻ và Hợp nhất cho năm kết thúc ngày 31/12/2025

Re: To approve the Separate and Consolidated Audited Financial Statements for the year ended 31 December 2025

Căn cứ/ Pursuant to:

- Luật chứng khoán số 54/2019/QH14 ngày 26/11/2019;
Securities Law No. 54/2019/QH14 on 26 November 2019;
- Luật doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;
Enterprise Law No. 59/2020/QH14 on 17 June 2020;
- Nghị định số 155/2020/NĐ-CP ngày 31/12/2020;
Decree No. 155/2020/ND-CP on 31 December 2020;
- Điều lệ Công ty Cổ phần Đầu tư Nhãn hiệu Việt (“Nhãn Hiệu Việt”).
Charter of Viet Brand Invest Joint Stock Company (“Viet Brand”).

Hội Đồng Quản Trị Công ty Cổ phần Đầu tư Nhãn Hiệu Việt kính trình Đại Hội Đồng Cổ Đông thông qua các Báo cáo tài chính (bao gồm Báo cáo tài chính riêng và báo cáo tài chính hợp nhất) kết thúc ngày 31/12/2025 đã được kiểm toán bởi Công ty TNHH Kiểm toán và Tư vấn Chuẩn Việt.

Board of Directors of Viet Brand Invest Joint Stock Company would like to propose to Annual General Meeting of Shareholders to approve the Financial Statements (including Separate Financial Statement and Consolidated Financial Statement) for the year ended 31 December 2025 were audited by Viet Values Auditing and Consulting Co., Ltd.

Hội Đồng Quản Trị kính trình Đại Hội Đồng Cổ Đông thường niên năm 2026 xem xét thông qua.

Board of Directors would like to propose to Annual General Meeting of Shareholders of 2026



to consider to approve.

Báo cáo tài chính được công bố thông tin theo quy định, đồng thời được đăng tải trên website của Công ty (<http://vbinvest.com.vn>), bao gồm:

The financial statements is disclosed as required by law and posted up Company's website at (<http://vbinvest.com.vn>) which include:

1. Báo cáo của Kiểm toán độc lập;
Independent auditor's report;
2. Bảng cân đối kế toán tại ngày 31 tháng 12 năm 2025;
Balance sheet as on 31 December 2025;
3. Báo cáo Kết quả hoạt động cho năm kết thúc ngày 31 tháng 12 năm 2025;
Income statement for the year ended 31 December 2025;
4. Báo cáo Lưu chuyển tiền tệ cho năm kết thúc ngày 31 tháng 12 năm 2025;
Cash flow statement for the year ended 31 December 2025;
5. Thuyết minh báo cáo tài chính cho năm kết thúc ngày 31 tháng 12 năm 2025.
Notes to the financial statements for the year ended 31 December 2025.

Trong đó, một số chỉ tiêu cơ bản trong Báo cáo tài chính riêng và Báo cáo tài chính hợp nhất đã kiểm toán năm 2025 như sau:

In which, key items provided in audited separate and consolidated financial statements of the year of 2025 as follows:

STT No.	Chỉ tiêu Items	ĐVT Unit	Báo cáo tài chính hợp nhất/ Consolidated financial statement	Báo cáo tài chính riêng/ Separate financial statement
1	Tổng tài sản Total assets	Đồng	284.331.609.643	207.527.563.785
2	Vốn Chủ sở hữu Total Equity	Đồng	230.777.357.205	207.257.418.904
3	Doanh thu thuần Net revenue	Đồng	25.651.868.351	-
4	Lợi nhuận trước thuế Profit before tax	Đồng	20.139.573.565	112.288.514
5	Lợi nhuận sau thuế Profit after tax	Đồng	14.901.137.768	75.579.967

Hội Đồng Quản Trị kính trình Đại Hội Đồng Cổ Đông thường niên năm 2026 xem xét thông qua.

Board of Directors would like to propose to Annual General Meeting of Shareholders of 2026 to consider to approve.

Trân trọng.

Best regards.

Đính kèm/ Enclosure:

1. Báo cáo tài chính kiểm toán riêng cho năm kết thúc ngày 31 tháng 12 năm 2025.
Separate audit Financial Statements for the year ended 31 December 2025.
2. Báo cáo tài chính kiểm toán hợp nhất cho năm kết thúc ngày 31 tháng 12 năm 2025.
Consolidated audit Financial Statements for the year ended 31 December 2025.

**TM. HỘI ĐỒNG QUẢN TRỊ/
ON BEHALF OF BOARD OF DIRECTORS
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ/
CHAIRWOMAN OF BOARD OF DIRECTORS**



LAN, WAN-CHEN



CÔNG TY CỔ PHẦN ĐẦU TƯ NHÂN
HIỆU VIỆT

VIET BRAND INVEST
JOINT STOCK COMPANY

Số/ No.: 0304-002/TTr-HĐQT.2026

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM

Độc lập – Tự do – Hạnh phúc

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

TP. Hồ Chí Minh, ngày 03 tháng 04 năm 2026

Ho Chi Minh City, dated 03 April 2026

TỜ TRÌNH ĐẠI HỘI ĐỒNG CỔ ĐÔNG
THƯỜNG NIÊN NĂM 2026
SUBMISSION TO ANNUAL GENERAL
MEETING OF SHAREHOLDERS OF 2026

V/v: Thông qua Báo cáo của Hội Đồng Quản Trị về quản trị và kết quả hoạt động của Hội Đồng Quản Trị và từng thành viên Hội Đồng Quản Trị năm 2025

Re: To approve the Report of the Board of Directors on administration and performance of the Board of Directors and its members in 2025

Căn cứ/ Pursuant to:

- Luật Chứng khoán số 54/2019/QH14 ngày 26/11/2019;
Law on Securities No. 54/2019/QH14 dated 26 November 2019;
- Luật Doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;
Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Nghị định số 155/2020/NĐ-CP ngày 31/12/2020;
Decree No. 155/2020/ND-CP dated 31 December 2020;
- Điều lệ Công Ty Cổ Phần Đầu Tư Nhân Hiệu Việt (“Nhân Hiệu Việt” hoặc “Công Ty”).
Charter of Viet Brand Invest Joint Stock Company (“Viet Brand” or “Company”).

Hội Đồng Quản Trị Công Ty Cổ Phần Đầu Tư Nhân Hiệu Việt kính trình Đại Hội Đồng Cổ Đông thông qua Báo cáo của Hội Đồng Quản Trị về quản trị và kết quả hoạt động của Hội đồng quản trị và từng thành viên Hội đồng quản trị năm 2025, như sau:

Board of Directors of Viet Brand Invest Joint Stock Company would like to propose to Annual General Meeting of Shareholders to approve the Report of the Board of Directors on administration and performance of the Board of Directors and its members in 2025, as follows:

I. KẾT QUẢ HOẠT ĐỘNG CỦA HỘI ĐỒNG QUẢN TRỊ VÀ THÀNH VIÊN HỘI ĐỒNG QUẢN TRỊ

PERFORMANCE OF THE BOARD OF DIRECTORS AND ITS MEMBERS

1. Cơ cấu của Hội đồng quản trị (“HĐQT”)

Structure of the Board of Directors (“BOD”)

Hội Đồng Quản Trị của Công Ty nhiệm kỳ 2025-2027 có 5 thành viên:

There are 5 members of Board of Directors of the Company in term of 2025-2027:

- Lan, Wan-Chen – Chủ tịch HĐQT
Lan, Wan-Chen – Chairwoman of BOD
- Vương Lê Văn – Thành viên HĐQT
Vuong Le Van – BOD member
- Hoàng Như Quỳnh – Thành viên HĐQT
Hoang Nhu Quynh – BOD member
- Nguyễn Thị Trang – Thành viên HĐQT
Nguyen Thi Trang – BOD member
- Wang, Gwan-Fang – Thành viên độc lập HĐQT
Wang, Gwan-Fang – BOD independent member

2. Tổng kết các cuộc họp, nghị quyết và công tác giám sát của HĐQT năm 2025

Sum up meetings, resolutions and administration of BOD in 2025

- HĐQT Công ty Cổ phần Đầu tư Nhãn hiệu Việt có năm (05) người gồm một (01) Chủ tịch và bốn (04) thành viên, HĐQT được ủy quyền thực hiện tất cả các nhiệm vụ và quyết định liên quan đến Công Ty, ngoại trừ các quyền dành cho Đại hội đồng cổ đông (“ĐHĐCĐ”). Các hoạt động của HĐQT được quy định theo Điều 28 của Điều lệ Công Ty.

BOD of Viet Brand Invest Joint Stock Company consists of five (05) people, including one (01) Chairwoman and four (04) members. BOD is authorized to conduct all duties and decisions related to the Company; except for those rights reserved for the General Meeting of Shareholders (“GMS”). The activities of BOD are regulated in accordance with Article 28 of the Company Charter.

- Trong năm 2025, HĐQT đã tổ chức 6 cuộc họp và thông qua 07 nghị quyết cũng như báo cáo liên quan đến hoạt động sản xuất kinh doanh của Công Ty.

In 2025, BOD held 6 meetings and passed 07 resolutions as well as reports related to business activities of the Company.

- Các cuộc họp HĐQT đều có đủ số thành viên theo quy định của pháp luật và điều lệ Công Ty. Các Nghị quyết và quyết định Hội Đồng Quản Trị ban hành trên cơ sở ý kiến thống nhất của đa số thành viên Hội Đồng Quản Trị.

The BOD meetings had enough members in accordance with the provisions of law and the Charter of the Company. Resolutions and decisions of the Board of Directors were issued on the basis of the unanimous opinion of the majority of members of the Board of Directors.

- Các Nghị quyết, Quyết định của HĐQT đã ban hành trong năm 2025 được thể hiện chi tiết tại Báo cáo tình hình quản trị của Công Ty số 2701-001/BC-THQT.2026 ngày 27/01/2026 và số 1202-001/BC-THQT.2026 ngày 12/02/2026 (bản bổ sung) gửi Ủy ban chứng khoán Nhà nước, Sở giao dịch chứng khoán Thành phố Hồ Chí Minh và được công bố trên Website của Công Ty.

The resolutions and decisions of the Board of Directors issued in 2025 are detailed in the Corporate Governance Report No. 2701-001/BC-THQT.2026 dated 27 January 2026 and No. 1202-001/BC-THQT.2026 dated 12 February 2026 (supplemented report) sent to the State Securities Commission, Ho Chi Minh City Stock Exchange and published on the Company's Website.

3. **Hoạt động của thành viên Hội đồng quản trị độc lập và kết quả đánh giá của thành viên độc lập về hoạt động của Hội đồng quản trị:** đính kèm.

Activities of independent member of the Board of Directors and results of independent members' evaluation of the activities of the Board of Directors: attached.

4. **Hoạt động của các tiểu ban khác thuộc HĐQT:** Công Ty không có tiểu ban thuộc HĐQT.

Activities of other sub-committees under the BOD: The Company has no sub-committees under the BOD.

II. THÙ LAO, CHI PHÍ HOẠT ĐỘNG VÀ CÁC LỢI ÍCH KHÁC

REMUNERATION, OPERATION EXPENSES AND OTHER BENEFITS

Thành viên HĐQT được nhận thù lao cho công việc của mình dưới tư cách là thành viên HĐQT. Tổng mức thù lao cho HĐQT sẽ do ĐHCĐ quyết định.

Members of the BOD are entitled to receive remuneration for his/her work under the status of being a member of BOD. Total remuneration for BOD will be decided by the GMS.

Trong năm 2025, Công Ty đã thanh toán thù lao cho Chủ tịch Hội Đồng Quản Trị, tổng số tiền là 180.000.000 VNĐ. Các thành viên khác của Hội đồng quản trị không có thù lao.

In 2025, the Company paid remuneration to the Chairman of the Board of Directors, the total amount of VND180,000,000. Other members of the Board of Directors do not have remuneration.

III. ĐÁNH GIÁ KẾT QUẢ HOẠT ĐỘNG KINH DOANH TRONG NĂM 2025

REVIEW OF THE BUSINESS PERFORMANCE IN 2025

Đơn vị tính: VNĐ
Unit: VND

Chỉ tiêu <i>Items</i>	Báo cáo tài chính hợp nhất/ <i>Consolidated financial statement</i>	Báo cáo tài chính riêng lẻ/ <i>Separate financial statement</i>
Tổng tài sản <i>Total Assets</i>	284.331.609.643	207.527.563.785
Tổng nợ phải trả <i>Total Liabilities</i>	53.554.252.438	270.144.881
Vốn chủ sở hữu <i>Owner's Equity</i>	230.777.357.205	207.257.418.904
Doanh thu thuần <i>Net Revenues</i>	25.651.868.351	-
Lợi nhuận gộp <i>Gross Profit</i>	23.913.792.301	-
Lợi nhuận thuần từ hoạt động kinh doanh <i>Operating Profit</i>	20.264.074.833	215.932.630
Lợi nhuận sau thuế <i>Profit After Tax</i>	14.901.137.768	75.579.967

Kế hoạch của Công Ty cho năm 2025 là tạo ra 81,369 tỷ đồng doanh thu và 18,641 tỷ đồng lợi nhuận sau thuế. Năm 2025 là một năm khó khăn cho nền kinh tế Việt Nam nói riêng và kinh tế thế giới nói chung, tuy nhiên, đội ngũ quản lý vẫn cố gắng phát triển và duy trì hoạt động trong tầm kiểm soát. Kết quả là, theo Báo cáo tài chính kiểm toán kiểm toán hợp nhất cho năm tài chính kết thúc ngày 31/12/2025, lợi nhuận sau thuế đạt xấp xỉ 14,901 tỷ đồng.

The Company's plan for 2025 is to generate VND 81.369 billion in revenue and VND 18.641 billion in profit after tax. 2025 is a difficult year for the Vietnamese economy in particular and the world economy in general, however, the management team still tried to develop and maintain operations under control. As a result, according to the Consolidated Audited Financial Statements for the year ended 31 December 2025, profit after tax reached approximately VND 14.901 billion.

IV. ĐÁNH GIÁ CỦA HĐQT VỀ HOẠT ĐỘNG CỦA BAN GIÁM ĐỐC CÔNG TY

ASSESSMENT OF BOD ON PERFORMANCE OF BOARD OF MANAGEMENT

- Căn cứ vào Điều lệ, các chính sách và quy trình đã ban hành, HĐQT ủy quyền cho Ban Tổng Giám đốc ("**Ban TGD**") điều hành các công việc kinh doanh hàng ngày của Công Ty, tổ chức thực hiện các quyết định chiến lược theo kế hoạch kinh doanh và phương hướng hoạt động của HĐQT và ĐHCĐ giao cho.

*Based on the Company Charter, policies, and procedures, the BOD authorizes the Board of Management ("**BOM**") to run the daily business activities of the Company and to organize the implementation of strategic decisions in accordance with the business plans and operation directors assigned by the BOD and GMS.*

- Thông qua cơ chế kiểm tra, giám sát và báo cáo định kỳ mỗi quý về kết quả hoạt động kinh doanh, tình hình hoạt động hàng ngày của Công Ty và các báo cáo đột

xuất khi có yêu cầu, HĐQT đánh giá rằng Ban TGD đã thực hiện các quyền và nhiệm vụ được giao theo đúng quy định của pháp luật hiện hành, Điều lệ Công Ty và nghị quyết của ĐHĐCĐ.

Through the mechanism of checking, supervising, and reporting quarterly on business performance, daily operational situation of the Company, and ad-hoc reports when required, BOD evaluates that BOM have implemented the assigned rights and duties in accordance with prevailing laws, the Company Charter, and resolutions of GMS.

- Bên cạnh đó, HĐQT đã thực hiện các quyền và trách nhiệm được giao một cách thận trọng, chuyên nghiệp và liêm chính đảm bảo lợi ích hợp pháp tối đa của Công Ty và các cổ đông. Ban TGD đã nỗ lực hết mình để thực hiện kế hoạch kinh doanh do các cổ đông đề ra trong ĐHĐCĐ thường niên năm vừa rồi.

Moreover, BOD has implemented the assigned rights and responsibilities with care, professionalism, and integrity to ensure the maximum legal benefits of the Company and shareholders. BOM made a lot of effort to implement the business plans set by the shareholders in the GMS last year.

- HĐQT tin tưởng và sẽ tiếp tục giao cho Ban TGD những mục tiêu cao hơn để dần đưa Công Ty đạt được nhiều thành tựu hơn trong thời gian tới.

The BOD trusts and will continue to assign the BOM higher targets to gradually bring the Company to achieve more achievements in the upcoming time.

V. CÁC KẾ HOẠCH, ĐỊNH HƯỚNG CỦA HỘI ĐỒNG QUẢN TRỊ

PLANS, ORIENTATIONS OF THE BOARD OF DIRECTORS

Trong năm 2025, Công Ty Cổ Phần Đầu Tư Nhân Hiệu Việt đã nỗ lực trong việc tiếp tục đẩy mạnh các dự án M&A, biến hoạt động đầu tư vào các công ty tiềm năng thành hoạt động cốt lõi của Công Ty. Đây sẽ là nguồn lực quan trọng để Công Ty có thể phát triển các ngành nghề mũi nhọn thuộc lợi thế của mình, bao gồm các lĩnh vực bán lẻ, thương mại điện tử. Trong năm 2026, Công Ty cũng sẽ bắt đầu mở rộng phạm vi, tìm kiếm các cơ hội từ nhiều mặt hàng đa dạng hơn nhằm đa dạng hóa hoạt động kinh doanh, từ đó giảm thiểu rủi ro bởi sự chuyên môn hóa vào đơn lĩnh vực kinh doanh.

In 2025, Viet Brand Invest Joint Stock Company has made efforts to continue promoting M&A projects, turning investment activities in potential companies into the Company's core activities. This will be an important resource for the Company to develop key industries of its advantage, including the fields of retail and e-commerce. In 2026, the Company will also begin to expand its scope, looking for opportunities from diverse products to diversify its business activities, thereby minimizing risks by specializing in a single business sector.

Đối với lĩnh vực đầu tư tài chính, Công Ty hướng tới vị thế tập đoàn đầu tư hàng đầu bằng cách tập trung phát huy các lĩnh vực kinh doanh cốt lõi từ lĩnh vực bán lẻ và thương mại điện tử, đồng thời đa dạng hóa đầu tư bằng nhiều hình thức như liên doanh, liên kết và mua bán – sáp nhập. Công Ty sẽ nghiên cứu và tiến hành mở rộng thêm các thị trường tiềm năng như bất động sản hay đầu tư tài chính nhằm tạo dòng tiền kinh doanh ổn định cho Công Ty. Thị trường chứng khoán hay các hình thức đầu tư tài chính khác là các

kênh để Công Ty tối đa hóa hiệu quả sử dụng nguồn vốn ngắn hạn.

In the field of financial investment, the Company aims to be a leading investment group by focusing on promoting core business areas from the retail and e-commerce sectors, while diversifying investment in many forms such as joint ventures, partnerships, and mergers and acquisitions. The Company will research and expand potential markets such as real estate or financial investment to create stable business cash flow for the Company. The stock market or other forms of financial investment are channels for the Company to maximize the efficiency of using short-term capital.

Để đạt được mục tiêu này, HĐQT thực hiện:

To achieve these targets, the BOD shall carry out:

- Chỉ đạo phân tích, mua lại và phát triển các nhãn hiệu doanh nghiệp bán lẻ hàng tiêu dùng thiết yếu, từ đó gắn kết thương hiệu của sản phẩm với thương hiệu của nhà bán lẻ, tạo nên hiệu ứng tốt cho kết quả hoạt động kinh doanh;

Direct the analysis, acquisition and development of retail brands of essential consumer goods, thereby aligning the product's brand with the retailer's brand, creating a positive effect on the results of those business activities;

- Chỉ đạo việc xây dựng chính sách nhân sự và môi trường làm việc lành mạnh nhằm tạo điều kiện cho người lao động có thể phát huy tốt nhất khả năng của mình;

Direct the development of human resources policies and a healthy working environment to create conditions for employees to maximize their abilities;

- Chỉ đạo sắp xếp bộ máy tổ chức, tinh gọn nhân sự để tăng năng suất lao động và thu nhập cho người lao động;

Direct the arrangement of the organizational apparatus and streamline personnel to increase labor productivity and income for workers;

- Tập trung vào việc tìm kiếm các cơ hội đầu tư mà không gây ảnh hưởng tiêu cực đến cộng đồng và môi trường;

Focus on finding investment opportunities that do not negatively impact the community and environment;

- Chủ động sát sao theo dõi nhằm nắm bắt kịp thời và tránh làm ảnh hưởng đến hoạt động sản xuất kinh doanh của Công Ty để thích nghi và xử lý kịp thời các vấn đề phát sinh do sự thay đổi các Luật và văn bản dưới Luật trong tương lai; và;

Proactively closely monitor to promptly grasp and avoid affecting the Company's production and business activities to promptly adapt and handle problems arising from changes in Laws and its elaboration documents; and

- Cố gắng xây dựng và duy trì mối quan hệ tốt với các cơ quan báo đài và các tổ chức có liên quan, chủ động hoàn thiện quy chế phối hợp và quản lý giữa Công Ty và các đơn vị thành viên.

Try to build and maintain good relationships with media agencies and related organizations, proactively improve coordination and management regulations between the Company and its member units.

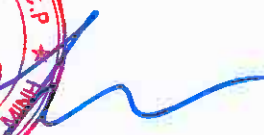
Hội Đồng Quản Trị kính trình Đại Hội Đồng Cổ Đông thường niên năm 2026 xem xét thông qua.

Board of Directors would like to propose to Annual General Meeting of Shareholders of 2026 to consider to approve.

Trân trọng.

Best regards.

**TM. HỘI ĐỒNG QUẢN TRỊ/
ON BEHALF OF BOARD OF DIRECTORS
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ/
CHAIRWOMAN OF BOARD OF DIRECTORS**



LAN, WAN-CHEN



**CÔNG TY CỔ PHẦN ĐẦU TƯ
NHÃN HIỆU VIỆT
VIET BRAND INVEST
JOINT STOCK COMPANY**
Số/ No.: 0304-001/TTr-BKS.2026

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

TP. Hồ Chí Minh, ngày 03 tháng 04 năm 2026

Ho Chi Minh City, dated 03 April 2026

**TỜ TRÌNH ĐẠI HỘI ĐỒNG CỔ ĐÔNG
THƯỜNG NIÊN NĂM 2026
SUBMISSION TO ANNUAL GENERAL
MEETING OF SHAREHOLDERS OF 2026**

V/v: Thông qua Báo cáo của Ban Kiểm soát về kết quả kinh doanh của Công Ty, kết quả hoạt động của Hội đồng quản trị, Tổng Giám đốc năm 2025

Re: To approve the Report of the Board of Supervisors on the Company's business performance and performance of the Board of Directors, General Director in 2025

Căn cứ/ Pursuant to:

- Luật chứng khoán số 54/2019/QH14 ngày 26/11/2019;
Law on Securities No. 54/2019/QH14 dated 26 November 2019;
- Luật doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;
Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Nghị định số 155/2020/NĐ-CP ngày 31/12/2020;
Decree No. 155/2020/ND-CP dated 31 December 2020;
- Điều lệ Công Ty Cổ phần Đầu tư Nhãn hiệu Việt ("Nhãn Hiệu Việt" hoặc "Công Ty").
Charter of Viet Brand Invest Joint Stock Company ("Viet Brand" or "Company").

Ban Kiểm soát Công Ty Cổ Phần Đầu Tư Nhãn Hiệu Việt kính trình Đại Hội Đồng Cổ Đông thông qua Báo cáo của Ban Kiểm soát về kết quả kinh doanh của Công Ty, kết quả hoạt động của Hội đồng quản trị, Tổng Giám đốc năm 2025, như sau:

Board of Supervisors ("BOS") of the Company reports on the Company's business performance and performance of the Board of Directors, General Director in 2025 as follows:



1. **TÌNH HÌNH HOẠT ĐỘNG VÀ TÀI CHÍNH NĂM 2025**

BUSINESS PERFORMANCE AND FINANCIAL SITUATION IN 2025

BKS xác nhận số liệu về tình hình tài chính của Công Ty trong Báo cáo tài chính năm 2025 đã phản ánh trung thực và hợp lý.

BOS confirms the data on the financial situation of the Company in the Financial Statements of 2025 has reflected truthfully and reasonably.

2. **THÙ LAO, CHI PHÍ HOẠT ĐỘNG VÀ CÁC LỢI ÍCH KHÁC**

REMUNERATION, OPERATION EXPENSES AND OTHER BENEFITS

- (a) Tổng mức thù lao cho các thành viên BKS theo quyết định của Đại hội đồng cổ đông (“**DHĐCĐ**”). Thành viên của BKS cũng sẽ được thanh toán các khoản chi phí đi lại, khách sạn và các chi phí phát sinh một cách hợp lý khi họ tham gia các cuộc họp của BKS hoặc liên quan đến hoạt động kinh doanh của Công Ty.

*Total remuneration for members of BOS is determined by the General Meeting of Shareholders (“**GMS**”). Members of BOS will also be reimbursed for travel, hotel and other expenses reasonably incurred when they attend meetings of BOS or are related to business operations of the Company.*

- (b) Trong năm 2025, Công Ty không chi trả thù lao cho Ban Kiểm soát.

In 2025, the Company did not pay remuneration for Board of Supervisors.

3. **TÌNH HÌNH THỰC HIỆN PHÁP LUẬT NHÀ NƯỚC VÀ QUY ĐỊNH CÔNG TY**

IMPLEMENTATION OF STATE LAW AND COMPANY REGULATIONS

Công Ty tuân thủ đúng với những quy định trong Luật Chứng khoán, Luật Doanh nghiệp và những quy định khác của Nhà nước, cụ thể là:

The Company complies with the provisions of the Securities Law, Enterprise Law and other regulations, namely:

- (a) Về công bố thông tin: đáp ứng yêu cầu theo quy định tại Thông tư 96/2020/TT-BTC do Bộ Tài Chính ban hành ngày 16/11/2020.

On information disclosure: meeting the requirements as prescribed in Circular 96/2020/TT-BTC issued by the Ministry of Finance dated 16 November 2020.

- (b) Về quản trị công ty đại chúng: đáp ứng yêu cầu theo quy định tại Nghị định 155/2020/NĐ-CP do Chính phủ ban hành ngày 31/12/2020, và Thông tư 116/2020/TT-BTC do Bộ Tài Chính ban hành ngày 31/12/2020.

On corporate governance for public companies: meeting the requirements as prescribed in Decree 155/2020/ND-CP issued by the Government dated 31 December 2020, and Circular 116/2020/TT-BTC issued by the Ministry of Finance dated 31 December 2020.

- (c) Những quy định khác như quy định đối với công ty đại chúng quy mô lớn và quy định về thuế và sử dụng lao động cũng được tuân theo nghiêm chỉnh và đầy đủ.

Other regulations such as those applicable to large-scale public companies and regulations on taxes and employment are also strictly and fully complied with.

4. TÌNH HÌNH HOẠT ĐỘNG CỦA HỘI ĐỒNG QUẢN TRỊ (“HĐQT”) VÀ BAN TỔNG GIÁM ĐỐC (“BAN TGD”)

BUSINESS PERFORMANCE OF THE BOARD OF DIRECTORS (“BOD”) AND BOARD OF MANAGEMENT (“BOM”)

- (a) HĐQT thường xuyên giám sát Ban TGD trong việc thực hiện các Nghị quyết, kế hoạch kinh doanh đã được HĐQT và ĐHCĐ thông qua. Việc giám sát công tác điều hành quản lý của HĐQT đã đảm bảo cho hoạt động kinh doanh của Công Ty tuân thủ đúng các quy định của pháp luật, theo đúng định hướng Nghị quyết của ĐHCĐ.

BOD regularly supervises BOM in implementing Resolutions and business plans approved by BOD and GMS. The supervision of the management and administration of BOD has ensured that the business operations of the Company comply with the provisions of law, in accordance with the orientation of Resolutions of GMS.

- (b) Báo cáo quản trị của HĐQT đã phản ánh đầy đủ, trung thực các khía cạnh hoạt động cũng như công tác chỉ đạo, điều hành Công Ty.

The report on corporate governance of BOD reflects fully and honestly the operational aspects as well as the direction and administration of the Company.

- (c) Ban TGD căn cứ các Nghị quyết, quyết định của HĐQT để triển khai nhiệm vụ, đưa ra các quyết sách kịp thời, phù hợp với từng điều kiện cụ thể.

BOM bases on the Resolutions and decisions of BOD to implement the tasks and make decisions in a timely manner, suitable for each specific condition.

5. TÌNH HÌNH PHỐI HỢP HOẠT ĐỘNG GIỮA BAN KIỂM SOÁT VÀ HỘI ĐỒNG QUẢN TRỊ, BAN TỔNG GIÁM ĐỐC VÀ CỔ ĐÔNG

COORDINATION SITUATION OF OPERATIONS BETWEEN THE BOARD OF SUPERVISORS AND BOARD OF DIRECTORS, BOARD OF MANAGEMENT, AND SHAREHOLDERS

Sự phối hợp hoạt động giữa BKS và HĐQT, Ban TGD của Công Ty được thực hiện chặt chẽ theo sát Nghị quyết của ĐHCĐ. BKS được cung cấp các văn bản, tài liệu cần thiết trong quá trình giám sát việc chỉ đạo, điều hành hoạt động kinh doanh của HĐQT, Ban TGD.

The coordination of operations between BOS and BOD, BOM of the Company is strictly implemented in accordance with the Resolutions of GMS. BOS is provided with necessary text and documents in the process of supervising the direction and

administration of business operations of BOD and BOM.

6. NHẬN XÉT CỦA BAN KIỂM SOÁT

COMMENTS OF THE BOARD OF SUPERVISORS

- (a) Ban TGD đã chấp hành các Nghị quyết của ĐHĐCĐ, và nhìn chung, hoàn thành nhiệm vụ trên cơ sở mang lại lợi ích cho Công Ty.

BOM has implemented the Resolutions of GMS, and, in general, fulfilled its tasks on the beneficial basis for the Company.

- (b) Trong năm tài chính 2025, Công Ty đã nghiêm túc chấp hành và tuân thủ quy định của pháp luật hiện hành và không có khiếu nại của cổ đông đối với hoạt động của Công Ty.

In fiscal year of 2025, the Company has strictly implemented and complied with the current provisions of law and there is no complaint of the shareholders on the operations of the Company.

- (c) Công Ty đã hoàn chỉnh công tác kiểm soát nội bộ luôn đi vào nề nếp với một phương hướng đúng đắn và đảm bảo Công Ty phát triển bền vững lâu dài.

The Company has completed the internal controls, always goes into order with the right direction and ensures long-term sustainable development of the Company.

Ban Kiểm soát kính trình Đại Hội Đồng Cổ Đông thường niên năm 2026 xem xét thông qua.

Board of Supervisors would like to propose to Annual General Meeting of Shareholders of 2026 to consider to approve.

Trân trọng.

Best regards.

**TM. BAN KIỂM SOÁT/
ON BEHALF OF BOARD OF
SUPERVISORS**

**TRƯỞNG BAN KIỂM SOÁT/
HEAD OF BOARD OF SUPERVISORS**



NGUYỄN THỊ THU TRANG

CÔNG TY CỔ PHẦN ĐẦU TƯ
NHÃN HIỆU VIỆT
VIET BRAND INVEST
JOINT STOCK COMPANY

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

Số/ No.: 0304-002/TTr-BKS.2026

TP. Hồ Chí Minh, ngày 03 tháng 04 năm 2026
Ho Chi Minh City, dated 03 April 2026

TỜ TRÌNH ĐẠI HỘI ĐỒNG CỔ ĐÔNG
THƯỜNG NIÊN NĂM 2026
SUBMISSION TO ANNUAL GENERAL
MEETING OF SHAREHOLDERS OF 2026

V/v: Thông qua Báo cáo tự đánh giá kết quả hoạt động của Ban kiểm soát và Kiểm soát viên năm 2025

Re: To approve the Report on the performance of the Board of Supervisors and its members in 2025

Căn cứ/ Pursuant to:

- Luật chứng khoán số 54/2019/QH14 ngày 26/11/2019;
Law on Securities No. 54/2019/QH14 dated 26 November 2019;
- Luật doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;
Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Nghị định số 155/2020/NĐ-CP ngày 31/12/2020;
Decree No. 155/2020/ND-CP dated 31 December 2020;
- Điều lệ Công Ty Cổ phần Đầu tư Nhân hiệu Việt (“**Nhân Hiệu Việt**” hoặc “**Công Ty**”).
Charter of Viet Brand Invest Joint Stock Company (“**Viet Brand**” or “**Company**”).

Ban Kiểm soát Công Ty Cổ Phần Đầu Tư Nhân Hiệu Việt kính trình Đại Hội Đồng Cổ Đông thông qua Báo cáo tự đánh giá kết quả hoạt động của Ban kiểm soát và Kiểm soát viên năm 2025, như sau:

Board of Supervisors (“**BOS**”) of the Company reports on the performance of the Board of Supervisors and its members in 2025 as follows:



1. **ĐÁNH GIÁ KẾT QUẢ HOẠT ĐỘNG CỦA BAN KIỂM SOÁT (“BKS”) NĂM 2025**

ASSESSMENT OF PERFORMANCE OF BOARD OF SUPERVISORS (“BOS”) IN 2025

Năm 2025, BKS Công Ty duy trì số lượng thành viên là 03 (ba) người, gồm 01 (một) Trưởng ban và 02 (hai) thành viên. BKS của Công Ty bao gồm:

In 2025, BOS of the Company consists of 03 (three) people, including one (01) Head and 02 (two) members. BOS of the Company consists:

- Bà Nguyễn Thị Thu Trang – Trưởng Ban Kiểm soát
Nguyen Thi Thu Trang – Head of Board of Supervisors
- Bà Tsai, Hsiu-Li – Thành viên Ban Kiểm soát
Tsai, Hsiu-Li – Member of Board of Supervisors
- Ông Nguyễn Duy Long – Thành viên Ban Kiểm soát
Nguyen Duy Long – Member of Board of Supervisors

Các hoạt động của BKS được quy định theo Điều 170 Luật Doanh nghiệp 2020 và Điều 40 của Điều lệ Công Ty.

The activities of BOS are regulated under Article 170 of Enterprise Law 2020 and Article 40 of the Company Charter.

Trong năm 2025, BKS tổ chức 02 (hai) cuộc họp, nội dung các cuộc họp cụ thể như sau:

In 2025, BOS held 02 (two) meetings, specific duties are as follows:

- (a) Thông qua Báo cáo của BKS về kết quả kinh doanh của Công Ty, kết quả hoạt động của Hội đồng quản trị, Tổng giám đốc năm 2024 và trình lên ĐHĐCĐ thường niên năm 2025;
To approve the Report of BOS on the Company's business performance and performance of the Board of Directors, General Director in 2024 and submit to the AGMS of 2025;
- (b) Thông qua Báo cáo tự đánh giá kết quả hoạt động của Ban kiểm soát và Kiểm soát viên năm 2024 và trình lên ĐHĐCĐ thường niên năm 2025;
To approve the Report of BOS on performance of the Board of Supervisors and its members in 2024 and submit the Report to the AGMS of 2025;
- (c) Thông qua việc phê duyệt danh sách công ty kiểm toán độc lập năm 2025 và trình lên ĐHĐCĐ thường niên năm 2025;
To approve the list of independent auditing companies for the year 2025 and

submit to the AGMS of 2025;

- (d) Thẩm tra Báo cáo tài chính năm 2025;

To review the Financial Statements of 2025;

- (e) Soát xét Báo cáo tài chính kiểm toán cho kỳ kế toán 06 tháng kết thúc ngày 30/06/2025.

To review Audited Financial Statements for the six-month period ended 30 June 2025.

Ngoài các cuộc họp và làm việc trực tiếp, BKS đã thường xuyên liên lạc, trao đổi thông tin, tài liệu và đề ra giải pháp cụ thể để nâng cao hiệu quả hoạt động của BKS. Tham gia các cuộc họp với Hội đồng quản trị (“**HĐQT**”) để nắm bắt kịp thời hoạt động của Công Ty.

*In addition to face-to-face meetings, BOS regularly communicated, exchanged information and documents and proposed specific solutions to improve BOS's performance. Attending meetings with the Board of Directors (“**BOD**”) to timely grasp the Company's activities.*

2. ĐÁNH GIÁ HOẠT ĐỘNG CỦA TỪNG THÀNH VIÊN BAN KIỂM SOÁT NĂM 2025

ASSESSMENT OF PERFORMANCE OF MEMBERS OF THE BOARD OF SUPERVISORS IN 2025

Các thành viên BKS đã tham dự đầy đủ các cuộc họp do Trưởng BKS triệu tập, tích cực đóng góp ý kiến và thảo luận các vấn đề được nêu trong cuộc họp.

The BOS members fully attended the meetings convened by the Head of BOD, actively contributed ideas and discussed the issues raised in the meeting.

Các thành viên BKS đã chủ động thực hiện các công việc được giao, kết nối và kết hợp với các bộ phận để hoàn thành nhiệm vụ của mình. Cụ thể:

The BOS members actively performed the assigned tasks, connected and combined with other departments to complete their tasks. Specifically:

- (a) Trưởng BKS – Bà Nguyễn Thị Thu Trang đã:

Head of BOS – Ms. Nguyen Thi Thu Trang:

- Thực hiện phụ trách chung;

Performed general responsibility;

- Điều hành các cuộc họp định kỳ hoặc đột xuất của BKS;

Managed BOS's periodic or extraordinary meetings;

- Liên hệ với cổ đông, nhận và xử lý các văn bản liên quan đến BKS từ HĐQT, Ban giám đốc và các cổ đông;

Contacted shareholders, received and processed documents related to the BOS from the Board of Directors, Board of Management and shareholders;

- Cùng với các thành viên trong BKS thực hiện kiểm soát toàn bộ hoạt động của Công Ty.

Together with the BOS members, controlled all activities of the Company.

(b) Thành viên BKS - Bà Tsai, Hsiu-Li và Ông Nguyễn Duy Long đã:

BOS members – Ms. Tsai, Hsiu-Li and Mr. Nguyen Duy Long:

- Thực hiện kiểm tra giám sát trong hoạt động quản lý điều hành hoạt động kinh doanh, trong tổ chức công tác kế toán và lập báo cáo tài chính;

Carried out inspection and supervision in business management activities, in organizing accounting works and preparing financial statements;

- Giám sát việc thực hiện nghị quyết của Đại hội đồng cổ đông (“ĐHĐCĐ”) về các vấn đề liên quan đến tài chính, đầu tư, sử dụng vốn...

Supervised the implementation of resolutions of the General Meeting of Shareholders (“GMS”) on issues related to finance, investment, capital use, etc;

- Thực hiện rà soát việc lập và ban hành các văn bản pháp lý, quy trình, quy chế của Công Ty;

Reviewed the preparation and issuance of legal documents, processes and regulations of the Company;

- Giám sát việc tuân thủ pháp luật về tổ chức hoạt động của Công Ty, công bố thông tin, thực hiện các chế độ chính sách cho người lao động...;

Monitored compliance with the law on organization and operation of the Company, information disclosure, implementation of policies and regimes for employees...;

- Kiểm tra giám sát việc triệu tập và tổ chức họp ĐHĐCĐ theo đúng trình tự, thủ tục và quy định của pháp luật, điều lệ Công Ty.

Inspected and supervised the convening and holding the General Meeting of Shareholders in accordance with the order, procedures and

provisions of law and the Company's charter.

Năm 2025, BKS đã hoàn thành tốt nhiệm vụ theo chức năng, nhiệm vụ được quy định tại Điều lệ Công Ty và quy định của pháp luật.

In 2025, BOS successfully completed its tasks according to its functions and duties as stipulated in the Company's Charter and regulations of law.

Trong năm 2025, BKS không nhận được đơn thư khiếu nại của bất kỳ cổ đông hoặc nhóm cổ đông nên không thực hiện các vấn đề liên quan đến xử lý các hồ sơ khiếu kiện, đơn giải trình tới HĐQT, cổ đông/ nhóm cổ đông.

In 2025, BOS did not receive any complaint letter from any shareholder or group of shareholders, so BOS did not handle issues related to the handling of complaint files and explanations to BOD, shareholders/groups of shareholders.

Ban Kiểm soát kính trình Đại Hội Đồng Cổ Đông thường niên năm 2026 xem xét thông qua.

Board of Supervisors would like to propose to Annual General Meeting of Shareholders of 2026 to consider to approve.

Trân trọng.

Best regards.

**TM. BAN KIỂM SOÁT/
ON BEHALF OF BOARD OF SUPERVISORS
TRƯỞNG BAN KIỂM SOÁT/
HEAD OF BOARD OF SUPERVISORS**



NGUYỄN THỊ THU TRANG



CÔNG TY CỔ PHẦN
ĐẦU TƯ NHÃN HIỆU VIỆT
VIET BRAND INVEST
JOINT STOCK COMPANY

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Số: 0304-003/TTr-HĐQT.2026

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM

Độc Lập - Tự Do - Hạnh Phúc

SOCIAL REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

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Tp. Hồ Chí Minh, ngày 03 tháng 04 năm 2026

Ho Chi Minh City, dated 03 April 2026

TỜ TRÌNH ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2026

SUBMISSION TO ANNUAL GENERAL

MEETING OF SHAREHOLDERS OF 2026

V/v: Thông qua Báo cáo thường niên năm 2025

Ref: To approve the Annual Report 2025

Căn cứ/ Pursuant to:

- Luật chứng khoán số 54/2019/QH14 ngày 26/11/2019;
Securities Law No. 54/2019/QH14 on November 26th, 2019;
- Luật doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;
Enterprise Law No. 59/2020/QH14 on June 17th, 2020;
- Điều lệ Công ty Cổ phần Đầu tư Nhãn hiệu Việt ("Nhãn hiệu Việt").
Charter of Viet Brand Invest Joint Stock Company ("Viet Brand").

Hội Đồng Quản Trị Công ty Cổ phần Đầu tư Nhãn hiệu Việt kính trình Đại Hội Đồng Cổ Đông thông qua Báo cáo thường niên năm 2025.

Board of Directors of Viet Brand Invest Joint Stock Company would like to propose to Annual General Meeting of Shareholders to approve the Annual Report 2025.

Hội Đồng Quản Trị kính trình Đại Hội Đồng Cổ Đông thường niên năm 2026 xem xét thông qua.

Board of Directors would like to propose to Annual General Meeting of Shareholders of 2026 to consider to approve.

Trân trọng,/ *Best regards,*

Đính kèm/ Enclosure:

1. Báo cáo thường niên năm 2025./ *Annual Report 2025.*

**TM. HỘI ĐỒNG QUẢN TRỊ/
ON BEHALF OF BOARD OF DIRECTORS
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ/
CHAIRWOMAN OF BOARD OF DIRECTORS**



LAN, WAN-CHEN

CÔNG TY CỔ PHẦN ĐẦU TƯ
NHÃN HIỆU VIỆT
VIET BRAND INVEST
JOINT STOCK COMPANY

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

Số/ No.: 0304-004/TTr-HĐQT.2026

TP. Hồ Chí Minh, ngày 03 tháng 04 năm 2026
Ho Chi Minh City, dated 03 April 2026

**TỜ TRÌNH ĐẠI HỘI ĐỒNG CỔ ĐÔNG
THƯỜNG NIÊN NĂM 2026
SUBMISSION TO ANNUAL GENERAL
MEETING OF SHAREHOLDERS OF 2026**

V/v: Thông qua Kế hoạch kinh doanh của Công Ty năm 2026

Re: To approve the 2026 Business plan of the Company

Căn cứ/ Pursuant to:

- Luật chứng khoán số 54/2019/QH14 ngày 26/11/2019;
Law on Securities No. 54/2019/QH14 dated 26 November 2019;
- Luật doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;
Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Điều lệ Công Ty Cổ Phần Đầu Tư Nhãn Hiệu Việt (“Nhãn Hiệu Việt” hoặc “Công Ty”).
Charter of Viet Brand Invest Joint Stock Company (“Viet Brand” or “Company”).

Hội Đồng Quản Trị Công ty Cổ phần Đầu tư Nhãn hiệu Việt kính trình Đại Hội Đồng Cổ Đông thông qua Kế hoạch kinh doanh của Công Ty năm 2026.

Board of Directors of Viet Brand Invest Joint Stock Company would like to propose to Annual General Meeting of Shareholders to approve the 2026 Business plan of the Company.

I. KẾ HOẠCH KINH DOANH

BUSINESS PLAN

1. Hoạt động kinh doanh cốt lõi

Core business strategy

Duy trì sự phát triển ổn định bằng cách tìm động lực tăng trưởng mới thông qua M&A đã được chứng minh là một chiến lược hợp lý của ABR.

Maintaining a steady development, by finding new growth momentum via M&A, has been proved a sensible strategy for ABR.

Năm 2026, Công ty sẽ tiếp tục hoạt theo mô hình Holding. Trong đó công ty mẹ sẽ (i) Không trực tiếp tham vào hoạt động kinh doanh, chỉ quản lý phần vốn tại công ty con; (ii) Chịu trách nhiệm chính trong việc tìm kiếm và thu tóm các thương hiệu. Các lĩnh vực kinh doanh chính của Công ty bao gồm 02 nhóm:

In 2026, the Company will continue to operate under the Holding model. In which, the parent company will (i) Not directly participate in business activities, only manage the capital part in the subsidiary; (ii) Main responsibility for finding and acquiring brands. The Company's main business fields include 02 groups:

- Hoạt động đầu tư nhãn hiệu và Đại lý thương hiệu;

Brand investment and brand agency activities;

- Hoạt động kinh doanh viễn thông.

Trading in telecommunication services.

Hiện nay Công ty đang tạm giảm các hoạt động đầu tư nhãn hiệu do ảnh hưởng của dịch bệnh. Tuy nhiên Công ty vẫn luôn sẵn sàng và chủ động tìm kiếm cơ hội đầu tư vào các thương hiệu có tính cạnh tranh cao và ít chịu ảnh hưởng của chu kỳ kinh tế nhằm hướng tới sự tăng trưởng bền vững trong tương lai.

Currently, the Company is temporarily reducing brand investment activities due to the impact of the pandemic. However, the Company is always ready and proactive to seek investment opportunities with a highly competitive advantage and less affected by the economic cycle to achieve sustainable growth in the future.

Về hoạt động viễn thông của Công ty, thông qua các hợp đồng kinh doanh với các Nhà cung cấp dịch vụ viễn thông hàng đầu tại Việt Nam, các công ty con đang cung cấp các sản phẩm dịch vụ chính sau đây:

Regarding the Company's telecommunications activities, through business contracts with leading telecommunications service providers in Vietnam, the subsidiaries are providing the following main products and services:

- Dịch vụ cho thuê hạ tầng;

Infrastructure lease;

- Dịch vụ Internet;

Internet services'

Hiện tại, địa bàn kinh doanh chính của New Life, Công ty sở hữu 100% vốn, là tại Khu đô thị mới Phú Mỹ Hưng và vùng phụ cận. Trong đó, Khu đô thị mới Phú Mỹ Hưng là địa bàn kinh doanh chính.

Currently, New Life's main business area, 100% owned by the ABR, is in Phu My Hung New Urban Area and surrounding areas, in which Phu My Hung New Urban Area is the main business area.

2. Định hướng phát triển chung

New business opportunities

Trong năm 2025, Ban Điều Hành đã nỗ lực trong việc tiếp tục đẩy mạnh các dự án M&A, biến hoạt động đầu tư vào các công ty tiềm năng thành hoạt động cốt lõi của ABR. Đây sẽ là nguồn lực quan trọng để Công ty có thể phát triển các ngành nghề mũi nhọn thuộc lợi thế của mình, bao gồm các lĩnh vực bán lẻ, thương mại điện tử. Biết rằng đại dịch Covid-19 và xung đột Nga - Ukraine đã thay đổi phần lớn hiểu biết của chúng ta về cuộc sống ở nhiều khía cạnh như làm việc, mua sắm và tương tác xã hội, hay thói quen người tiêu dùng, Công ty đã chuẩn bị kỹ càng về nguồn lực để tìm kiếm động lực tăng trưởng tiếp theo trong thời kỳ hậu Covid-19 và kinh tế không ổn định trên toàn thế giới. Trong năm 2026, ABR cũng sẽ bắt đầu mở rộng phạm vi, tìm kiếm các cơ hội từ nhiều mặt hàng đa dạng hơn nhằm đa dạng hóa hoạt động kinh doanh, từ đó giảm thiểu rủi ro bởi sự chuyên môn hóa vào đơn lĩnh vực kinh doanh.

In 2025, the Board of Management made great efforts in promoting M&A projects, turning investment in potential companies into ABR's core activities. This will be an important resource for the Company to develop key industries of its advantage, including retail and e-commerce. Knowing that the Covid-19 pandemic has changed most of our understanding of life in many aspects such as working, shopping and social interaction, or consumer habits, the Company has carefully prepared resources to find the next growth engine in the post-Covid-19 era. In 2026, ABR will also begin to expand its scope, seeking opportunities from a wider range of products to diversify its business activities, thereby reducing risks by specializing in business areas.

Đối với lĩnh vực đầu tư tài chính, Công ty hướng tới vị thế tập đoàn đầu tư hàng đầu bằng cách tập trung phát huy các lĩnh vực kinh doanh cốt lõi từ lĩnh vực bán lẻ và thương mại điện tử, đồng thời đa dạng hóa đầu tư bằng nhiều hình thức như liên doanh, liên kết và mua bán – sáp nhập. Ban Điều Hành sẽ nghiên cứu và tiến hành mở rộng thêm các thị trường tiềm năng như bất động sản hay đầu tư tài chính nhằm tạo dòng tiền kinh doanh ổn định cho Công ty. Thị trường chứng khoán hay các hình thức đầu tư tài chính khác là các kênh để ABR tối đa hóa hiệu quả sử dụng nguồn vốn ngắn hạn.

In the field of financial investment, the Company aims to become an investment group leading by focusing on promoting core business areas from retail and e-commerce, while at the same time diversifying investment in many forms such as joint ventures, associations, and mergers and acquisitions. The Board of Management will research and expand potential markets such as real estate or financial investment to create stable business cash flow for the Company. The Stock Market will be the channel for ABR to maximize the efficiency of short-term capital.

II. CÁCH THỨC THỰC HIỆN

IMPLEMENTATION MEASURES

1. Đầu tư nhãn hiệu và Đại lý thương hiệu

Brand Investment & Brand Agent

Ngày nay, khi mạng Internet đã rất phổ biến, người tiêu dùng có xu hướng tìm kiếm mua sắm tại các kênh thương mại điện tử. Điều này khiến việc định vị thương hiệu trên các kênh thương mại điện tử đang trở thành chiến lược để giúp các thương hiệu này giành được thị phần và đi trước so với đối thủ cạnh tranh. Nhu cầu cho sự mua sắm tiện lợi theo hướng

“không có sự tiếp xúc” đang ngày càng gia tăng. Do đó, Công ty cảm thấy khá lạc quan trước quyết tâm chuyển mục tiêu đầu tư vào các nhãn hiệu có lợi thế cạnh tranh tốt hơn trên các kênh thương mại điện tử trong tương lai.

Today, when the Internet has become very popular, consumers tend to shop at e-commerce channels. This makes brand positioning on e-commerce channels a strategy to help these brands gain market share and stay ahead of the competition. The demand for “contactless” convenience shopping is increasing day by day. Therefore, the Company feels quite optimistic about its determination to shift its investment target to brands with better competitive advantages on e-commerce channels in the future.

Khó khăn là điều có thể nhìn thấy trước, nhưng cơ hội tiềm năng đang dần hé mở trong nhiều ngành dịch vụ là rất dồi dào. Khi đối mặt với tác động trực tiếp và tức thời từ sự tiên tiến của công nghệ, các doanh nghiệp bán lẻ đang buộc phải đẩy nhanh quá trình tái cấu trúc và học cách đứng vững trên việc xây dựng thương hiệu trong các kênh bán lẻ ảo. Chúng tôi nghĩ rằng đây là một điều cực kỳ tốt để phát triển hoạt động kinh doanh đại lý thương hiệu của chúng tôi. Việc đưa các tên thương hiệu nhỏ lẻ cũng như nổi tiếng đến với người tiêu dùng sẽ là động lực tăng trưởng mới giúp Công ty nâng cao lợi nhuận và quy mô hoạt động ngoài mong đợi.

Difficulties are foreseeable, but potential opportunities are gradually unfolding in many service industries. Faced with the immediate and direct impact of technological advancement, retail businesses are being forced to accelerate restructuring and learn to stay on top of branding in virtual retail channels. The Company thinks this is an extremely good thing to grow our brand agency business. Bringing small and well-known brand names to consumers will be a new growth engine to help the Company improve profits and scale operations beyond expectations.

Với kinh nghiệm dày dặn tại thị trường Việt Nam cùng với sự chuyên nghiệp hóa trong hoạt động M&A, Công ty tự tin trong việc phân tích, mua lại và phát triển các nhãn hiệu doanh nghiệp bán lẻ hàng tiêu dùng thiết yếu, từ đó gắn kết thương hiệu của sản phẩm với thương hiệu của nhà bán lẻ, tạo nên hiệu ứng tốt cho kết quả hoạt động kinh doanh.

With in-depth experience in the Vietnamese market and specialty in M&A activities, the Company is confident in analyzing, acquiring, and developing brands of retail essential consumer goods, connecting the product's brand with the retailer's brand, creating a good effect on business results.

Đầu tư nhãn hiệu và Đại lý thương hiệu, trong những năm tới được kỳ vọng sẽ mang lại nguồn lợi đáng kể cho Công ty, giúp Công ty thuận lợi hơn trên đà tăng trưởng dài hạn. Bên cạnh đó, Công ty vẫn sẽ tiếp tục tìm kiếm và gia nhập các doanh nghiệp có lợi nhuận và có khả năng hồi phục tốt trong tình hình kinh tế phức tạp hiện nay.

Brand Investment and Brand Agency, in the coming years, are expected to bring significant benefits to the Company, helping the Company to be more favorable in the long-term growth momentum. In addition, the Company will continue to seek profitable and sustainable businesses in the current complex economic situation.

2. Nhân sự và vận hành

Human resources & operation

Công ty chú trọng việc xây dựng chính sách nhân sự và môi trường làm việc lành mạnh nhằm tạo điều kiện cho người lao động có thể phát huy tốt nhất khả năng của mình.

Công tác tuyển dụng được thực hiện theo quy trình chặt chẽ nhằm tuyển chọn nhân sự đúng yêu cầu đưa ra, đảm bảo lực lượng lao động ổn định, chất lượng cao và đáp ứng yêu cầu hoạt động sản xuất kinh doanh của Công ty. Bên cạnh đó, Công ty ưu tiên tuyển chọn những cá nhân có năng lực, đáp ứng nhu cầu mở rộng sản xuất kinh doanh. Kế hoạch nhân sự cho năm 2026 của ABR cụ thể như sau:

The Company focuses on building human resource policies and a healthy working environment to create conditions for employees to bring out their best. Recruitment is carried out according to a strict process to select the right personnel according to the given requirements, to ensure a stable, high-quality workforce, and to meet the requirements for production and business activities. In addition, the Company prioritizes selecting capable individuals to meet the needs of expanding production and business. ABR's staffing plan for 2026 is as follows:

- Tiếp tục tuyển dụng, rà soát định biên nhân sự đảm bảo nhân lực cho hoạt động kinh doanh của toàn hệ thống tập đoàn được ổn định, liên tục;

Continue to recruit, review the staffing schedule to ensure that human resources for business activities of the whole corporation system are stable and continuous;

- Tiếp tục thể hiện sự quan tâm chăm sóc đến người lao động, lên kế hoạch cho các chương trình trong năm: khám sức khỏe, tham quan, du lịch, quà tặng cho người lao động vào các dịp lễ, tết... đề xuất thêm những phúc lợi cho người lao động để người lao động có thể gắn bó lâu dài, cống hiến năng lực cho sự phát triển của công ty;

Continue to show concern and care for employees, plan programs for the year: health check, sightseeing, travel, gifts for employees on holidays, Tet... additional benefits for employees so that employees can stay for a long time, devoting their energies to the development of the Company;

- Tổ chức các khóa đào tạo nội bộ ngắn hạn nhằm nâng cao trình độ chuyên môn, cập nhật công nghệ, quy trình làm việc mới;

Organize short-term internal training courses to improve professional qualifications, update technology and new working processes;

- Đối với đội ngũ cán bộ quản lý, Công ty sẽ tổ chức khóa đào tạo nâng cao kiến thức, trau dồi kỹ năng chuyên môn, tiếp cận và ứng dụng các phương pháp quản lý tiên tiến.

For the management staff, the Company will organize a training course to improve knowledge and hone professional skills, approach and apply advanced management methods.

3. Quản lý và công tác tổ chức

Management & organization works

Công ty sẽ chủ động sắp xếp bộ máy tổ chức, tinh gọn nhân sự để tăng năng suất lao động và thu nhập cho người lao động. Đồng thời Công ty sẽ cố gắng tăng cường công tác đào tạo lại cán bộ nhằm đáp ứng đủ chất lượng nguồn nhân lực, xây dựng và tổ chức thực hiện công tác “Văn hóa doanh nghiệp”. Các cấp bậc quản lý sẽ thường xuyên rà soát, điều chỉnh, sửa đổi các quy định, quy chế, quy trình phù hợp, và nâng cao năng lực lãnh đạo, điều hành của cán bộ lãnh đạo chủ chốt, tăng cường công tác đoàn kết nội bộ.

The Company will proactively arrange the organizational structure, streamline

personnel to increase labor productivity and income for employees. At the same time, the Company will try to strengthen the retraining of staff to meet the quality of human resources, build and organize the implementation of "Corporate culture". Management levels will regularly review, adjust and amend relevant regulations and processes to improve the leadership and administration capacity of key leaders, strengthening their work and internal solidarity.

4. Trách nhiệm với cộng đồng và môi trường

Responsibility to the community and the environment

Công ty luôn chú trọng việc phát triển bền vững và luôn tin rằng hoạt động kinh doanh đi kèm trách nhiệm với cộng đồng và môi trường chính là nền tảng cho một sự phát triển bền vững của bất cứ doanh nghiệp nào.

The Company always focuses on sustainable development and always believes that business activities with a responsibility to the community and the environment are the foundation for the sustainable development of any enterprise.

Chúng tôi hiểu rằng mang lại giá trị cho cộng đồng và môi trường sống chính là đích đến cuối cùng của không chỉ Công ty mà còn của bất kì doanh nghiệp nào. Bởi vậy, trong kế hoạch phát triển của Công ty, chúng tôi sẽ tập trung vào việc tìm kiếm các cơ hội đầu tư mà không gây ảnh hưởng tiêu cực đến cộng đồng và môi trường, hứa hẹn sẽ đem lại sự phát triển bền vững lâu dài cho Công ty.

ABR understands that bringing value to the community and the living environment is the ultimate destination of not only the Company but also any other enterprise. Therefore, the development plan of the Company will focus on finding investment opportunities that do not negatively affect the community and the environment, promising to bring in sustainable development in the long-term for the Company.

5. Tuân thủ pháp luật

Compliance with laws

Tuân thủ quy định pháp luật là một trong những tiêu chí hàng đầu, là kim chỉ nam trong việc định hướng hoạt động của Công ty. Với những đặc thù của Công ty cổ phần hoạt động trong ngành đầu tư, những hoạt động của Công ty đều chịu sự điều chỉnh của Luật Doanh nghiệp, Luật Chứng khoán, Luật Thuế, v.v.... Hệ thống luật và các văn bản dưới luật của Việt Nam vẫn đang trong quá trình hoàn thiện, sự thay đổi về chính sách có thể xảy ra và khi xảy ra sẽ ít nhiều ảnh hưởng đến tình hình hoạt động kinh doanh của Công ty. Đặc biệt, Ban Lãnh đạo Công ty luôn chủ động sát sao theo dõi nhằm nắm bắt kịp thời và tránh làm ảnh hưởng đến hoạt động sản xuất kinh doanh của Công ty để thích nghi và xử lý kịp thời các vấn đề phát sinh do sự thay đổi các Luật và văn bản dưới Luật trong tương lai.

Compliance with legal regulations is one of the top criteria, a guideline in the orientation of the Company's activities. With the characteristics of a Joint Stock Company operating in the investment industry, the Company's activities are governed by the Law on Enterprises, Law on Securities, Law on Tax, etc. Vietnamese system of law and sub-law documents are still in the process of being perfected, policy changes may occur and this will more or less affect the Company's business operations. In particular, the Board of Directors of the Company will actively follow up to promptly grasp and oblige to any legal changes in the production and business activities of the Company to adapt and promptly handle problems arising due to changes in law and sub-law documents in the future.

6. Truyền thông báo chí

Press communication

Công ty sẽ cố gắng xây dựng và duy trì mối quan hệ tốt với các cơ quan báo đài và các tổ chức có liên quan. Ngoài ra, triển khai các chương trình truyền thông chiến lược và theo sự kiện: công bố kết quả kinh doanh, đại hội cổ đông thường niên, sự kiện tài trợ, hợp tác chiến lược cũng sẽ được chú trọng hơn. Bên cạnh đó, Công ty sẽ chủ động hoàn thiện quy chế phối hợp và quản lý giữa Công ty và các đơn vị thành viên.

The Company will strive to build and maintain good relationships with relevant media agencies and organizations. In addition, the Company will implement strategic and event-based communication programs such as business result announcements, annual general meetings of shareholders, sponsorship events, and strategic co-operations. Furthermore, the Company will actively improve coordination and management regulations between the Company and its member units.

III. KẾ HOẠCH NGÂN SÁCH

BUDGET PLAN

Trong năm 2025, ABR đặt ra các mục tiêu kinh doanh cơ bản (hợp nhất) như sau:

In 2025, ABR sets the following basic (consolidated) business targets:

Hạng mục <i>Items</i>	Năm 2025 <i>Year 2025</i> (Triệu đồng) <i>(VND: Million)</i>	Kế hoạch 2026 <i>Plan for 2026</i> (Triệu đồng) <i>(VND: Million)</i>
Doanh thu thuần/ <i>Net revenue</i>	25.652	22.496
Lợi nhuận sau thuế/ <i>Profit after tax</i>	15.505	14.179
Vốn chủ sở hữu/ <i>Owner's equity</i>	231.381	245.560
Biên lợi nhuận ròng/ <i>Profit margin</i>	60,44%	20,17%
ROE	5,88%	5,95%

Các dự báo đều cho rằng kinh tế thế giới và Việt Nam năm 2026 vẫn còn đầy rẫy sự khó khăn, tốc độ phát triển của các nước có thể bị chậm lại. Trong những thời điểm kinh tế thế giới và Việt Nam có nhiều rủi ro từ suy thoái kinh tế toàn cầu, chiến tranh, lạm phát,... như thời điểm này, để ABR đạt được những mục tiêu tăng trưởng đề ra, cần phải có sự nỗ lực từ ban lãnh đạo, nhân viên cũng như đường lối chính sách hoạt động hợp lý, hiệu quả.

It is forecasted that the world and Vietnam's economies in 2026 is still full of difficulties, the development speed of countries may be slowed down. In times when the world economy and Vietnam have many risks from global economic recession, war, inflation, etc., in order for ABR to achieve its growth targets, it is necessary to have efforts from leadership,

staff as well as reasonable and effective operating policies.

Hội Đồng Quản Trị kính trình Đại Hội Đồng Cổ Đông thường niên năm 2026 xem xét thông qua.

Board of Directors would like to propose to Annual General Meeting of Shareholders of 2026 to consider to approve.

Trân trọng.

Best regards.

**TM. HỘI ĐỒNG QUẢN TRỊ/
ON BEHALF OF BOARD OF DIRECTORS
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ/
CHAIRWOMAN OF BOARD OF DIRECTORS**



LAN, WAN-CHEN

CÔNG TY CỔ PHẦN ĐẦU TƯ
NHÃN HIỆU VIỆT

*VIET BRAND INVEST
JOINT STOCK COMPANY*

Số/ No.: 2304-005/TTr-HĐQT.2026

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM

Độc lập – Tự do – Hạnh phúc

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

TP. Hồ Chí Minh, ngày 23 tháng 04 năm 2026

Ho Chi Minh City, dated 23 April 2026

TỜ TRÌNH ĐẠI HỘI ĐỒNG CỔ ĐÔNG

THƯỜNG NIÊN NĂM 2026

SUBMISSION TO ANNUAL GENERAL

MEETING OF SHAREHOLDERS OF 2026

V/v: Dự toán ngân sách tài chính năm 2026

Re: *To approve the Financial Budget in 2026*

Căn cứ/ Pursuant to:

- *Luật chứng khoán số 54/2019/QH14 ngày 26/11/2019;*
Law on Securities No. 54/2019/QH14 dated 26 November 2019;
- *Luật doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;*
Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- *Điều lệ Công Ty Cổ Phần Đầu Tư Nhãn Hiệu Việt (“Nhãn Hiệu Việt” hoặc “Công Ty”).*
Charter of Viet Brand Invest Joint Stock Company (“Viet Brand” or “Company”).

Trên cơ sở đánh giá tình hình thực tế của nền kinh tế và vị thế của Công Ty trong lĩnh vực đầu tư, Hội đồng quản trị Công ty Cổ Phần Đầu Tư Nhãn Hiệu Việt kính trình Đại hội đồng cổ đông Dự toán ngân sách tài chính năm 2026 như sau:

Based on the assessment of the actual situation of the economy and position of the Company in the investment sector, the Board of Directors of Viet Brand Invest Joint Stock Company would like to propose to General Meeting of Shareholders the Financial Budget in 2026, as follows:

Đơn vị tính: triệu VNĐ/ Unit: million VND

Chỉ tiêu <i>Items</i>	Kế hoạch năm 2026 <i>Plan of 2026</i>
Tổng doanh thu <i>Total Revenues</i>	76.166
Tổng chi phí <i>Total Expenses</i>	59.083
Lợi nhuận kế toán trước thuế <i>Profit Before Tax</i>	17.083
Lợi nhuận kế toán sau thuế <i>Profit After Tax</i>	14.179
Thù lao HĐQT và BKS <i>Remuneration of the BOD and BOS</i>	188
Lương nhân sự chủ chốt <i>Salary of Key personnel</i>	253

Năm 2025, kinh tế Việt Nam vẫn kiên cường trước các điều kiện kinh tế vĩ mô bất lợi. GDP của Việt Nam có dấu hiệu hồi phục dần. Năm 2026, các dự báo đều cho rằng kinh tế thế giới và Việt Nam vẫn còn đầy rẫy sự khó khăn, tốc độ phát triển của các nước có thể bị chậm lại. Trong những thời điểm kinh tế thế giới và Việt Nam có nhiều rủi ro từ suy thoái kinh tế toàn cầu, chiến tranh, lạm phát,... như thời điểm này, để Công Ty đạt được những mục tiêu tăng trưởng đề ra, cần phải có sự nỗ lực từ ban lãnh đạo, nhân viên cũng như đường lối chính sách hoạt động hợp lý, hiệu quả. Công Ty sẽ duy trì sự phát triển ổn định bằng cách tìm động lực tăng trưởng mới thông qua M&A, tiếp tục đẩy mạnh các dự án M&A, biến hoạt động đầu tư vào các công ty tiềm năng thành hoạt động cốt lõi của Công Ty.

Despite facing numerous challenges in 2025 due to unfavorable global macro-economic conditions, Vietnam's GDP showed signs of a gradual recovery. In 2026, it is forecasted that the world and Vietnam's economies is still full of difficulties, the development speed of countries may be slowed down. In times when the world economy and Vietnam have many risks from global economic recession, war, inflation, etc., in order for the Company to achieve its growth targets, it is necessary to have efforts from leadership, staff as well as reasonable and effective operating policies. The Company will maintain a steady development, by finding new growth momentum via M&A, continue to promote M&A projects, turn investment in potential companies into the Company's core activities.

Ban lãnh đạo cũng như toàn thể nhân viên Công Ty quyết tâm cố gắng đạt được kế hoạch đề ra.

Board of Directors as well as all employees of the Company are determined to achieve the plan.

Hội Đồng Quản Trị kính trình Đại Hội Đồng Cổ Đông thường niên năm 2026 xem xét thông qua.

Board of Directors would like to propose to Annual General Meeting of Shareholders of 2026

to consider to approve.

Trân trọng.

Best regards.

**TM. HỘI ĐỒNG QUẢN TRỊ/
ON BEHALF OF BOARD OF DIRECTORS
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ/
CHAIRWOMAN OF BOARD OF DIRECTORS**



LAN, WAN-CHEN

Phụ lục 1-Dự báo doanh thu và chi phí hợp nhất 2026

Appendix 1 - Consolidated revenue and expenses forecast 2026

(Đơn vị/Unit: Triệu đồng/Million dong)

Chi tiêu Items	Tháng 1 Jan	Tháng 2 Feb	Tháng 3 March	Tháng 4 April	Tháng 5 May	Tháng 6 June	Tháng 7 July	Tháng 8 Aug	Tháng 9 Sep	Tháng 10 Oct	Tháng 11 Nov	Tháng 12 Dec	Tổng cộng Total
TỔNG DOANH THU TOTAL REVENUE	6.392	6.385	6.407	6.393	6.388	6.380	6.376	6.377	6.366	6.279	6.211	6.212	76.166
1. Doanh thu bán hàng và cung cấp dịch vụ Revenue from selling goods and providing services	5.843	5.852	5.859	5.858	5.857	5.859	5.860	5.861	5.859	5.861	5.862	5.862	70.295
2. Doanh thu tài chính Financial Revenue	535	520	535	522	518	508	503	503	494	405	336	336	5.714
3. Doanh thu khác Other Revenue	13	13	13	13	13	13	13	13	13	13	13	13	156
TỔNG CHI PHÍ TOTAL EXPENSES	4.895	4.920	4.928	4.928	4.928	4.926	4.923	4.923	4.921	4.924	4.924	4.944	59.083
1. Chi phí bán hàng và cung cấp dịch vụ Expense of selling goods and providing services	3.952	3.979	3.986	3.985	3.984	3.986	3.987	3.988	3.986	3.988	3.989	3.989	47.799

2. Chi phí tài chính <i>Financial expense</i>	22	21	23	22	23	22	23	23	22	23	22	23	22	23	23	268
3. Chi phí quản lý doanh nghiệp <i>Management expense</i>	818	818	816	816	816	816	816	815	811	811	811	811	810	810	810	9.762
4. Chi phí khác <i>Other expenses</i>	102	103	104	106	106	106	106	102	102	102	102	102	102	102	122	1.255
LỢI NHUẬN HÀNG THÁNG TRƯỚC THUẾ TNDN/ (LỖ) <i>MONTHLY PROFIT/ (LOSS) BEFORE TAX</i>	1.497	1.465	1.479	1.465	1.460	1.454	1.454	1.454	1.454	1.454	1.445	1.355	1.288	1.267	17.083	
Thuế TNDN (20%) <i>PIT (20%)</i>	254	249	251	249	248	247	247	247	247	247	246	230	219	215	2.904	
LỢI NHUẬN HÀNG THÁNG SAU THUẾ/ (LỖ) <i>MONTHLY PROFIT/ (LOSS) AFTER TAX</i>	1.242	1.216	1.228	1.216	1.212	1.207	1.206	1.207	1.207	1.207	1.199	1.125	1.069	1.052	14.179	

Phụ lục 2: Kế hoạch chi trả thù lao và chi phí hoạt động của thành viên HĐQT, thành viên BKS năm 2026

Appendix 2: Plan for payment of remuneration and operating expenses of members of BOD and members of BOS in 2026

Kế hoạch chi trả thù lao và chi phí hoạt động của thành viên Hội đồng quản trị, thành viên Ban Kiểm soát năm 2026 như sau:

Plan for payment of remuneration and operating expenses of members of BOD and members of BOS in 2026 are as follows:

- 1.1. Tổng mức thù lao thành viên Hội đồng quản trị và thành viên Ban Kiểm soát năm 2026 là: 188.000.000 VND, trong đó:

Total of remuneration of members of BOD and members of BOS in 2026 is VND188,000,000, of which:

- Chủ tịch Hội đồng quản trị: Tổng thù lao năm 2026 là 188.000.000 VND.

Chairman of BOD: Total remuneration in 2026 is VND188,000,000.

- Thành viên Hội đồng quản trị: Không chi trả thù lao.

Members of BOD: No remuneration payment.

- Trưởng ban kiểm soát: Không chi trả thù lao.

Head of BOS: No remuneration payment.

- Thành viên Ban kiểm soát: Không chi trả thù lao.

Members of BOS: No remuneration payment.

- 1.2. Chi phí hoạt động của HĐQT, BKS năm 2026: Chi phí công vụ (gồm, chi phí đi lại, ăn, nghỉ thuê khách sạn, công cụ/phương tiện làm việc, hoạt động đối ngoại...) và các chi phí hợp lý khác để thực hiện nhiệm vụ được giao thực hiện theo quy định nội bộ của Công Ty.

Operating expenses of BOD and BOS in 2026: Public service expenses (including travel expenses, meals, accommodation, hotel rentals, working tools/vehicles, external activities...) and other reasonable expenses to perform the assigned tasks in accordance with the internal regulations of the Company.

Số/ No.: 0304-006/TTr-HĐQT.2026

TP. Hồ Chí Minh, ngày 03 tháng 04 năm 2026
Ho Chi Minh City, dated 03 April 2026

TỜ TRÌNH ĐẠI HỘI ĐỒNG CỔ ĐÔNG
THƯỜNG NIÊN NĂM 2026
SUBMISSION TO ANNUAL GENERAL
MEETING OF SHAREHOLDERS OF 2026

V/v: Phê duyệt việc kế hoạch chi trả cổ tức năm 2025

Re: To approve the plan of dividend payment for 2025

Căn cứ/ Pursuant to:

- Luật chứng khoán số 54/2019/QH14 ngày 26/11/2019;
Law on Securities No. 54/2019/QH14 dated 26 November 2019;
- Luật doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;
Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Điều lệ Công Ty Cổ Phần Đầu Tư Nhãn Hiệu Việt (“**Nhãn Hiệu Việt**” hoặc “**Công Ty**”).
Charter of Viet Brand Invest Joint Stock Company (“Viet Brand” or “Company”).

Căn cứ kết quả hoạt động kinh doanh và tình hình thực tế, Hội Đồng Quản Trị Công Ty Cổ Phần Đầu Tư Nhãn Hiệu Việt kính trình Đại Hội Đồng Cổ Đông thông qua các nội dung dưới đây:

Based on the business performance and the actual situation, Board of Directors of Viet Brand Invest Joint Stock Company would like to propose to General Meeting of Shareholders to approve the following contents:

1. Hội Đồng Quản Trị đề xuất thực hiện chi trả cổ tức năm 2025 bằng tiền từ lợi nhuận sau thuế chưa phân phối lũy kể đến ngày 31/12/2025 với mức cổ tức là 1000 đồng/cổ phiếu. Đối tượng được nhận cổ tức: Các cổ đông có tên trong sổ cổ đông của Công Ty tại ngày chốt danh sách cổ đông để thực hiện quyền nhận cổ tức bằng tiền.

Board of Directors propose to pay dividends in cash for 2025 from the accumulated undistributed after-tax profit as of 31 December 2025 with a dividend payment of VND1000/share. Subjects eligible to receive dividends: Shareholders whose names are in the Company's register of shareholders at the record date to receive dividends in cash.

2. Đề xuất Đại Hội Đồng Cổ Đông phê duyệt việc ủy quyền cho Hội Đồng Quản Trị, (i) quyết định ngày chốt danh sách cổ đông nhận cổ tức và ngày chi trả cổ tức theo

Phương án nêu trên của Đại Hội Đồng Cổ Đông; (ii) lập danh sách cổ đông được nhận cổ tức, xác định mức cổ tức được trả, thời hạn, hình thức trả và (iii) thực hiện tất cả các công việc, thủ tục cần thiết khác để hoàn tất phương án chi trả cổ tức nêu trên, phù hợp với quy định của pháp luật.

Board of Directors propose that the General Meeting of Shareholders approve the authorization for the Board of Directors to, (i) decide on the record date and the date of dividend payment according to the above plan of the General Meeting of Shareholders; (ii) prepare a list of shareholders eligible to receive dividends, determine the amount of dividends to be paid, time and method of payment, and (iii) carry out all other necessary tasks and procedures to complete the above dividend payment plan in accordance with the provisions of law.

Hội Đồng Quản Trị kính trình Đại Hội Đồng Cổ Đông thường niên năm 2026 xem xét thông qua.

Board of Directors would like to propose to Annual General Meeting of Shareholders of 2026 to consider to approve.

Trân trọng.

Best regards.

**TM. HỘI ĐỒNG QUẢN TRỊ/
ON BEHALF OF BOARD OF DIRECTORS
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ/
CHAIRWOMAN OF BOARD OF DIRECTORS**



LAN, WAN-CHEN

Số/No.: 0304-007/TTr-HĐQT.2026

TP. Hồ Chí Minh, ngày 03 tháng 04 năm 2026
Ho Chi Minh City, dated 03 April 2026

**TỜ TRÌNH ĐẠI HỘI ĐỒNG CỔ ĐÔNG
THƯỜNG NIÊN NĂM 2026
SUBMISSION TO ANNUAL GENERAL
MEETING OF SHAREHOLDERS OF 2026**

V/v: Phê duyệt sửa đổi Điều lệ và Quy chế nội bộ về quản trị công ty

Re: To approve the amendment to the Company's Charter and Internal Regulation on Corporate Governance

Căn cứ/ Pursuant to:

- Luật chứng khoán số 54/2019/QH14 ngày 26/11/2019;
Securities Law No. 54/2019/QH14 on 26 November 2019;
- Luật doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;
Enterprise Law No. 59/2020/QH14 on 17 June 2020;
- Nghị định số 155/2020/NĐ-CP ngày 31/12/2020;
Decree No. 155/2020/ND-CP on 31 December 2020;
- Điều lệ Công ty Cổ phần Đầu tư Nhãn hiệu Việt ("Nhãn Hiệu Việt").
Charter of Viet Brand Invest Joint Stock Company ("Viet Brand").

Hội Đồng Quản Trị Công ty Cổ phần Đầu tư Nhãn Hiệu Việt kính trình Đại Hội Đồng Cổ Đông thông qua các vấn đề sau:

Board of Directors of Viet Brand Invest Joint Stock Company would like to propose to Annual General Meeting of Shareholders to approve the following issues:

1. Thông qua việc sửa đổi Điều lệ và Quy chế nội bộ về quản trị công ty

To approve the amendment to the Company's Charter and Internal Regulation on Corporate Governance

Hội Đồng Quản Trị Công ty Cổ phần Đầu tư Nhãn Hiệu Việt kính trình Đại Hội Đồng Cổ Đông thông qua việc sửa đổi Điều lệ và Quy chế nội bộ về quản trị công ty. Tóm tắt các đề xuất sửa đổi, bổ sung Điều lệ, Quy chế nội bộ về quản trị công ty và dự thảo Điều lệ, Quy chế nội bộ về quản trị công ty sửa đổi được đính kèm theo tờ trình này.

Board of Directors of Viet Brand Invest Joint Stock Company would like to propose to Annual General Meeting of Shareholders to amendment to the Company's Charter and Internal Regulation on Corporate Governance. Summary of proposals for amendments and supplements to the Charter, Internal Regulation on Corporate Governance and the draft amended Charter, Internal Regulation on Corporate Governance are attached hereto.

2. Ủy quyền cho Hội Đồng Quản Trị và Tổng Giám đốc thực hiện các thủ tục liên quan theo quy định của pháp luật.

To authorize Board of Directors and General Director to implement related procedures in accordance with regulation of laws.

Hội Đồng Quản Trị kính trình Đại Hội Đồng Cổ Đông thường niên năm 2026 xem xét thông qua.

Board of Directors would like to propose to Annual General Meeting of Shareholders of 2026 to consider to approve.

Trân trọng.

Best regards.

Đính kèm/ Enclosure:

1. Tóm tắt các đề xuất sửa đổi, bổ sung Điều lệ và Quy chế nội bộ về quản trị công ty/
Summary of proposals for amendments and supplements to the Charter and Internal Regulation on Corporate Governance;
2. Dự thảo Điều lệ và Quy chế nội bộ về quản trị công ty sửa đổi/
Draft amended Charter and Internal Regulation on Corporate Governance;
3. Dự thảo Quy chế tổ chức đại hội đồng cổ đông trực tuyến, lấy ý kiến cổ đông bằng văn bản theo phương thức điện tử, bỏ phiếu điện tử và kết hợp trực tiếp với trực tuyến thuộc Quy chế nội bộ về quản trị công ty/
Regulation on organizing online general shareholder meetings, collecting shareholders' opinion in writing via e-voting, e-voting and combined online with offline general shareholder meetings under Internal Regulation on Corporate Governance.

**TM. HỘI ĐỒNG QUẢN TRỊ/
ON BEHALF OF BOARD OF DIRECTORS
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ/
CHAIRWOMAN OF BOARD OF DIRECTORS**



LÂN, WAN-CHEN

CHARTER

VIET BRAND INVEST JOINT STOCK COMPANY



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CHAPTER I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Definitions

1.1. In this Charter, the following terms will be understood as follows:

- (a) **"E-voting"** means the Shareholder, the Shareholder's authorized representative vote under electric form via E-voting system of Vietnam Securities Depository;
- (b) **"Executive officer"** means the General Director, Chief Accountant, and other managing positions in the Company approved by the Board of Directors;
- (c) **"Major shareholder"** means a shareholder who directly or indirectly owns five percent (05%) or more of the voting shares of the Company;
- (d) **"Company"** is Viet Brand Invest Joint Stock Company;
- (e) **"Article"** means an article of this Charter;
- (f) **"Law on Enterprises"** means Law on Enterprises No. 59/2020/QH14 passed by the National Assembly dated 17 June 2020 and its supplements, amendments from time to time;
- (g) **"Law on Securities"** means Law on Securities No. 54/2019/QH14 passed by the National Assembly dated 26 November 2019 and its supplements, amendments from time to time;
- (h) **"Date of establishment"** is the date the Company granted with the first enterprise registration certificate;
- (i) **"Related person"** means any individual or organization that has a direct or indirect relationship with the Company in the following cases:
 - (i) The parent company, its executive officer and legal representative, and the person who has the power to designate the executive officer of the parent company;
 - (ii) The subsidiary company, its executive officer and legal representative;
 - (iii) Any individual, organization or group of individuals or organizations that can influence the Company's operation through ownership, acquisition of shares/stakes or making decisions of the Company;
 - (iv) Member of the Board of Directors, the General Director, other executive officer, legal representative, member of the Board of Supervisors;
 - (v) Spouses, biological parents, adoptive parents, parents-in-laws, biological children, adopted children, children-in-law, biological siblings, siblings-in-law and biological siblings of spouses of the member of the Board of Supervisors, the General director, other executive officer, legal representative, member of the Board of Supervisors, members and shareholders holding the controlling stakes/shares;
 - (vi) Any individual that is the authorized representative of the companies or organizations mentioned in points i, ii and iii of this clause;
 - (vii) Any enterprise in which an individual, company or organization mentioned in points i, ii, iii, iv, v and vi of this Clause has the controlling interest.

- (j) **"Laws"** means applicable laws, decrees, circulars, decisions, regulations and other documents having the effect of law in Vietnam issued by the competent authorities of Vietnam;
 - (k) **"Traditional way"** means the Company conducts the meeting, voting, collecting written opinion under the way stipulated in the Law on Enterprises and not including the E-voting way;
 - (l) **"Stock Exchange"** means Vietnam Stock Exchange and its subsidiaries;
 - (m) **"Term of operation"** is the term of operation of the Company stipulated in Article 2 of this Charter and extension duration (if any) as approved by the General Meeting of Shareholders of the Company via resolutions;
 - (n) **"Vietnam"** is the Socialist Republic of Vietnam.
 - (o) **"Charter capital"** is the total par value of issued shares that shareholders made full payment for and recorded in the Company's Charter;
- 1.2. In this Charter, references to one or more provisions or other documents will include modifications or documents replacing them.
- 1.3. The headings (chapters, articles of this Charter) are used to facilitate understanding content and do not affect the content of this Charter.
- 1.4. Words or terms defined in Law on Enterprises (if not conflicting with the subject or context) will have the same meaning in this Charter.

CHAPTER II. GENERAL INFORMATION OF THE COMPANY

Article 2. General information of the Company

- 2.1. Name of the Company
- Company name in Vietnamese: CÔNG TY CỔ PHẦN ĐẦU TƯ NHÃN HIỆU VIỆT
 - Company name in English: VIET BRAND INVEST JOINT STOCK COMPANY
 - Company name in abbreviation: VIET BRAND
- 2.2. The registered address of the Company is: Floor 4, Crescent Residence 3 Building, 109 Ton Dat Tien, Tan My Ward, Ho Chi Minh City, Vietnam.
- Email: info@vbinvest.com.vn
 - Website: www.vbinvest.com.vn
- 2.3. The Company may establish branches and representative offices for operational purposes of the Company in accordance with resolutions of the Board of Directors and to the extent permitted by laws.
- 2.4. Except when the operation terminates before the deadline as specified in Article 52 of this Charter, the term of operation of the Company will start from the date of its establishment and is indefinite.

Article 3. Legal representative of the Company

- 3.1. The legal representative of the Company includes the Chairman of the Board of Directors and General Director.
- 3.2. The legal representative represents the Company to exercise the rights and perform the obligations arising out of transactions of the Company, and represents the Company to act as a petitioner for resolution of civil matters, plaintiff, defendant or person with related interests and obligations before Arbitration, Courts and to exercise other rights and perform other obligations in accordance with provisions of laws.

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

Article 4. Operational objectives of the Company

4.1. Business lines of the Company include:

No.	Business lines	Code of business line
1.	Management consultancy services (except for financial, accounting and legal consultancy).	7020 (Main)
2.	Activities auxiliary to financial service activities not elsewhere classified Detail: Investment consultancy (except finance, accounting, legal consultancy)	6619
3.	Restaurants and mobile food service activities Detail: Business of restaurant and food service.	5610
4.	Other food service activities Detail: Franchising of food service business.	5629
5.	Wholesale of textiles, clothing and footwear	4641
6.	Wholesale of food Detail: Wholesale of vegetables, tea, coffee (not operating at the office)	4632
7.	Retail sale of clothing, footwear, leather articles and imitation leather in specialized stores	4771
8.	Retail sale of food products in specialized stores Detail: Retailing vegetables, fruits, tea and coffee in specialized stores. (comply with Decision No. 64/2009/QĐ-UBND dated 31 July 2009 and Decision No. 79/2009/QĐ-UBND dated 17 October 2009 of the People's Committee of Ho Chi Minh City on plan of business of agricultural products and foods in Ho Chi Minh City).	4722
9.	Warehousing and storage (exclude warehouse business)	5210
10.	Construction of other civil engineering projects Detail: Construction of civil, industrial, wharf, traffic and irrigation works; construction of infrastructure of residential areas, industrial zones and tourist areas.	4299
11.	Organization of conventions and trade shows (do not perform fire and explosion effects; do not use explosives, inflammables, chemicals as props, tools for	8230

	performing arts, events, movies).	
12.	Manufacture of other food products not elsewhere classified Detail: Roasting and filtering coffee; Production of coffee products such as: instant coffee, coffee filter, coffee and coffee extract concentrate; Producing coffee substitutes (not operating at the office)	1079

4.2. Operational objectives of the Company are:

- (a) The Company is established and operated for maximum profit to its shareholders;
- (b) Increase accumulation of production and business development;
- (c) To fulfill obligations with the State and society;
- (d) Improve the income of employees in the Company.

Article 5. Scope of business and operation

The Company is allowed to conduct all business lines as prescribed in this Charter which has been registered, informed to business registration office and published in the National Portal of Business Registration.

CHAPTER IV. CHARTER CAPITAL, SHAREHOLDERS, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

- 6.1. The charter capital of the Company is VND200,000,000,000 (in words: two hundred billion dong).
- 6.2. The total charter capital of the Company is divided into 20,000,000 (twenty million) shares with par value of VND 10,000 (ten thousand) per share.
The maximum foreign ownership ratio at the Company is 49% of the charter capital.
- 6.3. The Company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of laws.
- 6.4. The shares of the Company on the date of approval of this Charter only have ordinary shares. Rights and obligations attached to ordinary shares are stipulated in Article 13 and Article 14 of this Charter.
- 6.5. The Company may issue other types of preferred shares after obtaining approval of the General Meeting of Shareholders and in accordance with the provisions of laws.
- 6.6. Ordinary shares must be prioritized to be offered for sale to existing shareholders at the same ratio corresponding to their ownership ratio of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The Company must announce the share offering, which must state clearly the number of offered shares and the appropriate subscription period of at least twenty (20) working days for shareholders to register to buy. The number of shares not registered to buy by shareholders will be decided at the discretion of the Board of Directors. The Board of Directors can distribute these shares to shareholders and others in accordance with conditions not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or in the case of shares sold in Stock Exchange/ Securities Trading Center via auction method.
- 6.7. The Company may purchase shares issued by the Company (including redeemable preferred shares) in the methods specified in this Charter and current laws.

- 6.8. The Company may issue other securities when it is approved by the General Meeting of Shareholders and in accordance with the provisions of laws.

Article 7. Book of shareholders registration

- 7.1. The Company must establish and keep record of book of shareholders registration from the time of being granted with the Enterprise Registration Certificate. Books of shareholders registration may be documents, electronic data sets or both. Books of shareholders registration are kept at head office, in case the Company registers for depository at the Depository Center or being a listed company, books of shareholders registration are also kept at the Depository Center.
- 7.2. Where shareholders change their permanent address, they must notify the Company promptly to update the book of shareholders registration. The Company is not responsible for not being able to contact with shareholders because of not being informed of the change of shareholders' address.
- 7.3. Shareholders of the Company are granted with the certificate of share ownership corresponding to the number of shares and type of owned shares. The certificate of share ownership must have the seal of the Company and the signature of legal representative of the Company or authorized person.
- 7.4. Other securities certificates such as: bonds, preferred shares will be issued with stamp and signature of legal representative of the Company, unless terms and conditions for issuing regulates otherwise. Within thirty (30) days from the date of submission of the complete application for transfer of shares ownership as stipulated by the Company or within two (02) months (or other duration according to specified issuance terms) from the date of full payment of stock purchase as stipulated in the plan of shares issuance of the Company, shares owners will be granted with share certificate. Share owners do not have to pay the printing costs for share certificates.
- 7.5. In case that certificate of share ownership is lost, broken or destroyed by other methods, the shareholder will be reissued the certificate of share ownership as per request of the shareholder. Request of the shareholder must include following contents:
- (a) Information of the share certificate which is lost, broken or destroyed by other methods.
 - (b) Commitment to be responsible for any disputes arising from the reissuance of the new certificate of share ownership.

Article 8. Transfer of shares

- 8.1. All shares are freely transferred unless this Charter and the laws regulate otherwise. Shares listed on the Stock Exchange/ Securities Trading Center will be transferred according to the laws on securities and securities market.
- 8.2. In case that an individual shareholder dies, the heir by will or by law of that shareholder is a shareholder of the Company.
- 8.3. In case that individual shareholders die without an heir or heirs refusing to accept inheritance or being disqualified, the number of shares will be resolved according to regulations of civil laws.
- 8.4. Shareholders have the rights to donate part or all of their shares at the Company to others; use shares to pay debts. In this case, the person who is donated or received debt payment by shares will be shareholders of the Company.
- 8.5. In case shareholders transfer some shares, the old shares shall be canceled and the Company shall issue new shares to record the number of shares transferred and the remaining shares.

- 8.6. The recipient of shares in the cases specified in this Article only becomes a shareholder of the Company from the time of their information specified in Clause 2, Article 122 of Law on Enterprises fully recorded in the book of shareholders registration.
- 8.7. Shares that have not been fully paid cannot be transferred and enjoy benefits related such as the right to receive dividends, the right to receive shares in shares issuances to increase share capital from the equity, and the right to buy new shares offered and other rights as per provisions of laws.

Article 9. Share withdrawal

- 9.1. In case a shareholder fails to pay in full and timely manner the amount for shares purchase, the Board of Directors shall notify and have the right to request that shareholder to pay the remaining amount and to take responsibility corresponding to total par value of shares registered to buy for the Company's financial liabilities arising from the failure to pay in full.
- 9.2. The above payment notice must specify a new payment term (minimum of seven (07) days from the date of sending the notice), payment method and the notice must specify that in case of no payment as required, the number of shares that have not been paid will be withdrawn.
- 9.3. The Board of Directors shall have the right to withdraw shares which have not been paid in full and on time in case the requirements in the above notice are not fulfilled.
- 9.4. Withdrawn shares are considered as unsold shares as stipulated in Clause 4, Article 112 of Law on Enterprises. The Board of Directors may directly or authorize the sale, redistribution according to the conditions and methods which the Board of Directors finds appropriate.
- 9.5. Shareholders holding withdrawn shares will have to give up their shareholders' status for these shares, but still have to take responsibility corresponding to total par value of shares registered to buy for the arising financial liabilities of the Company as of the time of withdrawal according to decision of the Board of Directors from the date of withdrawal till the date of payment. The Board of Directors has full right to decide the coercive payment of the entire share value at the time of withdrawal.
- 9.6. Notices of withdrawal will be sent to holders of the withdrawn shares before the withdrawal time. The withdrawal is still valid even if there are errors or carelessness in sending notices.

Article 10. Shares repurchase at the decision of the Company

- 10.1. The Company has the right to repurchase no more than thirty percent (30%) of the total ordinary shares sold.
- 10.2. The Board of Directors may decide to repurchase no more than ten percent (10%) of total shares for each category sold within twelve (12) months. In other cases, share repurchase shall be decided by the General Meeting of Shareholders.
- 10.3. The Board of Directors decides the price of repurchased share. For ordinary shares, the purchase price is not allowed to be higher than the market price at the time of purchase, except for the case specified in Clause 3 of Article 133 of Law on Enterprises. For other shares, if the Company's Charter does not stipulate or the Company and related shareholders have no other agreement, the price for redemption shall not be lower than the market price.
- 10.4. The repurchase of shares of the Company is only allowed to be carried out without affecting debt payments of the Company and in compliance with the current regulations of corporate and securities laws.

- 10.5. The redeemed shares are considered as unsold shares under the provisions of Clause 4, Article 112 of Law on Enterprises. The Company must complete procedures to reduce the charter capital corresponding to the total par value of shares repurchased by the Company within ten (10) days, from the date completing the payment of shares repurchase, unless otherwise prescribed by the securities laws.
- 10.6. After paying all repurchased shares, if the total value of assets recorded in the accounting book of the Company decreases by more than ten percent (10%), the Company must disclose information on website of the Company within fifteen (15) days from the date of payment of all repurchased shares.

Article 11. Bond issuance

The Company has the right to issue bonds, convertible bonds and other types of bonds stipulated in Article 130 of Law on Enterprises and other relevant laws.

CHAPTER V. STRUCTURE OF ORGANIZATION, MANAGEMENT AND CONTROL

Article 12. Management and organizational structure

The management and organizational structure of the Company includes:

- (a) General Meeting of Shareholders
- (b) Board of Director
- (c) General Director
- (d) Board of Supervisors

CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 13. Rights of shareholders

- 13.1. Shareholder means persons/entities holding shares of the Company, have the rights and obligations corresponding to the number and the type of shares they own. Shareholders are only responsible for debts and other property obligations of the Company within the amount of capital contributed to the Company.
- 13.2. Ordinary shareholders have the following rights:
- (a) To attend and express opinions at the General Meeting of Shareholders and to exercise the voting right directly or through his/its authorized representative(s) or in other manners as prescribed by the Company's Charter and laws. Each ordinary share shall carry one vote;
 - (b) Receive dividends rate decided by the General Meeting of Shareholders;
 - (c) To be given priority in subscribing for new shares corresponding to the ratio of ordinary shares they hold;
 - (d) Freely transfer his/its shares to others, except for the cases specified in Clause 3, Article 120, Clause 1 Article 127 of Law on Enterprises and other provisions of relevant laws;
 - (e) To check, review and make an extract of information about names and contact addresses in the list of shareholders eligible to vote; request to amend incorrect information about themselves;
 - (f) To check, review and make an extract or copy of the Company's Charter, the meeting minutes and resolutions of the General Meeting of Shareholders;

- (g) Upon dissolution or bankruptcy of the Company, to receive remaining assets in proportion to their holdings in the Company;
 - (h) Request the Company to buy back their shares in the circumstances specified in Article 132 of Law on Enterprises;
 - (i) Other rights stipulated in this Charter and the laws.
- 13.3. A shareholder or a group of shareholders holding at least five percent (5%) of total ordinary shares has the following rights:
- (a) Nominate members of the Board of Directors or Board of Supervisors according to the relevant regulations stipulated in Article 27.3 and Article 39.3 of this Charter;
 - (b) Request to convene the General Meeting of Shareholders in accordance with the provisions of Article 115 and Article 140 of Law on Enterprises;
 - (c) Review, search and make an extract of book of meeting minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial statement, reports of the Board of Supervisors, contract, transaction must be approved by the Board of Directors and other documents, except the documents relating to trade secret, business secret of the Company;
 - (d) Request the Board of Supervisors to check each specific issue related to management and operational activities of the Company when necessary. The request must be in writing; must include following information: full name, contact address, nationality, number of citizen identification card, identity card, passport or other legal personal identification for individual shareholders; name, enterprise code or legal establishment number for institutional shareholders; number of shares and date of share registration of each shareholder, total number of shares of both groups of shareholder and ownership ratio of the total shares of the Company; issues to be checked, examine purposes;
 - (e) Propose issues to be included in the agenda of the General Meeting of Shareholders in accordance with Article 19.3 of this Charter;
 - (f) Other rights are stipulated in the laws and this Charter.

Article 14. Obligations of shareholders

Shareholders have the following obligations:

- 14.1. To pay in full and on time for the shares which has been undertaken to subscribe. Not withdraw capital contributed under the ordinary share from the Company in any form, except where ordinary shares are redeemed by the Company or purchased by other persons. If the shareholders withdraw part or all of the share capital contributed in contravention of the provisions of this clause, such shareholder and person with related interests in the Company must jointly be responsible for debts and other property obligations of the Company to the extent that the value of shares has been withdrawn and damages have occurred.
- 14.2. Comply with the Company's Charter and regulations of the Company; Abide by the resolutions, decisions of the General Meeting of Shareholders, the Board of Directors;
- 14.3. Provide the contact address, email address, contact phone number exactly when registering to buy share;
- 14.4. Protect the confidentiality of information provided by the Company in accordance with the Company's Charter and the laws; only use the provided information to perform and protect their lawful rights and interests; do not spread or share information to any other organization or individual;

- 14.5. Complete other obligations in accordance with current laws.

Article 15. General Meeting of Shareholders

- 15.1. The General Meeting of Shareholders, which includes all shareholders with voting rights, is the highest decision-making body of the Company. The annual General Meeting of Shareholders is held once a year. The annual General Meeting of Shareholders must be held within four (04) months from the end of the fiscal year. The Board of Directors decide to extend the time to hold the annual General Meeting of Shareholders where necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. Location of the meeting of the General Meeting of Shareholders is where the chairman attends the meeting and must be in Vietnam.
- 15.2. The Board of Directors convenes the annual General Meeting of Shareholders and selects appropriate location. The annual General Meeting of Shareholders decides issues according to the provisions of laws and the Company's Charter, especially approve annual financial statements and financial budgets for the next fiscal year. Independent auditors are invited to attend the meeting to consult for the approval of annual financial statements.
- 15.3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
- (a) The Board of Directors considers it necessary for the benefit of the Company;
 - (b) Annual accounting balance sheet, quarterly or semi-annual reports or audit reports of fiscal year reflecting the charter capital lost half (1/2) compared to the beginning of the period;
 - (c) When the number of remaining members of the Board of Directors, Board of Supervisors is less than the minimum number of members stipulated by laws or less than half (1/2) of the members specified in the Charter;
 - (d) A shareholder or a group of shareholders stipulated in Article 13.3 of this Charter requires convening the General Meeting of Shareholders by a proposal. The proposal for convening must clearly state the reasons and the purpose of the meeting, have full name, permanent address, number of identity card, passport or other legal personal identification for individual shareholders; name, enterprise code or establishment decision number, head office address for shareholders being organizations; number of shares and time of share registration of each shareholder, the total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company and grounds for convening the General Meeting of Shareholders, signed by the relevant shareholders (the request can be made into several copies to get the signatures of all relevant shareholders);
 - (e) As per request of the Board of Supervisors;
 - (f) Other cases as prescribed by laws and the Company's Charter.
- 15.4. Convene an extraordinary General Meeting of Shareholders:
- (a) The Board of Directors must convene a General Meeting of Shareholders within a period of thirty (30) days from the date the remaining members of the Board of Directors, the Board of Supervisors are as stipulated in Article 15.3.(c) of this Charter or receiving the request specified at Article 15.3.(d), (e) of this Charter;
 - (b) Where the Board of Directors does not convene the General Meeting of Shareholders as stipulated in Article 15.4.(a) of this Charter, within the next thirty (30) days, the Board of Supervisors will replace the Board of Directors

to convene the General Meeting of Shareholders in accordance with Clause 3, Article 140 of Law on Enterprises.

- (c) Where the Board of Supervisors does not convene the General Meeting of Shareholders as stipulated in Article 15.4.(b) of this Charter, shareholders and groups of shareholders having the requirements specified at Article 15.3.(d) of this Charter shall have the right to replace the Board of Directors and the Board of Supervisors to convene the General Meeting of Shareholders in accordance with Clause 4 Article 140 of the Law on Enterprises.

In this case, shareholders or groups of shareholders convening the General Meeting of Shareholders may request the business registration agency to supervise convening and conducting meetings if necessary.

- (d) All costs for convening and conducting the General Meeting Shareholders will be reimbursed by the Company. This cost does not include accommodation, travel and expenses spent by shareholders when attending the General Meeting of Shareholders.

Article 16. Rights and duties of the General Meeting of Shareholders

16.1. The annual General Meeting of Shareholders discusses and approves:

- (a) Annual business plan of the Company;
- (b) Audited annual financial statements;
- (c) Report of the Board of Directors on corporate governance and operation results of the Board of Directors and each member of the Board of Directors;
- (d) Report of the Board of Supervisors on the business results of the Company, on the operational results of the Board of Directors, the General Director of the Company;
- (e) Report of self-assessment of operation results of the Board of Supervisors and each member of the Board of Supervisors;
- (f) Dividend rate for each share of each type;
- (g) Other issues under jurisdiction.

16.2. In addition to being discussed and voted on at the Annual General Meeting of Shareholders , the following issue is discussed and approve at the extraordinary General Meeting of Shareholders approves the following issues:

- (a) Annual business plan of the Company;
- (b) Approving annual financial statements;
- (c) Report of the Board of Directors on corporate governance and operation results of the Board of Directors and each member of the Board of Directors;
- (d) Report of the Board of Supervisors on the business results of the Company, on the operational results of the Board of Directors, the General Director of the Company;
- (e) Report of self-assessment of operation results of the Board of Supervisors and each member of the Board of Supervisors;
- (f) Approving the development orientation of the Company;
- (g) Decide on the type of shares and the total number of shares of each type to be offered; decide annual dividend rate of each class of shares; Number of members of the Board of Directors;

- (h) Approve the list of independent audit companies; select an independent audit company to audit operation of the Company, dismiss the independent auditor where necessary;
- (i) Vote, dismiss and remove members of the Board of Directors and Board of Supervisors;
- (j) Decide the budget or total remuneration, bonus and other benefits for the Board of Directors and the Board of Supervisors;
- (k) Decide to supplement and amend the Company's Charter;
- (l) Division, separation, consolidation, merger or conversion of the Company;
- (m) Restructuring and dissolve the Company;
- (n) Review and handle violations of members of the Board of Directors, members of the Board of Supervisors causing damage to Company and its shareholders;
- (o) Decide to invest or sell the Company's or branch's assets with a value equal to or greater than thirty-five percent (35%) of the total assets of the Company recorded in the most recent audited financial statements of the Company;
- (p) Approve a decision to repurchase more than ten percent (10%) of the sold shares of each class;
- (q) Approve the internal management rules, operation rules of the Board of Directors, the Board of Supervisors;
- (r) Approved the following transactions:
 - (i) Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, General Director, other managers who are not shareholders and related individuals and organizations of these subjects;
 - (ii) A transaction with a value of 20% or more or a transaction resulting in a total transaction value arising within 12 months from the date of making the first transaction with a value of 20% or more of the total asset value record on the most recent financial statement of the Company between the Company and one of the following subjects:
 - a. Shareholders, authorized representatives of shareholders holding more than 10% of the total ordinary share capital of the Company and their related persons;
 - b. Members of the Board of Directors, members of the Board of Supervisors, General Director, other executive officer and related persons of these subjects;
 - c. Enterprises which members of the Board of Directors, members of the Board of Supervisors, General Director, other executive officer are owners or hold stakes or shares;
 - d. Enterprises which related parties of the Board of Directors, members of the Board of Supervisors, General Director, other executive officer are owners, jointly own or individually own stakes or shares more than 10% of charter capital.
 - (iii) Contracts, loan transactions or sale of assets with a value of more than 10% of the total value of assets recorded on the latest financial statement between the Company and a shareholder owning from 51% of the total number of voting shares or a related person of that shareholder.

- (s) Other issues in accordance with the laws and the Company's Charter.
- 16.3. Shareholders are not allowed to vote in the following cases:
- (a) The contracts, transactions specified in Article 16.2 of this Charter when the shareholders or shareholders' related persons is one party of the contracts;
 - (b) The purchase of shares of such shareholder or shareholders' related persons or the repurchase is conducted through matching orders or public offering on Stock Exchange.
- 16.4. All Resolutions and issues that have been included in the agenda must be discussed and voted at the General Meeting of Shareholders.

Article 17. Authorized representatives to attend the meeting of the General Meeting of Shareholders

- 17.1. Shareholders, authorized representatives of institutional shareholders can directly attend the meeting or authorize one or several other individuals or organizations to attend the meeting or to attend the meeting via one of the methods stipulated in Article 20.4 of this Charter.
- 17.2. The authorization for representatives to attend the General Meeting of Shareholders must be made in writing in the form issued by the Company (the person authorized to attend the General Meeting of Shareholders must present the authorization document when registering to attend the meeting before entering the meeting room) and must have signatures in accordance with the following regulations:
- (a) When an individual shareholder is the authorizing person, it must be signed by that shareholder and the person authorized to attend the meeting;
 - (b) Where an authorized representative of shareholders being institution is the authorizing person, it must be signed by the authorized representative, the legal representative of the shareholder and the person authorized to attend the meeting;
 - (c) In other cases, it must be signed by the legal representative of the shareholder and the person authorized to attend the meeting.

The person authorized to attend the General Meeting of Shareholders must submit a written authorization before entering meeting.

- 17.3. The vote of the authorized person attending meetings within the scope of authorization in one of the following cases shall still remain effective if the Company does not receive any notice on the event before opening the General Meeting of Shareholders or before reconvening the meeting:
- (a) The principal has died, limited capacity for civil acts or lost the capacity for civil acts;
 - (b) The principal has canceled the appointment of authorization;
 - (c) The principal has revoked the authority of the person who performs the authorization.

Article 18. Change of rights

- 18.1. The change or cancellation of special rights associated with a kind of preferred shares shall take effect when being passed by shareholders holding at least sixty-five percent (65%) of total votes of shareholders attending the meeting. Resolution of the General Meeting of Shareholders on adverse changes of rights and obligations of shareholders holding preferred shares shall only be ratified if it is approved by a number of preference shareholders that participate in the meeting and hold at least seventy-five percent (75%) of preference shares of such kind or it is, in case of approving the

resolution by collecting written opinion, approved by preference shareholders holding at least seventy-five percent (75%) of preferred shares of such kind.

- 18.2. The organization of meeting of shareholders holding one type of preferred shares to approve changes stated above is only valid when there are at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the par value of this type of issued shares. If there are not enough delegates as mentioned above, the meeting will be reconvened within thirty (30) days after that and the holders of that type of shares (not depend on the number of people and the number of shares) present directly or through an authorized representative are considered sufficient numbers of delegates required. At meetings of shareholders holding preferred shares mentioned above, the holders of such shares participating directly or through an authorized representative can request a secret ballot. Each share of the same type has equal voting right at the meetings mentioned above. Procedures for conducting separate meetings like that are conducted in similar manner to the provisions of Article 21 of this Charter.
- 18.3. Unless otherwise stated in the terms of share issuance, special rights attached to shares with preferred right to some or all of the issues related to the distribution of the Company's profits or assets will not be changed when the Company issues additional shares of the same class.

Article 19. Convene the General Meeting of Shareholders, the meeting agenda, and the invitation to the meeting of the General Meeting of Shareholders

- 19.1. The Board of Directors convenes the General Meeting of Shareholders, or the General Meeting of Shareholders is convened according to the cases specified at Article 15.4.(b) or Article 15.4.(c) of this Charter.
- 19.2. The convenor of the meeting of the General Meeting of Shareholders must perform the following tasks:
- (a) Making a list of shareholders eligible to participate the meeting. This list shall be made no later than ten (10) days before the date of sending invitation to the meeting of the General Meeting of Shareholders;
 - (b) Providing information and resolve disputes relating to the list of shareholders;
 - (c) Preparing the meeting agenda and content;
 - (d) Preparing documents for the meeting;
 - (e) Drafting the resolutions of the General Meeting of Shareholders according to the proposed meeting agenda; prepare a list and detailed information about the candidates for members of the Board of Directors, members of the Board of Supervisors;
 - (f) Determining time and location of the meeting;
 - (g) Sending invitation to the meeting of the General Meeting of Shareholders to all shareholders entitled to attend meeting;
 - (h) Other activities serving the meeting.
- 19.3. A shareholder or a group of shareholders mentioned in Article 13.3 of this Charter is entitled to recommend issues to be included in the agenda of the meeting of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least ten (10) days before the opening day of the meeting of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, the number of each type of shares held, and content proposed to be included in the meeting agenda.

- 19.4. The convenor of the meeting of the General Meeting of Shareholders is only allowed to refuse the proposal specified in Article 19.3 of this Charter in the following cases:
- (a) The proposal is not sent in accordance with Article 19.4 of this Charter;
 - (b) The proposed issue is not within the jurisdiction of the General Meeting of Shareholders.

In case the convenor of the meeting of the General Meeting of Shareholders rejects the proposal specified in Article 19.4 of this Charter, he/she must respond in writing no later than 02 working days before the date of opening the meeting and clearly state the reason.

- 19.5. The convenor of the meeting of the General Meeting of Shareholders must accept and add the proposals specified in Article 19.3 of this Charter to the proposed agenda of the meeting, except for the cases provided in Article 19.4 of this Charter; the proposals will be officially added to the agenda and content of the meeting if the General Meeting of Shareholders approves.

Article 20. Conditions for conducting the meeting of the General Meeting of Shareholders

- 20.1. The meeting of the General Meeting of Shareholders is conducted when the number of attending shareholders representing more than fifty percent (50%) of the total number of votes.
- 20.2. In case the first meeting does not meet requirement to conduct according to Article 20.1 of this Charter within thirty (30) minutes from the time of fixing the opening of meeting, the invitation for the second meeting must be sent within thirty (30) days from the intended date of the first meeting of the General Meeting of Shareholders. The second meeting of the General Meeting of Shareholders is conducted when total shareholders attending the meeting representing for more than thirty-three percent (33%) of total votes.
- 20.3. In case the second meeting of the General Meeting of Shareholders does not meet requirement to conduct according to Article 20.2 of this Charter within thirty minutes from the time of fixing the opening of the meeting of the General Meeting of Shareholders, the invitation to the third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third meeting of the General Meeting of Shareholders is conducted regardless of the total number of votes of the attending shareholders.
- 20.4. Shareholders are considered to attend and vote at the meeting of the General Meeting of Shareholders in the following cases:
- (a) Attend and vote directly at the meeting;
 - (b) Authorize other person, organization to attend and vote at the meeting;
 - (c) Attend and vote through online conferences, e-voting or other electronic forms;
 - (d) Send voting slips to the meeting via mail, fax, email.
- 20.5. Only the General Meeting of Shareholders has the right to change the meeting agenda enclosed the invitation notice as stipulated in Article 19.2 of this Charter.

Article 21. Procedures for conducting meetings and voting at the General Meeting of Shareholders

The Company must hold a General Meeting of Shareholders at least once a year. The annual General Meeting of Shareholders shall not be held by way of collection of written opinions.

A. Procedures for conducting and voting under traditional way

- 21.1. On the date of the General Meeting of Shareholders, the Company must carry out procedures for shareholder registration and perform registration until all eligible attending shareholders have registered.
- 21.2. When conducting shareholder registration, the Company will issue to each shareholder or authorized representative with voting right a voting card, on which are registration number, full name of shareholder, full name of the authorized representative and the number of votes of that shareholder. When proceeding voting at the meeting, the number of cards to support the resolution shall be collected in advance, the number of cards against the resolution shall be collected later, finally count the total number of votes for or against to decide. Total votes supporting, opposing each issue or abstaining from voting, will be notified by the Chairman immediately after proceeding voting on that issue. The meeting will choose among the delegates who are responsible for voting scrutiny or supervising voting scrutiny and if the meeting does not select, the Chairman will select those people. The number of members of voting scrutiny committee shall not exceed three people.
- 21.3. Shareholders attending the General Meeting of Shareholders late have the rights to register immediately and then have the rights to participate and vote at the meeting. Chairman is not responsible for stopping the conference for shareholder coming late to register and validity of voting sessions conducted before shareholders arrived shall not be affected.
- 21.4. The General Meeting of Shareholders shall be chaired by the Chairman of the Board of Directors, in case of the Chairman of the Board of Directors is absent, the Chairman of the Board of Directors will appoint a member of Board of Directors to chair. In case the Chairman of the Board of Directors doesn't appoint anyone, the person who is elected by the General Meeting of Shareholders will chair the meeting. In case none of them can chair the meeting, members of the Board of Directors with the highest position present will hold a meeting to elect the Chairman of the General Meeting of Shareholders, the chairman is not necessarily a member of the Board of Directors. Chairman of the Board of Directors or Chairman elected by the General Meeting of Shareholders shall nominate a secretary to make the meeting minutes. In case of electing the Chairman, name of the Chairman nominated and the number of votes for the Chairman must be public.
- 21.5. Chairman's decision on sequence, procedures or events arising out of the agenda of the General Meeting of Shareholders will bear the highest judgment.
- 21.6. Agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. Agenda must clarify the time for each item in the agenda.
- 21.7. The Chairman has the right to adjourn the meeting of the General Meeting of Shareholders having enough number of delegates needed to another time no later than three (03) days from the intended date of the opening and shall only permitted to adjourn the meeting or change the location of the meeting in the following cases:
 - (a) Meeting venue does not have enough convenient seats for all attendees;
 - (b) The media at the meeting venue does not guarantee shareholders to attend the meeting, discuss and vote;
 - (c) There are attendees who obstruct, disturb the order, and potentially make the meeting not conducted in a fair and legal manner.
- 21.8. In case the chairman postpones or suspends the General Meeting of Shareholders in contravention of the regulations stipulated in Article 21.7 of this Charter, the General Meeting of Shareholders elects another person among the participants to replace the

chairman of the meeting until the end; validation of approved resolutions at that meeting is not affected.

21.9. The chairman can conduct necessary and reasonable measures to control the meeting of the General Meeting of Shareholders in a valid, orderly manner and comply with the approved agenda and reflect the desires of the majority of attendees.

21.10. The Board of Directors may request shareholders or authorized representatives attending the General Meeting of Shareholders subject to the inspection or security measures that the Board of Directors considers suitable. Where a shareholder or an authorized representative refuses to comply with the rules about the above inspection or security measures, the Board of Directors after a cautious review can refuse or expel the above shareholders or representatives from attending the General Meeting of Shareholders.

21.11. The Board of Directors, after careful consideration, can take measures deemed appropriate by the Board of Directors to:

- (a) Adjust the number of people present at the main venue of the meeting of the General Meeting of Shareholders;
- (b) Ensure safety for everyone present at that venue;
- (c) Facilitate shareholders attending (or continue to attend) the meeting.

The Board of Directors has full right to change the above measures and apply all measures if the Board of Directors finds it necessary. The measures taken may be the issuance of an entrance paper or use other options.

21.12. In case the above measures are applied at the meeting of the General Meeting of Shareholders, the Board of Directors when determining the venue of the meeting can:

- (a) Notify that the meeting will be conducted at the place indicated in the notice and the chairman of the meeting will be there ("Main venue of the meeting");
- (b) Arrange and organize so that shareholders or authorized representatives do not attend the meeting under this provision or those, who wish to participate in different location from the Main venue of the meeting, can attend the meeting simultaneously;
- (c) Notify of meeting organization does not need to detail the organization measures stipulated in this provision.

21.13. In this Charter (unless otherwise required by circumstances), all shareholders will be considered participating the meeting at the Main venue of the meeting.

B. Procedures for conducting meeting and voting at online meeting or at direct meeting having E-voting way: Processing in accordance with the Regulation on E-voting guide of the Company.

Article 22. Approval of resolutions of the General Meeting of Shareholders

22.1. The General Meeting of Shareholders approves resolutions under its authority by voting at the meeting or collecting written opinions. All resolutions of the General Meeting of Shareholders as specified at Article 16.1 and Article 16.2, and resolutions regarding the following issues, can be approved by collecting written opinions:

- (a) Amendments and supplements to the Company's Charter;
- (b) Orientation for development of the Company;
- (c) Type of shares and number of each type of shares;
- (d) Election and dismissal or members of the Board of Directors and the Board of Supervisors;

- (e) Investment project or selling assets having a value equal to or greater than thirty-five percent (35%) of the total value of assets of the Company recorded in the most recent financial statements;
 - (f) Approval of the annual financial statement;
 - (g) Reorganizing and dissolving the Company.
- 22.2. Except the cases specified in Article 22.4 of this Charter, Resolutions on the following contents are approved if the number of shareholders representing at least sixty-five percent (65%) of the total votes of all shareholders attending and voting the meeting approve (in case of meeting) or at least sixty-five percent (65%) of the total votes of shareholders having voting right approve (in case of collecting written opinions of shareholders):
- (a) Type of shares and number of each type of shares;
 - (b) Changes of business lines and sector of business;
 - (c) Changes of structure of management of the Company;
 - (d) Investment project or selling assets having a value equal to or greater than thirty-five percent (35%) of the total value of assets of the Company recorded in the most recent financial statements;
 - (e) Reorganizing and dissolving the Company.
- 22.3. Other resolutions are approved if the number of shareholders holding more than fifty percent (50%) of the total number of votes of all attending shareholders approve (in case of meeting) or more than fifty percent (50%) of the total votes of shareholders with voting rights approve (in case of collecting written opinions of shareholders), except for the cases specified in Article 22.2 and Article 22.4 of this Charter.
- 22.4. Election of members of the Board of Directors and the Board of Supervisors is conducted in the principle of cumulative voting. The elected winners for members of the Board of Directors or members of the Board of Supervisors shall be determined according to the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members is sufficient as stipulated in the Company's Charter.

Article 23. Competence and procedures for collecting written opinions of shareholders to pass resolutions of the General Meeting of Shareholders

Competence and procedures for collecting written opinions of shareholders to pass resolutions of the General Meeting of Shareholders shall comply with the following provisions:

- 23.1. The Board of Directors has the right to collect written opinions of the shareholders to pass resolutions of the General Meeting of Shareholders in accordance with Article 22.1 of this Charter if it deems necessary for the benefit of the Company. The collection of written opinion can be processed via traditional way or E-voting.
- 23.2. Collecting written opinions via traditional way:
- (a) The Board of Directors must prepare opinion forms, draft resolutions of the General Meeting of Shareholders, and documents explaining the draft resolutions. A written opinion form attached with draft resolutions and explanatory documents must be sent by a guaranteed method to the contact address of each shareholder. The Board of Directors must ensure to send and disclose documents to shareholders in reasonable time to consider voting and must send at least ten (10) days before the expiration date of receiving opinion form.
 - (b) The written opinion form must contain the following main contents:

- (i) Name, address of head office, enterprise code;
 - (ii) Purpose of collecting opinions;
 - (iii) Full name, contact address, nationality, number of citizen identification card, identity card, Passports or other legal personal identification of individual shareholders; name, enterprise code or establishment decision number, address of the head office of the institutional shareholders or full name, contact address, nationality, number of citizen identification card, identity card, passport, or other legal identity card of the authorized representative of the institutional shareholders; number of each type of shares and number of votes of shareholders;
 - (iv) Issues need to get opinions to pass;
 - (v) Voting options include approval, disapproval and no opinion;
 - (vi) The deadline to return to the Company with the answered opinion form;
 - (vii) Full name and signature of the Chairman of the Board of Directors.
- (c) A shareholder may send the answered written opinion form to the Company in one of the following methods:
- (i) Send mail: The answered written opinion form must be signed by the individual shareholder, the authorized representatives or legal representatives of institutional shareholders. Opinion form sent to the Company must be contained in a sealed envelope and no one is entitled to open it before voting scrutiny;
 - (ii) Send fax or email: Opinion forms sent to the Company via fax or email must be kept secret until the time of voting scrutiny;
 - (iii) The opinion forms sent to the Company after the deadline specified in the content of the opinion form or opened in the case of mailing and disclosed in the case of sending a fax, e-mail are invalid. The opinion forms not sent are considered to be a non-participating voting.
- (d) The Board of Directors shall organize vote counting and make the vote counting minutes under the witness of the Board of Supervisors or of shareholders who do not hold management positions. The vote counting minutes must have the following main contents:
- (i) Name, head office address, enterprise code;
 - (ii) Purpose and issues that need to be consulted to pass the resolution;
 - (iii) Number of shareholders with the total number of votes participating in voting, in which the number of valid voting and invalid voting is distinguished, attached with an appendix of list of shareholders participating in voting;
 - (iv) Total number of votes for, against and no opinion on each issue;
 - (v) Adopted issues and ratio of approved vote accordingly;
 - (vi) Full name and signature of the Chairman of the Board of Directors, voting supervisor and voting counter.

Members of the Board of Directors, vote counter and voting supervisor must be jointly responsible for the truthfulness and accuracy of the vote counting minutes; jointly responsible for losses arising from passed decisions because of untruthful and inaccurate vote counting;

- (e) Vote counting minutes and resolutions must be published on the Company's website within twenty-four (24) hours or sent to shareholders within a period of fifteen (15) days from the date of finishing vote counting. When the Company has its own website, sending of vote counting minutes can be replaced by posting on the Company's website;
 - (f) The answered opinion forms, vote counting minutes, passed resolutions and related documents attached to the opinion forms must be kept at the head office of the Company;
 - (g) A resolution passed in the form of collecting written opinion of shareholders has the same value as a resolution passed at the meeting of the General Meeting of Shareholders.
- 23.3. Collecting written opinions via E-voting: processing in accordance with the Regulation on E-voting guide of the Company.

Article 24. Minutes of the meeting of the General Meeting of Shareholders

- 24.1. The meeting of the General Meeting of Shareholders must be recorded by a minute and might be recorded in sound recording or written and archived under other electronic methods. Minutes and resolutions of the General Meeting of Shareholders must be disclosed on the Company's website within twenty-four (24) hours or send to all shareholders within fifteen (15) days from the date of the General Meeting of Shareholders ends; sending vote counting minutes can be replaced by posting on the Company's website.
- 24.2. Minutes of the General Meeting of Shareholders are considered as proof of the work conducted at the General Meeting of Shareholders unless there is an objection to the content of the minutes in accordance with correct procedure within ten (10) days from the date of sending minutes. Minutes must be made in Vietnamese and English, signed by the Chairman of the meeting and Secretary, and made in accordance with the Law on Enterprises and this Charter. Meeting minutes of the General Meeting of Shareholders, appendixes of the list shareholders attending the meeting, approved resolution and related documents attached to the meeting invitation must be kept at the head office of the Company.

Article 25. Request for cancellation of decisions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of resolutions or meeting minutes of the General Meeting of Shareholders or results minutes of vote counting of collecting written opinions of the General Meeting of Shareholders, shareholders, group of shareholders according to the provisions of Article 13.3 of this Charter have the rights to request the Court or Arbitration to examine and cancel resolution or part of resolution of the General Meeting of Shareholders in the following cases:

- 25.1. The orders and procedures for convening and approving resolutions of the General Meeting of Shareholders materially violate regulations of Law on Enterprises and the Company's Charter, except for the cases stipulated in Article 26.2 of this Charter;
- 25.2. Contents of resolutions violate the laws or the Company's Charter.

Article 26. Validation of resolutions of the General Meeting of Shareholders

- 26.1. Resolutions of the General Meeting of Shareholders shall take effect from the date of approval or from the time of validation stated in that resolution.
- 26.2. Resolutions of the General Meeting of Shareholders passed by one hundred percent (100%) of the total shares with voting rights are legal and effective even if the orders and procedures for convening the meeting and approving resolutions violated provisions of Law on Enterprises and this Charter.

- 26.3. In case a shareholder, a group of shareholders requires the Court or Arbitration to cancel resolution of the General Meeting of Shareholders as stipulated in Article 151 of the Law on Enterprises, then such resolutions are still in effect until the decision of the Court or Arbitrator on cancellation of such resolution takes effect, except for the case of applying temporary emergency measures under decisions of competent agencies.

CHAPTER VII. BOARD OF DIRECTORS

Article 27. Composition and term of members of the Board of Directors

- 27.1. The number of members of the Board of Directors is at least five (5) members and at most eleven (11) members, the specific number is decided by the General Meeting of Shareholders at the meeting to elect the Board of Directors. The term of members of the Board of Directors is not more than five (5) years; members of the Board of Directors may be re-elected with an unlimited number of terms; the term of independent members of the Board of Directors must not exceed two (2) consecutive terms. The total number of independent members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors. Minimum number of independent members of the Board of Directors is determined by rounding down method.

Members of the Board of Directors must meet the following standards and conditions:

- Not fall into the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
 - Possess professional qualifications and experience in business administration or in the field, industry of the Company's business, and are not necessarily shareholders of the Company;
 - A member of the Board of Directors may only simultaneously be a member of the Board of Directors or the Board of Members in a maximum of 05 other companies.
- 27.2. Where all members of the Board of Directors end the terms simultaneously, these members continue to be members of the Board of Directors until new members are elected for replacement and take over the work.
- 27.3. Shareholders holding at least five percent (05%) of the shares have the right to gather together to nominate candidates of the Board of Directors:
- (a) Shareholders or groups of shareholders holding from five percent (5%) to less than ten percent (10%) of the total shares with voting rights have the right to nominate one (1) candidate;
 - (b) Shareholders or groups of shareholders holding from ten percent (10%) to less than thirty percent (30%) have the right to nominate up to two (2) candidates;
 - (c) Shareholders or groups of shareholders holding from thirty percent (30%) to less than forty percent (40%) have the right to nominate maximum three (3) candidates;
 - (d) Shareholders or groups of shareholders holding from forty percent (40%) to below fifty percent (50%) have the right to nominate maximum four (4) candidates;
 - (e) Shareholders or groups of shareholders holding from fifty percent (50%) to under sixty percent (60%) have the right to nominate maximum five (5) candidates;
 - (f) Shareholders or groups of shareholders holding from sixty percent (60%) to below seventy percent (70%) have the right to nominate maximum six (6) candidates;

- (g) Shareholders or groups of shareholders holding from seventy percent (70%) to eighty percent (80%) have the right to nominate maximum seven (7) candidates; and
- (h) Shareholders or groups of shareholders holding from eighty percent (80%) to less than ninety percent (90%) have the right to nominate maximum eight (8) candidates.

If the number of candidates nominated by shareholders or group of shareholders is lower than the number of candidates which they are entitled to nominate, the remaining number is nominated by Board of Directors, Board of Supervisors and other shareholders.

Employee(s) of an independent audit company that have been auditing the Company within one (01) year must not be nominated to the Board of Directors.

27.4. Members of the Board of Directors will no longer have status of members of the Board of Directors in the following cases:

- (a) That member is not qualified as a member of the Board of Directors in accordance with the Law on Enterprises or prohibited by laws from being members of the Board of Directors;
- (b) That member sends a written application to resign to the Company's head office;
- (c) That member is dismissed from members of the Board of Directors in accordance with the decision of the General Meeting of Shareholders.
- (d) Not participating in Board of Directors activities for 06 consecutive months, except in cases of force majeure;

27.5. When the number of members of the Board of Directors reduces by more than one-third ($1/3$) compared to the number specified in the Company's Charter, the Board of Directors must convene a meeting of the General Meeting of Shareholders within sixty (60) days from the date the number of members reducing more than one-third ($1/3$) with regulations to elect additional members of the Board of Directors.

27.6. The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of laws on securities and securities market.

27.7. The term of the member elected for replacement or supplemented member is valid until the end of the term of the remaining members of the Board of Directors.

27.8. Members of the Board of Directors are not necessarily the holders of shares of the Company.

27.9. In the event that candidates have been identified, information related to the candidates for the Board of Directors shall be included in the General Meeting of Shareholders' Meeting documents and published at least ten (10) days before the opening date of the General Meeting of Shareholders' Meeting on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interests of the company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors shall be disclosed, including at least the following contents:

- a. Full name, date of birth;
- b. Educational level;
- c. Professional qualifications;

- d. Work experience;
- e. Companies where the candidate currently holds positions as a member of the Board of Directors and other management positions;
- f. Interests related to the Company (if any);
- g. Other information (if any).

The Company must disclose information about the companies where the candidate holds positions as a member of the Board of Directors, other management positions, and any interests related to the candidate's Board of Directors (if any).

Article 28. Rights and obligations of the Board of Directors

- 28.1. The Board of Directors is the management body of the Company with full authority to on behalf of the Company decide and carry out all rights and obligations of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.
- 28.2. The Board of Directors is responsible for supervising the General Director and other executive officers.
- 28.3. Rights and obligations of the Board of Directors shall be governed by Laws, the Charter, internal regulations of the Company, and decisions of the General Meeting of Shareholder. Specifically, the Board of Directors has the following rights and duties:
 - (a) Decide the strategy, medium-term development plan and annual business plan of the Company;
 - (b) Appointment and dismissal of the Company's executive officers at the request of the General Director and decide their salary;
 - (c) Decide the organizational structure of the Company;
 - (d) Propose the types of shares to be issued and the total number of issued shares for each type;
 - (e) Propose the issuance of bonds, convertible bonds into shares and warrants allowing owners to buy stocks at a predetermined price;
 - (f) Decide the offering price of bonds, stocks and convertible securities;
 - (g) Election, dismissal Chairman of the Board of Directors; appointment, dismissal and entering into agreement, termination of agreement with the General Director and executive officers of the Company; decide salary, remuneration, bonus and other benefit of such executive officers; appoint authorized representative to join Member's Council or General Meeting of Shareholders in other companies, decide salary and other benefit of such person;
 - (h) Propose annual dividends and determine temporary dividends; organize dividend payment;
 - (i) Propose the restructuring or dissolution of the Company;
 - (j) Approve the agenda, content of the documents serving for the meeting of the General Meeting of Shareholders, convene the General Meeting shareholders or collect written opinions for the General Meeting of Shareholders to approve the decision;
 - (k) Submit audited annual financial statements to the General Meeting of Shareholders;
 - (l) Decide to promulgate the Operation regulations of the Board of Directors, Internal regulations on corporate governance after being approved by the

General Meeting of Shareholders; decide to promulgate the Regulation on information disclosure of the Company;

- (m) Develop and issue regulations on E-voting guide in accordance with the current E-voting regulation;
 - (n) Establish branches or representative offices of the Company;
 - (o) Establish subsidiaries of the Company;
 - (p) Decide capital contribution or purchase of shares of other companies;
 - (q) Decide the implementation, modification and cancellation of major contracts of Company (including contracts for buying, selling, merging, acquiring companies and joint ventures) except for the contracts under the approval authority of the General Meeting of Shareholders;
 - (r) Borrowing, lending and implementation of mortgages, warrantees, guarantees and compensation of the Company;
 - (s) The valuation of non-cash assets contributed to the Company related to the issuance of shares or bonds of the Company, including gold, land use rights, ownership rights of intellectual property, technology and confidential technology;
 - (t) Decide on investment or the sale of assets of the Company or branch with value equal or less than thirty-five percent (35%) of the total value of assets of the Company recorded in the latest audited financial statements;
 - (u) The signing of contracts with people specified in Clause 1, Article 167 of the Law on Enterprises with value equal to or less than twenty percent (20%) of the total value of assets of the Company recorded in the latest audited financial statements;
 - (v) Approve agreements of sale, purchase, and other agreements and other transactions with value equal or more than twenty percent (20%) of the total value of assets of the Company recorded in the latest audited financial statements, except for the agreements, transactions under the approval authority of the General Meeting of Shareholders;
 - (w) The purchase and the purchase price, or withdraw by the Company of no more than ten percent (10%) of each type of shares;
 - (x) Decide on selling unsold shares within number of issued shares of each type; decide on capital mobilization by other method;
 - (y) Decide the solutions for market development, marketing and technical method;
 - (z) Pay dividends to shareholders in accordance with the law after approval by the Annual General Meeting of Shareholders;
 - (aa) Other rights and obligations provided in Law on Enterprises and the Company's Charter.
- 28.4. The Board of Directors must report to the General Meeting of Shareholders on its activities, specifically about supervision of the Board of Directors for the General Director and other executive officers in fiscal year.
- 28.5. The Company entitles to pay remuneration to members of the Board of Directors based on the result and effectiveness of business. Member of the Board of Directors are entitled to receive remuneration and bonus. The remuneration is calculated based on the number of working days which is necessary to complete the duties of members of the Board of Directors and daily remuneration. The Board of Directors estimates the remuneration for each member on the principle of consensus. The total

remuneration and bonus of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.

- 28.6. The remuneration for each member of the Board of Directors is calculated to business expense of the Company as per regulations of corporate income tax, and indicated in a separate section in annual finance statement of the Company and must report to the General Meeting of Shareholders in the annual meeting.
- 28.7. Members of the Board of Directors hold executive positions (including the position of Chairman), or a member of the Board of Directors working at the subcommittees of the Board of Directors, or perform other tasks that, in the opinion of the Board of Directors, are beyond the normal scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a full-time wages, salary, commission, percent of profits, or other forms as decided by the Board of Directors.
- 28.8. Members of the Board of Directors have the right to be paid all travel and accommodation expenses, and other reasonable expenses they have paid when performing responsibilities of members of the Board of Directors, including the costs incurred in attending the meetings of the Board of Directors, or subcommittees of the Board of Directors or General Meeting of Shareholders.
- 28.9. Rights to be provided information of members of the Board of Directors:
- (a) Members of the Board of Directors have the right to request the General Director, managers of units in the Company provide information and documents on the financial situation, business operations of the Company and units in the Company.
 - (b) Managers are required to provide timely, complete and accurate information and resources at the request of members of the Board of Directors.
- 28.10. The Board of Directors has the right to authorize, decentralization or delegate to the Company's authorized representative at another organization to perform its responsibilities, obligations and powers as an owner, shareholder or capital contributor at another organization according to the appointment decision. Accordingly, the authorized representative shall fully comply with the responsibilities, powers and obligations as an owner, shareholder or capital contributor at another organization as prescribed in the Law on Enterprises, the Company's charter and the charters of such organizations, internal regulations and resolutions/decisions of the Board of Directors.

Article 29. Independent members of the Board of Directors

- 29.1. Independent members of the Board of Directors must meet following standards and conditions:
- (a) not be a current employee of the Company, the Company's parent company or subsidiaries;
 - (b) not be a person that used to work for the Company, the Company's parent company or subsidiaries over the last three (3) consecutive years;
 - (c) not be a person receiving salaries, wages from the Company, except for the allowance to which members of the Board of Directors are entitled;
 - (d) not have a spouse, birth parent, adoptive parent, birth child, adopted child, or sibling being a major shareholder of the Company; being a manager of the Company or the Company's subsidiaries;
 - (e) not directly or indirectly hold at least one percent (1%) of the Company's voting shares;

- (f) not ever hold the position of member of the Board of Directors, the Board of Supervisors over at least the last five (5) consecutive years, except the case of appointment for 2 consecutive periods.
- 29.2. Independent members of the Board of Directors must notify the Board of Directors about the failure of meeting the conditions prescribed in Article 29.1 of this Charter and of course no longer being independent members of the Board of Directors since the date of failing to meet the conditions. The Board of Directors must notify the case that independent members of the Board of Directors no longer meet the requirements at the nearest meeting of the General Meeting of Shareholders or convene the General Meeting of Shareholders to elect additional members or replace independent members of the Board of Directors within six (6) months from the date of receiving the notice of the relevant independent member of the Board of Directors.
- 29.3. Independent members of the Board of Directors have the same duties and authorities as other members of the Board of Directors, having the following additional rights:
- (a) Propose to the Board of Directors to hold an extraordinary General Meeting of Shareholders or propose to the Board of Supervisors to organize the extraordinary General Meeting of Shareholders in case the Board of Directors opposes this proposal;
 - (b) Hire consulting or auditing organizations to perform their duties;
 - (c) Issue an independent opinion on issues related to reward plan and remuneration for members of the Board of Directors and managers of the Company;
 - (d) Issue an independent opinion on relevant major transactions and report to the regulatory authority when considering necessary.

Article 30. Chairman of the Board of Directors

- 30.1. The Chairman of the Board of Directors is elected, dismissed, removed among the members of the Board of Directors. The Chairman of the Board of Directors can't currently hold the position of the General Director.
- 30.2. The Chairman of the Board of Directors has the following rights and obligations:
- (a) Prepare the program and operation plan of the Board of Directors;
 - (b) Prepare programs, contents and documents for meetings; convene and preside over meetings of the Board of Directors;
 - (c) Organize the adoption of resolutions of the Board of Directors;
 - (d) Supervise the process of implementing the resolutions of the Board of Directors;
 - (e) Chair meetings of the General Meetings of Shareholders, to sign on behalf of the General Meeting of Shareholders for resolutions which have been approved by the General Meeting of Shareholders;
 - (f) Decide on matters within the authority and responsibility of shareholders/owners/capital contributors at the Company's subsidiaries in accordance with the law and the charters of those subsidiaries.
 - (g) Other rights and obligations in accordance with Law on Enterprises and the Company's Charter.
- 30.3. The Chairman of the Board of Directors must be responsible for ensuring that the Board of Directors sends annual financial reports, operational reports of the Company, audit reports and inspection reports of the Board of Directors to shareholders at the General Meeting of Shareholders.

- 30.4. When the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect replaced person within ten (10) days.

Article 31. Meetings of the Board of Directors

- 31.1. In case where the Board of Directors is to elect the Chairman, then the initial meeting of the term of the Board of Directors in order to elect the Chairman and to pass other resolutions within its authority must be conducted within a time-limit of seven (7) working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened and chaired by the member who gains the highest number of votes or the highest ratio of vote. If more than one member has the highest and equal votes or ratio of vote, these members elect one of them to convene a meeting of the Board of Directors according to the principle of majority.
- 31.2. Regular meetings: The Board of Directors shall hold at least a meeting per quarter. The Chairman of the Board of Directors shall convene a regular meeting of the Board of Directors, prepare the agenda of the meeting and determine the time and location of the meeting within a period of at least three (3) days before the proposed date of the meeting. The Chairman may convene meetings at any time where considered necessary, but there must be at least one meeting every quarter.
- 31.3. Extraordinary meetings: The Chairman must convene a meeting of the Board of Directors, which shall not be delayed without a legitimate reason, where any of the following make a written request specifying the objective and issues which need to be discussed:
- (a) The General Director or at least five (05) executive officers;
 - (b) At least two (02) members of the Board of Directors;
 - (c) The Chairman of the Board of Directors;
 - (d) The Board of Supervisors or independent member of the Board of Directors.
- 31.4. A meeting of the Board of Directors as stipulated in Article 31.3 of this Charter must be conducted within a time-limit of seven (7) working days after the request for such meeting is made. If the Chairman of the Board of Directors does not agree to convene such a meeting upon the request, then the Chairman of the Board of Directors shall be liable for losses caused to the Company; any person who makes the request for the meeting as referred to in Article 31.3 of this Charter may himself/herself convene a meeting of the Board of Directors.
- 31.5. When an independent auditor makes a request, the Chairman of the Board of Directors must convene a meeting of the Board of Directors in order to discuss the audit report and the situation of the Company.
- 31.6. Venue of the meeting: Meetings of the Board of Directors shall take place at the registered address of the Company or at another address in Vietnam or abroad as decided by the Chairman of the Board of Directors or by the person that convenes the meeting .
- 31.7. Notice and agenda of a meeting of the Board of Directors: The notice of a meeting of the Board of Directors must be sent to members of the Board of Directors and the members of the Board of Supervisors at least three (3) calendar days prior to the date on which the meeting is to be held; members of the Board of Directors may refuse in writing the notice of meeting and such refusal could be changed or cancelled in writing by such member. The notice of the meeting of the Board of Directors could be made in writing and in Vietnamese and in English and it must provide sufficient information on the agenda, the time and location of the meeting; and it must be accompanied with necessary documents on the issues to be discussed and voted on at

the meeting of the Board of Directors and include voting slips for members of the Board of Directors who will be unable to attend the meeting.

A notice of meeting may be sent by post, fax, and electronic mail or by other means, but must ensure arrival at the address of each member of the Board of Directors and member of the Board of Supervisors as registered with the Company.

In case of the extraordinary meeting of Board of Directors at Article 31.3 of this Charter, a notice of the meeting could be sent within twenty-four (24) hours before the meeting time via fax, e-mail or others electronics means, but the notice must be assured to be delivered to the registered address of each member of the Board of Directors and the Board of Supervisors as registered with the Company.

31.8. Minimum number of attending members:

A meetings of the Board of Directors shall only be conducted if at least three-quarter (3/4) of the members of the Board of Directors participated in the meeting. In case insufficient number of members attends the meeting in accordance with the regulations, the meeting must be convened for a second time within seven (7) days of the intended date of the first meeting. The adjourned meeting shall be conducted if there is more than one half (1/2) of the members of the Board of Directors attending the meeting.

31.9. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

- (a) Attend and vote directly at the meeting;
- (b) Authorize another person to attend the meeting and vote if approved by a majority of members of the Board of Directors.
- (c) Attend and vote through online conferences, e-voting or other similar forms;
- (d) Send votes to the meeting via letter, fax, and email.

31.10. Voting:

- (a) Except for the provisions in Article 31.10.(b) of this Charter, each member of the Board of Directors or his/her authorized person being present in person at a meeting of the Board of Directors shall have one (01) vote. Members of Board of Directors may authorize another person to attend meetings and vote on their behalf if approved by a majority of the Board of Directors. Members not directly attending the meeting shall have right to vote by sending a written vote. Written vote shall be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors at least one (1) hour prior to opening of the meeting. Written votes shall only be opened in the presence of all the persons attending the meeting;
- (b) A member of the Board of Directors is not permitted to vote on contracts, transactions or proposals in which such member or his/her related person has an interest.
- (c) When an issue arises at a meeting of the Board pursuant to Article 31.10.(d) of this Charter regarding the level of interest of a member of the Board of Directors or relating to the voting right of a member, which is not resolved by such member of the Board of Directors voluntarily waiving his/her voting right, such issue shall be referred to the chairman of the meeting whose decision in relation to other members of the Board of Directors shall be final, except where the nature or scope of the interest of the relevant members of the Board of Directors has not been properly announced;

- (d) Any member of the Board of Directors who benefits from one of the contracts stipulated at Article 37.4.(a), (b) of this Charter shall be considered to have a significant interest in such contract;
 - (e) Members of the Board of Supervisors have the right to attend the Board of Directors' meeting and the right to discuss, but are not allowed to vote.
- 31.11. Disclosure of interest: Any member of the Board of Directors who directly or indirectly benefits from a contract or transaction which has been signed or is intended to be signed with the Company, and where such member is aware that he/she has an interest, shall be required to disclose the nature and content of such interest at the meeting where the Board of Directors considers the signing of such contract or transaction for the first time; or such member may disclose the interest at the first meeting of the Board of Directors held after such member becomes aware that he/she has or will have an interest in the relevant contract or transaction.
- 31.12. Voting by the majority: The Board of Directors shall pass resolutions and make decisions in compliance with the assent of the majority of members of the Board of Directors attending the meeting. In case the number of assent votes is equal to the number of dissent votes, the vote of Chairman shall be decisive.
- 31.13. Meeting on the phone or collecting written opinions or other forms: A meeting of the Board of Directors may be conducted by way of a conference call between members of the Board of Directors where all or a number of members are at different places, provided that each attending member is able to:
- (a) Listen to other members of the Board of Directors expressing their opinions in the meeting;
 - (b) Express his/her opinions at the same time as other attending members if he/she wishes to do so.

Members may communicate directly via the telephone or by other means of communication or by a combination of such means.

From time to time, the meeting of the Board of Directors may be held by collecting written opinions.

Members of the Board of Directors who attend the meeting via telephone conference or sending opinions in written within deadline set by the Board of Directors shall be deemed "present" at the meeting of the Board of Directors pursuant to the Charter. The location of the meeting to be held in accordance with this provision shall be the location where the largest number of members of the Board of Directors gathers, or if there is no such group of the largest number of members of the Board of Directors, then the meeting shall be held at the location where the Chairman of the meeting is present.

Resolutions which are passed at a meeting duly held and conducted by telephone or collecting written opinions legally organized and conducted shall take effect immediately after the end of the meeting or receiving opinions of the members of Board of Directors within the deadline, but must be confirmed by the signatures of all attending members of the Board of Directors in minutes of such meeting.

- 31.14. Resolution in the form of collecting written opinions is adopted on the basis of the approval of the majority of members of the Board of Directors with voting rights. This resolution is valid and valuable as the resolution adopted at the meeting. Resolution can be signed by Chairman of the Board of Directors.
- 31.15. Minutes of the meetings of Board of Directors: The meetings of the Board of Directors must be made in minutes and may be recorded in sound recording, or written and archived in other electrical form at the Company's head office. The Chairman of the

Board of Directors shall be responsible to deliver minutes of meeting of the Board of Directors to Board members, and such minutes shall be deemed a bona fide record at such meeting unless an opinion against the content of the minutes is provided within a time-limit of ten (10) days from the date of delivery of such minutes. The minutes of the meeting of the Board of Directors must be prepared in Vietnamese and English, and must bear full names and the signatures of all the attending Board members; the person writing the minutes and the chairman. The chairman of the meeting and the person writing the minutes are jointly responsible for the accuracy and truthfulness of the minutes of the meeting of the Board of Directors. Where the resolutions of the Board of Directors were passed in accordance with the laws, but there is a member refuses to sign on the minutes of the meeting then his/her signature certifying that he/she attends at the meeting shall be considered his/her signature in the minutes of the meeting. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid only if signed by all other members of the Board of Directors present at the meeting and contain all the content required by law. The meeting minutes shall clearly state the reason for the chairperson or secretary's refusal to sign.

- 31.16. Sub-committees of the Board of Directors: The Board of Directors may establish sub-committees and authorize them to act pursuant to the authority of the Board. Membership of a sub-committee may consist of one or more members of the Board of Directors and one or more non-board members pursuant to a decision of the Board of Directors. During the course of performance of authorized powers, the sub-committees must comply with the rules stipulated by the Board of Directors. Such rules may regulate or permit the admission of additional persons being non-board members to the sub-committees and may permit such persons to vote in their capacity as members of the sub-committees, but (a) the number of non-board members must be less than half the total number of members of the sub-committee, and (b) resolutions of the sub-committee shall only take effect when the majority of members attending and voting at a meeting of the sub-committee are members of the Board of Directors.
- 31.17. Legal effect of actions: Actions taken to implement resolutions of the Board of Directors, of sub-committees under the Board of Directors, or of a person with membership on a sub-committee under the Board of Directors shall be deemed to be legally effective even when there may have been an error in the election and appointment of a member to the sub-committee or to the Board of Directors.
- 31.18. The execution of decision of the Board of Directors, or sub-committees of the Board of Directors, or member of sub-committees of the Board of Directors must comply with the applicable laws and the regulations of the Company's Charter.

CHAPTER VIII. GENERAL DIRECTOR, OTHER MANAGEMENT OFFICER AND COMPANY'S SECRETARIAT

Article 32. Organization of management apparatus

The Company will issue a management system under which the management apparatus will be responsible and under the leadership of the Board of Directors. The Company has one General Director, a number of Deputy General Directors and one Chief Accountant appointed by the Board of Directors. The General Director and Deputy General Director(s) may be concurrently members of the Board of Directors, and be appointed or dismissed by the Board of Directors by passing a valid resolution.

Article 33. Executive officers

- 33.1. At the proposal of the General Director and approval of the Board of Directors, the Company is allowed to use the number and type of executive officers necessary or in accordance with the management structure and practice of the Company proposed by the Board of Directors from time to time. The executive officer must have the right

diligently necessary for the Company's activities and organizations to achieve the set objectives.

- 33.2. Salary, remuneration, benefits and other terms in the labor contract for the General Director will be decided by the Board of Directors and contract with other executive officers will be decided by the Board of Directors after consulting with the General Director.

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

- 34.1. Appointment: The Board of Directors will appoint a member of the Board of Directors or other person as the General Director and will sign a contract that regulates salaries, remuneration, benefits and other terms related to recruitment.

- 34.2. Term: the term of the General Director shall not exceed five (5) years. The General Director may be reappointed for an unlimited number of terms. The appointment may expire based on provisions in the employment contract.

- 34.3. The General Director must meet following requirements and standards:

- (a) Not fall into the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
- (b) Not be a person in the family relationship of the enterprise managers, members of the Board of Supervisors of the Company and the parent company; representative of state capital share, representative of enterprise capital share in Company and parent company;
- (c) Not be related to the business manager, the company's and parent company's controller, the representative of state capital, or the representative of enterprise capital in the company and parent company as stipulated in point d, clause 46, Article 4 of the Securities Law.
- (d) Have qualifications and experience in business administration of the Company.

- 34.4. Rights and duties:

The General Director has the following rights and responsibilities:

- (a) Implement resolutions of the Board of Directors and the General Meeting of Shareholders, the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders;
- (b) Decide all issues relating to daily business works of the Company that not belong to authorities of the Board of Directors, including signing financial and commercial contracts, organizing and operating activities of the Company on behalf of the Company according to best management practices;
- (c) Propose the number and titles of managers that the Company needs to hire to let the Board of Directors appoint or dismiss when necessary in order to apply activities as well as good management structures proposed by the Board of Directors, and consult for the Board of Directors to decide the level of salary, remuneration, and other benefits and provisions of labor contracts of executive officers;
- (d) In the first quarter of each year, the General Director must submit to the Board of Directors for approval of detailed business plan for that fiscal year on the basis of meeting the requirements of the appropriate budget;
- (e) Implement the annual business plan approved by the General Meeting of Shareholders and the Board of Directors;
- (f) Propose measures to improve operations and management of the Company;

- (g) Prepare the long-term, annual and monthly planned budget of the Company (hereinafter referred to as planned budget) to serve the Company's long-term, annual and monthly management activities according to business plan. Annual planned budget (including balance sheets, operational report and cash flow statements) for each fiscal year will have to be submitted to the Board of Directors for approval and must include the information specified in regulations of the Company;
 - (h) Perform all other activities in accordance with this Charter and regulations of the Company, resolutions of the Board of Directors, labor contracts of the General Director and laws;
 - (i) Signing the appointment decision, dismissing titles under the approval of the policy of the Board of Directors;
 - (j) Appoint and dismiss management title of the Company, except the title belong to authorities of the Board of Directors;
 - (k) Decide remuneration and other benefit of employees of the Company, even for management title belong to rights of appointment of the General Director;
 - (l) Recruit employees;
 - (m) Propose dividend payment plan or plan for handle loss in business;
 - (n) Other rights and obligations provided by laws, Company's Charter and resolutions, decisions of the Board of Directors.
- 34.5. Report to the Board of Directors and shareholders: The General Director is responsible before the Board of Directors and the General Meeting of Shareholders for the implementation of duties and authority assigned and must report to these agencies when requested.
- 34.6. Dismissal: The Board of Directors may dismiss the General Director when more than two thirds of members of the Board of Directors votes approving (in this case, voting of the General Director is not counted) and appoints a new General Director for replacement.

Article 35. Company's Secretary

- 35.1. The Board of Directors will appoint one (1) or more people to be the Company's Secretary with term and provisions decided by the Board of Directors. The Board of Directors can dismiss the Company's Secretary when necessary but not contrary to the current provisions of labor laws. The Board of Directors may also appoint one or more the Company's Secretary Assistant from time to time. Roles and duties of the Secretary of the Company include:
- (a) Organize meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders in accordance with order of the Chairman of the Board of Directors or Board of Supervisors;
 - (b) Make meetings minutes;
 - (c) Consult procedures of meetings;
 - (d) Provide financial information, copies of meeting minutes of the Board of Directors and other information for members of the Board of Directors and Board of Supervisors.
- 35.2. The Company's Secretary is responsible for keeping the information confidential in accordance with the laws and the Company's Charter.

**CHAPTER IX. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS,
GENERAL DIRECTORS AND EXECUTIVE OFFICERS**

Article 36. Careful responsibilities of members of the Board of Directors, members of the Board of Supervisors, the General Director and executive officers

Members of the Board of Directors, members of the Board of Supervisors, the General Director and executive officers entrusted have responsibilities to honestly perform their duties, including tasks as members of subcommittees of the Board of Directors, and in a manner that they believe to bring highest benefit to the Company and with a degree of caution that a careful person often has when undertaking the same position and in the same context.

Article 37. Responsibilities for honesty and avoidance of conflicts of interest

- 37.1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and executive officers are not allowed to make use of business opportunities that may benefit the Company for personal purpose; at the same time, not use the information obtained by their position to benefit themselves or to serve the interests of other organizations or individuals.
- 37.2. Members of the Board of Directors, members of the Board of Supervisors, the General Director and managers have obligations to notify the Board of Directors all benefits that may conflict with interests of the Company that they can be enjoyed through economic entities, transactions or other individuals. The above objects are only allowed to use these opportunities when the members of Board of Directors with no related interests have decided not to investigate this issue.
- 37.3. The Company is not allowed to issue loans, guarantees, or credit to members of the Board of Directors, members of the Board of Supervisors, the General Director, executive officers and their families or legal entities from which these people have financial benefits, unless otherwise decided by the General Meeting of Shareholders, and at the same time, members with related benefits do not have voting rights.
- 37.4. Contracts or transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, executive officers, or people related to them or the company, partners, associations, or organizations in which one or more members of the Board of Directors, executive officers or people related to them as members, or related financial interests, will not be disabled because of the above-mentioned relationships, or because of that member of the Board of Directors or that executive officer is present or participates in a meeting related to or on the Board of Directors or subcommittee allowing the performance of contracts or transactions, or because of their votes are also counted when voting on that purpose, if:
 - (a) For contracts valued less than twenty percent (20%) of the total value of assets recorded in the most recent financial statements, important elements of contracts or transactions as well as relationships and benefits of executive officers or members of the Board of Directors have been reported to the Board of Directors or relevant subcommittee. At the same time, the Board of Directors or subcommittee has allowed to perform such contract or transaction honestly by majority of votes of Board members without related interests; or
 - (b) For contracts valued at more than twenty percent (20%) of the total value of assets recorded in the most recent financial statements, important elements about this contract or transaction as well as relationships and benefits of executive officers or members of the Board of Directors have been disclosed to shareholders with no related interests to vote on that issue, and these shareholders voted agree for these contracts or transactions;

- (c) The contracts or transactions considered to be fair and reasonable by an independent advisory organization in all respects regarding the shareholders of the Company at the time of the transaction or the contract are allowed to perform, approved by the Board of Directors or a subcommittee.
- 37.5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, executive officers or related persons are not allowed to buy or sell or trade in one or another way shares of the Company or subsidiaries of the Company at the time they obtained information certainly affecting the price of those shares and other shareholders do not know this information.

Article 38. Liability for damages and compensation

- 38.1. Responsibility for damage: Members of the Board of Directors, the General Director and executive officers violating obligations to act honestly, not fulfilling its obligations with care, diligence and professional competence will be responsible for damages caused by his/her violation behaviors.
- 38.2. Indemnification: The Company will indemnify those who have been or are at risk of becoming a related party in complaints, lawsuits and prosecutions (including civil and administrative cases and not the lawsuits filed by the Company) if the person has been or is a member of the Board of Directors, executive officers, employee or authorized representative for the Company or that person has been or is doing at the request of the Company as a member of the Board of Directors, executive officers, employee or authorized representative for the Company provided that the person has acted honestly, cautiously, diligently for or not against the highest benefit of the Company, on basis of compliance with laws; and there is no evidence to confirm that that person has violated his/her responsibilities. When performing functions or tasks as authorized by the Company, members of the Board of Directors, members of the Board of Supervisors, executive officers, employees or authorized representative of the Company are indemnified when becoming a related party in complaints, lawsuits and prosecutions (except lawsuits filed by the Company) in the following cases:
 - (a) Act honestly, cautiously, diligently for the benefit and not in conflict with the interests of Company;
 - (b) Comply with laws and there is no evidence confirms that he/she has not performed its responsibilities;
- 38.3. Compensation costs include: expenses incurred (including attorneys' fees), judgment fees, fines, and payments incurred in actual or considered as a reasonable level when dealing with these cases within the framework of the laws, provided that the person acted honestly, cautiously, diligently and with capacity expertise in the manner that he or she believes it is for the benefit or not against the highest benefit of the Company, on the basis of compliance with the laws; and there is no discovery or confirmation that that person violates his responsibilities. The Company has the right to buy insurance for those people to avoid the above compensation responsibilities.

CHAPTER X. BOARD OF SUPERVISORS

Article 39. Members of the Board of Supervisors

- 39.1. The number of members of the Board of Supervisors must be from three (3) to five (5) members. Members of the Board of Supervisors must meet standards and conditions as specified below:
 - (a) Have been trained in one of the majors in economics, finance, accounting, auditing, law, business administration or in a major relevant to the business of the Company;

- (b) Not being a member of the Board of Directors, the General Director and other executive officers of the Company;
 - (c) Not being a related person to the members of the Board of Directors, the General Director and other executive officers of the Company;
 - (d) Not being a person working in the accounting and finance department of the Company;
 - (e) Not being a member or employee of an auditor approved to audit the financial statements of the Company for the preceding three (03) years;
 - (f) Other standards and conditions as prescribed by relevant laws and the company's Charter.
- 39.2. The Head of the Board of Supervisors is elected among members of the Board of Supervisors; election and dismissal of the Head of the Board of Supervisors is conducted in accordance to the majority rule. The Board of Supervisors must include more than half of members residing in Vietnam. The Head of the Board of Supervisors must have a university or higher degree in one of the majors in economics, finance, accounting, auditing, law, business administration or a major related to the business activities. Rights and obligations of the Head of the Board of Supervisors are as follow:
- (a) Convene a meeting of the Board of Supervisors;
 - (b) Request the Company to provide relevant information to report to members of the Board of Supervisors;
 - (c) Prepare and sign the report of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.
- 39.3. Shareholders who hold from five percent (05%) of shares can gather together to nominate candidates to the Board of Supervisors.
- (a) Shareholders or a group of shareholders holding less than ten percent (10%) of the shares with voting rights are entitled to nominate one (1) member;
 - (b) Shareholders or a group of shareholders holding from ten percent (10%) to less than thirty percent (30%) are entitled to nominate maximum two (2) members;
 - (c) Shareholders or a group of shareholders holding from thirty percent (30%) to forty percent (40%) are entitled to nominate maximum three (3) candidates;
 - (d) Shareholders or a group of shareholders holding from forty percent (40%) to less than fifty percent (50%) are entitled to nominate maximum four (4) candidates;
 - (e) Shareholders or a group of shareholders holding from fifty percent (50%) to less than sixty percent (60%) are entitled to nominate maximum five (5) candidates.

If the number of candidates nominated by a shareholder or group of shareholders is lower than the number they entitle to nominate, the remaining candidates will be nominated by the Board of Directors, the Board of Supervisors or other shareholders.

- 39.4. The members of the Board of Supervisors are appointed by the General Meeting of Shareholders and the term of the Board of Supervisors are not more than five (5) years; members of the Board of Supervisors may be re-elected with unlimited number of terms. In case members of the Board of Supervisors expires term at the same time but new members of the Board of Supervisors have not been elected, the member of the Board of Supervisors expired term shall continue exercising his rights and performing his obligations until the members of the Board of Directors of the new term is elected and taking mission.

- 39.5. The members of the Board of Supervisors are no longer members in the following cases:
- (a) That member is prohibited by laws from being a member of the Board of Supervisors;
 - (b) That member resigns with a written notice sent to the head office of the Company;
 - (c) That member was dismissed from being member of the Board of Supervisors according to the decision of the General Meeting of Shareholders.

Article 40. Board of Supervisors

40.1. The Board of Supervisors will have authority and responsibilities as prescribed in Article 170 of the Law on Enterprises and this Charter, mainly include the following authority and responsibilities:

- (a) Supervise the Board of Directors, the General Director in management and operation of the Company;
- (b) Check reasonability, legality, truthfulness and carefulness in management, operation of business activities; check the systematic, consistent and appropriate of accounting, statistics and preparing financial statements;
- (c) Verify the completeness, legality and truthfulness of the Company's annual and 6-month business reports, financial statements, management evaluation reports of the Board of Directors and submit appraisal reports at the annual General Meeting of Shareholders. Review contracts and transactions with related persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions that require approval by the Board of Directors or the General Meeting of Shareholders;
- (d) Review, inspect and evaluate the effectiveness and efficiency of the internal control system, internal audit, risk management and early warning of the Company;
- (e) Review accounting books, accounting records and other documents of the Company, the management and operation of the Company when deeming it necessary or according to the resolutions of the General Meeting of Shareholders or at the request of the shareholder or group of shareholders as stipulated in Article 13.3 of this Charter;
- (f) At the request of a shareholder or a group of shareholders as provided for in Article 13.3 of this Charter, the Board of Supervisors shall carry out an inspection within 07 working days from the date of receipt of the request. Within 15 days from the end of the inspection, the Board of Supervisors must report on the issues that are required to be inspected to the Board of Directors and the shareholder or group of shareholders who request it. The inspection of the Board of Supervisors as stipulated in this Clause must not obstruct the normal operation of the Board of Directors, not disrupt the operation of the Company's business activities;
- (g) Propose measures to amend, supplement, improve the organizational structure, management, supervision and operation of the Company's business operations to the Board of Directors or the General Meeting of Shareholders;
- (h) When detecting a member of the Board of Directors, the General Director violates the provisions of Article 36, Article 37 of this Charter must immediately notify in writing to the Board of Directors, request the person

acting violations to stop the act of violation and take measures to overcome the consequences;

- (i) Attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors and other meetings of the Company;
 - (j) Use the independent consultant, the internal audit department of the Company to perform the assigned tasks;
 - (k) The Board of Supervisors can consult with the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;
 - (l) Other rights and obligations provided in Law on Enterprises, Company's Charter and resolution of the General Directors.
- 40.2. Members of the Board of Directors, the General Director and executive officers must provide all information and documents related to the Company's operations requested by the Board of Supervisors. The Company's Secretary must ensure that all copies of financial information, other information provided to members of the Board of Directors and copies of meeting minutes of the Board of Directors shall be provided to members of the Board of Supervisors at the same time they are provided to the Board of Directors.
- 40.3. After consulting with the Board of Directors, the Board of Supervisors may issue regulations regarding the meetings of the Board of Supervisors and how the Board of Supervisors operates. The Board of Supervisors must meet at least twice a year and the number of members attending the meetings at least two (2) people.
- 40.4. Total remuneration for members of the Board of Supervisors is decided by the General Meeting of Shareholders. Members of the Board of Supervisors will also be paid travel and hotel expenses and reasonable costs incurred when they attend meetings of the Board of Supervisors or related to the business activities of the Company.

CHAPTER XI. RIGHT TO INVESTIGATE THE BOOKS AND RECORDS OF THE COMPANY

Article 41. Rights to investigate books and records

- 41.1. Shareholders or group of shareholders mentioned in Article 13.3 of this Charter have the right to directly or through a lawyer or an authorized person send a written request to be checked during working hours and at the Company's main business location to extract their information in the list of shareholders, minutes and resolutions of the General Meeting of Shareholders and copying or extracting of such minutes and resolutions. The examine request by representative attorney or other authorized representative of shareholders must be accompanied by the shareholder's power of attorney that the person or a notarized copy of this power of attorney.
- 41.2. Members of the Board of Directors, members of the Board of Supervisors, the General Director and executive officers have the right to check the Company's shareholders registration book, the list of shareholders and other books and records of the Company for the purposes relevant to their position with the condition that such information must be kept confidential.
- 41.3. The Company shall do filling this Charter and amendments to the Charter and Enterprise Registration Certificate, regulations, documents proving property ownership, meeting minutes of General Meeting of Shareholders and Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and any other documents prescribed by laws at head office or another place provided that the shareholders and the business registration agency are notified the location of these documents.

- 41.4. Shareholders have the right to be granted a copy of the Charter of the Company free. In case that the Company has its own website, this Charter must be disclosed on that website.

CHAPTER XIII. DIVISION OF PROFITS

Article 42. Dividends

- 42.1. According to the decision of the General Meeting of Shareholders and the provisions of laws, dividends will be announced and paid from retained earnings of the Company but not exceeding the level set by the Board of Directors proposed after consulting shareholders at the General Meeting of Shareholders.
- 42.2. Under the provisions of the Law on Enterprises, the Board of Directors may decide to advance dividends interim if it is considered that this payment is appropriate to the profitability of the Company.
- 42.3. The Company does not pay interest on dividends or payments related to a type of stock in case shareholders do not exercise their rights according to the announced time limit.
- 42.4. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of dividends in cash, by shares of the Company, or a combination of both.
- 42.5. In case dividends or other amounts related to a share paid in cash, the Company shall pay in Vietnamese Dong and can pay by check or deposit order delivered via the post to the registered address of the beneficiary shareholder and in case of arising risks (from the registered address of shareholders), the shareholder must bear this risk. In addition, dividends payments or other cash payments related to a type of share can be paid via bank transfer when the Company has detailed information about the bank of shareholders to allow the Company to make direct transfer to Bank account of shareholders. Where the Company has transferred the money according to the correct banking information provided by shareholders but shareholder do not receive cash, the Company does not responsible for the money transferred to beneficiary shareholders. Dividend payment for shares listed at the Stock Exchange/Securities Trading Center can be conducted through securities companies or Depository Center.
- 42.6. In case that with approval of the General Meeting of Shareholders, the Board of Directors may decide and inform that common shareholders are entitled to receive dividends by shares instead of cash. Additional shares for dividend are recorded as fully paid shares on the basis that the value of the shares for dividend is equivalent to the amount of cash dividends.
- 42.7. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors may approve resolution specifying a date to close the list of shareholders of the Company. Based on the list finalized on that day, shareholders will receive shareholders' rights in accordance with the laws.
- 42.8. The Company shall only distribute profits to ordinary shareholders when the Company meets following conditions:
- (a) The Company completed tax obligation and other financial obligations according to laws;
 - (b) The Company has appropriated funds and covered the previous loss in accordance with the provisions of law and the Company's Charter;
 - (c) Upon paying all dividends, the Company still ensures to pay all due debts and other property obligations.

Article 43. Other issues related to profit distribution

Other issues related to profit distribution are carried out in accordance with the law.

CHAPTER XIV. BANK ACCOUNTS, RESERVE FUND, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 44. Bank accounts

- 44.1. The Company will open at least an account at a Vietnamese bank or foreign banks allowed to operate in Vietnam.
- 44.2. Subject to approval of the competent authority, in case of necessity, the Company can open overseas bank accounts in accordance with laws.
- 44.3. The Company will conduct payments and accounting transactions through the accounts in Vietnamese currency or foreign currency at banks where the Company opens accounts.

Article 45. Reserve fund to supplement charter capital

Each year, the Company will have to set aside an amount from its after-tax profit for the reserve fund to supplement charter capital as prescribed by law. This deduction must not exceed five percent (5%) of after-tax profit of the Company and is deducted until the reserve fund equal to ten percent (10%) of the charter capital of the Company.

Article 46. Fiscal year

The Company's fiscal year starts on January 1st every year and ends on December 31st of the same year. The first fiscal year starts from the date of issuance of the Enterprise Registration Certificate and ends on December 31st of the same calendar year.

Article 47. Accounting system

- 47.1. The accounting system used by the Company is the Vietnamese Accounting System (VAS) or other accounting system approved by the Ministry of Finance, complying with accounting regimes for securities company issued by the Ministry of Finance and other guiding documents. The Company must be subject to inspection of the State authority on the implementation of accounting- statistic regimes.
- 47.2. The Company makes accounting books in Vietnamese. The Company will keep accounting records by type of the business activities that the Company involves in. These records must be accurate, updated, systematic and sufficient to demonstrate and explain the Company's transactions.
- 47.3. The Company uses Vietnam dong as a currency unit used in accounting.

CHAPTER XV. FINANCIAL STATEMENT, ANNUAL REPORT, RESPONSIBILITY TO INFORMATION DISCLOSURE

Article 48. Annual, six-month and quarterly financial statements

- 48.1. The Company must prepare an annual financial statement which is audited in accordance with provision of laws. The Company must public its annual audited financial statement in accordance with laws on information disclosure in the securities market and submit to the competent authorities.
- 48.2. Annual financial statement must include reports, annexes, notes in accordance with regulations on corporation accounting. The annual financial statement must reflect honestly and objectively the operational situation of the Company.
- 48.3. The Company must prepare and publish the reviewed 6-month financial statement and quarterly financial statement in accordance with the laws on information disclosure in the securities market and submit to competence authorities.

- 48.4. The Company must prepare and publish the Annual Report in accordance with the laws on securities and securities market.

Article 49. Information disclosure and public announcement

The annual financial statements and other supporting documents must be disclosed to public in compliance with the regulations of the State Securities Commission and submitted to the tax authorities and business registration agencies according to the provisions of the Law on Enterprise.

CHAPTER XVI. COMPANY AUDIT

Article 50. Auditing

- 50.1. At the annual General Meeting of Shareholders, an independent auditing Company will be appointed, legally operates in Vietnam and was approved by the State Securities Commission to provide audit services for listed companies for the next fiscal year based on terms and conditions agreed with the Board of Directors.
- 50.2. The Company will have to prepare and send annual financial statements to an independent audit company after the end of fiscal year.
- 50.3. An independent audit company checks, certifies and reports on annual financial statements displaying the Company's revenues and expenditures, makes an audit report and submits it to the Board of Directors within three months from the end of the fiscal year. Staffs of independent audit company who perform auditing for the Company must be approved by the State Securities Commission.
- 50.4. A copy of the audit report will be sent attached to annual accounting reports of the Company.
- 50.5. Auditors performing audit of the Company will be allowed to attend any General Meeting Shareholders and are entitled to receive notices and other information related to the General Meeting Shareholders that shareholders are entitled to receive and express their opinions at the meeting about issues related to auditing.

CHAPTER XVII. STAMP

Article 51. Stamp

- 51.1. The legal representative has the right to decide the form, quantity and content of the seal of the Company.
- 51.2. Usage and management of the stamp shall be complied with internal regulations of the Company and current laws.

CHAPTER XVIII. TERMINATION OF OPERATION AND LIQUIDATION

Article 52. Termination of operation

- 52.1. The Company may be dissolved or terminated in the following cases:
- (a) The Enterprise Registration Certificate of the Company is withdrawn;
 - (b) Dissolve according to the decision of the General Meeting of Shareholders; or
 - (c) Other cases prescribed by laws.
- 52.2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and the Board of Directors shall implement. Procedure of dissolution shall be conducted under the laws.

Article 53. Liquidation

- 53.1. At least six (06) months before the end of the Company's operation term or after issuing a decision to dissolve the Company, the Board of Directors must establish a liquidation committee consisting of three members, in which there is at least one member from an independent auditing company. The Liquidation Committee will prepare its operational regulations. Members of the Liquidation Committee may be selected among the employees of the Company or independent expert. All costs related to liquidation will be prioritized for payment by the Company before other debts of the Company.
- 53.2. The Liquidation Committee shall report to the business registration authority on the date of establishment and date of operational inception. From that time, the Liquidation Committee will act on behalf of the Company in all issues related to liquidation of the Company before Courts and administrative agencies.
- 53.3. The proceeds from the liquidation will be paid in the following order:
- (a) The cost of liquidation;
 - (b) Salary debts, severance pay, social insurance, health insurance, unemployment insurance in accordance with law and other benefits of the employee under the signed collective labor agreement and labor contract;
 - (c) Taxes liabilities;
 - (d) Other debts;
 - (e) The remaining balance after paying all debts from item (a) to (d) above will be divided for shareholders. Preferred shares will be prioritized for payments.

CHAPTER XIX. INTERNAL DISPUTE RESOLUTION

Article 54. Settlement of internal disputes

- 54.1. Where a dispute or a complaint arises related to the Company's activities or to the rights of shareholders arising from the Charter or from any right or obligation of the Law on Enterprises or other laws or administrative regulations, between:

- (a) Shareholders and the Company; or
- (b) Shareholders with the Board of Directors, Board of Supervisors, General Director or executive officers;

The relevant parties will try to resolve the dispute through negotiation and reconciliation. Unless disputes involve the Board of Directors or the Chairman of the Board, Chairman of the Board will chair the settlement of disputes within fifteen (15) working days from the date the dispute arises. Where disputes relating to the Board of Directors or Chairman of the Board of Directors, any party may request a legal representative of the Company to appoint an independent expert to act in manner as arbitrator for the dispute resolution process.

- 54.2. If the mediation decision is not reached within six (06) weeks from the inception of mediation or if the decision of the mediator is not accepted by the parties; any party may bring such dispute to resolve at Vietnam International Arbitration Centre at the Vietnam Chamber of Commerce and Industry (VIAC) in accordance with its Rules of Arbitration. Number of arbitrators is one. The place of arbitration shall be Ho Chi Minh City, Vietnam. The language to be used in the arbitral proceedings shall be Vietnamese.
- 54.3. The parties shall bear their own costs related to negotiation and reconciliation procedures.

CHAPTER XX. SUPPLEMENTATION AND AMENDMENT OF THE CHARTER

Article 55. Supplementation and amendment of the Charter

- 55.1. The supplementation and amendment of this Charter must be considered and decided by the General Meeting of Shareholders.
- 55.2. In case there are legal provisions relating to activities of the Company not mentioned in this Charter or in the case of new regulations of the law are different from the provisions of this Charter, regulations of the laws will be apparently applied and governed the Company's operations.

CHAPTER XXI. EFFECTIVE DATE

Article 56. Effective date

- 56.1. This Charter consists of XX chapters 56 Articles, which is approved by the General Meeting of Shareholders of Viet Brand Invest Joint Stock Company on *24 April 2026* and its full contents shall take effective from the approved date.
- 56.2. The Charter is made in two (02) copies (01 Vietnamese copies and 01 English copies), with the same value, in which:
- (a) This is the sole and official Charter of the Company;
 - (b) Copies or extracts of the Charter of the Company shall be valid when they bear signature of Chairman of the Board of Directors or signatures of at least half of the total members of Board of Directors.

Ho Chi Minh City, 24 April 2026.

VIET BRAND INVEST JOINT STOCK COMPANY

(Sign by legal representative)



LAN, WAN-CHEN

SOCIAL REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

INTERNAL REGULATION ON CORPORATE GOVERNANCE
VIET BRAND INVEST JOINT STOCK COMPANY



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INTERNAL REGULATION ON CORPORATE GOVERNANCE VIET BRAND INVEST JOINT STOCK COMPANY

- Pursuant to the Law on Securities dated November 26th, 2019;
- Pursuant to the Law on Enterprises dated June 17th, 2020;
- Pursuant to the Government's Decree No. 155/2020/NĐ-CP dated December 31st, 2020 detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Circular No. 116/2020/TT-BTC dated December 31st, 2020 of the Minister of Finance guiding a number of articles on corporate governance of public companies;
- Pursuant to the Company Charter of the Viet Brand Invest Joint Stock Company;
- Pursuant to the Resolution of the General Meeting of Shareholders No. 2.104/NQ-DHĐCĐ.2026 dated April ... 24..., 2026 of Viet Brand Invest Joint Stock Company.

The Board of Directors promulgates the internal regulations on corporate governance of Viet Brand Invest Joint Stock Company

The internal regulations on corporate governance of Viet Brand Invest Joint Stock Company include the following contents:

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope and subject of application

1. Scope of regulation: Internal regulations on corporate governance stipulate the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, General Director; order and procedures for the General Meeting of Shareholders; nominate, stand for election, elect, dismiss and remove members of the Board of Directors, Board of Supervisors, General Director and other activities in accordance with the Company Charter and other current regulations of law.
2. This Regulation is also the basis for evaluating the implementation of the corporate governance.

Article 2. Interpretation of terms

1. In this Regulation, the following terms will be understood as follows:
 - a. "Company": is Viet Brand Invest Joint Stock Company;
 - b. General Meeting of Shareholders (abbreviated as "GMS"): is the General Meeting of Shareholders of Viet Brand Invest Joint Stock Company;
 - c. Board of Directors (abbreviated as "BOD"): is the Board of Directors of the Company;
 - d. Board of Supervisors (abbreviated as "BOS"): is the Board of Supervisors of the Company;
 - e. "Corporate governance" is a system of principles to ensure that the Company is oriented to operate and effectively controlled for the benefit of Shareholders and organizations and individuals related to the Company. The principles of Corporate governance include:
 - Ensuring a reasonable governance structure;
 - Ensuring the operational efficiency of BOD and BOS;
 - Ensuring the benefits of shareholders and other organizations, individuals related to the Company;

- Ensuring fair treatment between shareholders;
 - Publicly transparent all operations of the Company.
- f. "Public company" means a joint stock company as specified in clause 1 Article 32 of the Law on Securities;
 - g. "Major shareholder" means a shareholder who owns five percent (05%) of the total voting shares of the Company;
 - h. "Management officers" is the General Director, Deputy General Director, Chief Accountant, and other managing positions in accordance with decisions of BOD based on the proposal of the General Director;
 - i. "Non-executive Member of BOD" (hereinafter referred to as Non-executive Member) means a member of the BOD who is not the General Director, Deputy General Director, Chief Accountant, and other managing positions in accordance with the provisions of Company Charter;
 - j. "Independent Member of BOD" (hereinafter referred to as Independent member) means a member of the BOD who meets the following conditions:
 - Not being a person who is currently working for the Company, its subsidiaries; Not being a person who used to work for the Company, its subsidiaries for at least 03 previous years;
 - Not currently receiving salaries, remuneration from the Company, except for allowances enjoyed by members of the Board of Directors as prescribed;
 - Not being a spouse, father, foster-father, mother, foster-mother, biological children, foster-child, biological siblings who are the major shareholders of the Company; are managers of the Company or its subsidiaries;
 - Not being a person directly or indirectly owning at least one percent (01%) of the total voting shares of the Company;
 - Not being a person who has been a member of the BOD, BOS of the Company for at least 05 previous years, except in the case of being appointed for two consecutive terms
 - k. "Related people" means individuals or organizations specified in clause 46 Article 4 of the Law on Securities No. 54/2019/QH14;
 - l. "Company Charter" means organization and operational Charter of Viet Brand Invest Joint Stock Company.
 - m. "E-voting" means the Shareholder, the Shareholder's authorized representative vote under electric form via E-voting system of Vietnam Securities Depository.
 - n. "Traditional way" means the Company conducts the meeting, voting, collecting written opinion under the way stipulated in the Law on Enterprise and not including the E-voting way.
2. In this Regulation, references to one or more provisions or legal documents will include modifications or documents replacing them.

CHAPTER II. GENERAL MEETING OF SHAREHOLDERS

I. REGULATIONS FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS AND EXTRAORDINARY SHAREHOLDERS' MEETING

Section 1: General Provisions

Article 3. Roles, rights and obligations of the GMS

1. The General Meeting of Shareholders has the following rights and obligations:
 - a. To approve Annual business plan of the Company;
 - b. Decide on the type of shares and the total number of shares of each type to be offered, and decided annual dividend rate of each class of shares;
 - c. Election, dismissal and removal of members of the BOD and BOS;
 - d. Decide to invest or sell the Company's or branch's assets with a value equal to or greater thirtyfive percent (35%) of the total assets of the Company and its branches recorded in the most;
 - e. Decide to supplement and amend the Company Charter;
 - f. To approve the annual audited financial statements;
 - g. Decide to repurchase over 10% of sold shares of each type;
 - h. Review and handle violations of the BOD or BOS causing damage Company and its shareholders;
 - i. Decide to reorganize, dissolve the Company;
 - j. Decide the budget or total remuneration, bonus and other benefits for the Board of Directors, BOS;
 - k. To approve the Internal regulation on corporate governance; Operation regulation of the BOD, Operation regulation of the BOS;
 - l. Approve the list of approved auditing firms; decide the auditing company is approved to inspect the company's operations, dismiss the approved auditor when considering necessary;
 - m. Approved the following transactions:
 - i. Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, General Director, other managers who are not shareholders and related individuals and organizations of these subjects;
 - ii. A transaction with a value of 20% or more or a transaction resulting in a total transaction value arising within 12 months from the date of making the first transaction with a value of 20% or more of the total asset value record on the most recent financial statement of the Company between the Company and one of the following subjects:
 - Shareholders, authorized representatives of shareholders holding more than 10% of the total ordinary share capital of the Company and their related persons;
 - Members of the Board of Directors, members of the Board of Supervisors, General Director, other executive officer and related persons of these subjects;
 - Enterprises which members of the Board of Directors, members of the Board of Supervisors, General Director, other executive officer are owners or hold stakes or shares;
 - Enterprises which related parties of the Board of Directors, members of the Board of Supervisors, General Director, other executive officer are owners, jointly own or individually own stakes or shares more than 10% of charter capital.

- iii. Contracts, loan transactions or sale of assets with a value of more than 10% of the total value of assets recorded on the latest financial statement between the Company and a shareholder owning from 51% of the total number of voting shares or a related person of that shareholder.
 - n. Other rights and obligations in accordance with the laws and the Company Charter.
- 2. The GMS discusses and approves the following issues:
 - a. Annual business plan of the Company;
 - b. Annual audited financial statements;
 - c. Report of the BOD on corporate governance and operation results of the BOD and each member of the BOD;
 - d. Report of the BOS on the business results of the Company, on the operational results of Board of Directors, General Director of the Company;
 - e. Dividend rate for each share of each type;
 - f. Number of members of the BOD, Number of members of the BOS;
 - g. Election, dismissal and removal of members of the BOD and BOS;
 - h. Decide the budget or total remuneration, bonus and other benefits for the BOD, BOS;
 - i. Approve the list of approved auditing firms; decide the auditing company is approved to inspect the company's operations, dismiss the approved auditor when considering necessary;
 - j. Supplement and amend the Company Charter;
 - k. Types of shares and the number of new shares to be issued for each type of shares and the transfer of shares by founding members within the first 3 years from the date of establishment;
 - l. Division, separation, consolidation, merger or conversion of the Company;
 - m. Restructuring and dissolve (liquidate) the Company and appointment of a liquidator; ;
 - n. Decide to invest or sell the Company's or branch's assets with a value equal to or greater thirtyfive percent (35%) of the total assets of the Company and its branches recorded in the most recent financial statements audited by the Company;
 - o. The Company bought more ten percent (10%) of sold shares of each type;
 - p. The Company signs contracts and transactions with the subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the most recent financial statements;
 - q. Approve the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/NĐ-CP dated December 31st, 2020 detailing the implementation of a number of articles of the Law on Securities;
 - r. To approve the Internal regulation on corporate governance; Operation regulation of the BOD, Operation regulation of the BOS;
 - s. Other issues as stipulated by law and the Company Charter.

Section 2: Order and procedures for the AGM to pass a resolution by way of voting at the AMS

Article 4. Authority to convene the GMS

1. Convene the Annual GMS

The GMS is the highest authority of the Company. The Annual GMS is held once a year. The GMS must be held annually within four (04) months from the end of the fiscal year.

The decide to hold the annual GMS where necessary, but not more than six (06) months, from the end of the fiscal year. The venue of the meeting of the GMS is determined to be the place where the chair attends the meeting and must be in the territory of Vietnam.

2. Convene the Extraordinary GMS

- a. The BOD must convene the GMS within 30 days from the date when the number of remaining members of the BOD, independent members of the BOD or the BOS is less than as stipulated in Article 15.3.(c) of the Company Charter or receives required to be specified in Article 15.3.(d), (e) of the Company Charter.

In case the BOD does not convene the GMS as prescribed at Point a, Clause 2 of this Article, within the next thirty (30) days, the BOS must replace the BOD to convene the GMS according to regulations in Clause 3 Article 140 of the Law on Enterprises.

- b. In case the BOS fails to convene a GMS as prescribed in Point b, Clause 2 of this Article, a shareholder or a group of shareholders defined in Article 15.3.(d) of the Company may request a representative of the Company convene a GMS in regulations of the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the GMS may request the Business Registrar to supervise the order and procedures for convening, conducting the meeting and making decisions of GMS. All expenses for convening and conducting a meeting of the GMS are reimbursed by the Company. These expenses do not include expenses spent by shareholders when attending the GMS, including expenses for accommodation and travel.

- c. Procedures for organizing the GMS are specified in Clause 5, Article 140 of the Law on Enterprises.

Article 5. Make a list of shareholders with rights to attend the meeting

The list of shareholders entitled to attend the meeting of the GMS must be made within ten (10) days before the date of sending the meeting invitation to GMS.

Article 6. Notice of closing the list of shareholders having rights to attend the GMS

The BOD held a meeting and issued a resolution of the BOD to approve the record date and set up a list of shareholders entitled to attend the meeting. The resolutions of the BOD must be disclosed at least twenty (20) days before the record date.

Article 7. Notice to convene the GMS

Notice of the GMS must include meeting agenda and related information concerning issues that will be discussed and voted at the meeting. For shareholders completing depository of stocks, the notice of the GMS may be sent to the depository organization, and at the same time announced on the media of Stock Exchange, on the Company's website, a central newspaper or a local newspaper where the Company is headquartered. For shareholders who have not completed depository, notice of the GMS may be sent to shareholders' hand or send by post to the registered address of shareholders, or to the address provided by the shareholder to serve the sending of information. Where shareholders have notify the Company in writing about the fax number or email address, notice of the General Meeting can be sent to that fax number or email address. Where shareholders are employees of the Company, the notice can be in a sealed envelope sent to their hand in workplace. Notice of the GMS must be sent no later than twenty

one (21) days before the GMS (from the date when the notice is sent or legally transferred, paid fee or put into the mailbox). When the Company has a website, notice of GMS must be announced on the Company's website at the same time of sending notice to shareholders.

Article 8. Agenda and contents of the GMS

1. The person who convenes the GMS must prepare the agenda and content of the meeting.
2. A shareholder or a group of shareholders mentioned in Article 13.3 of this Charter is entitled to recommend issues to be included in the agenda of the meeting of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least ten (10) days before the opening day of the meeting of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, the number of each type of shares held, and content proposed to be included in the meeting agenda.
3. In case the convenor of the GMS refuses the recommendation specified in Clause 2 of this Article, at least two (02) working days before the opening date of the GMS must reply in writing and specify the reason. The convenor of the GMS may reject the proposal only if it falls into one of the following cases:
 - a. The proposal is not sent in accordance with Clause 2 of this Article;
 - b. The proposed issue is not within the deciding competence of the GMS;
 - c. Other cases as provided in the Company Charter.

Article 9. Authorization for representatives to attend the GMS

The authorization for representatives to attend the General Meeting of Shareholders must be made in writing in the form issued by the Company (the person authorized to attend the General Meeting of Shareholders must present the authorization document when registering to attend the meeting before entering the meeting room) and must have signatures in accordance with the following regulations:

- a. In case an individual shareholder is a proxy, the power of attorney must be signed by that shareholder and the individual, the legal representative of the organization authorized to attend the meeting;
- b. In case an organizational shareholder is a proxy, the power of attorney must be signed by the authorized representative, the legal representative of the shareholder of the organization and the individual, the legal representative of the organization that authorized to attend the meeting;
- c. In other cases, the power of attorney must be signed by the legal representative of the shareholder and the person authorized to attend the meeting.
- d. The person authorized to attend the GMS must submit the the power of attorney when registering to attend the meeting before entering the meeting room.

Article 10. Method to register for attending the GMS

1. Shareholders may confirm their attendance at the GMS by one of the following methods: send a confirmation paper of attending the GMS to the Company; confirm with the person named in the Notice of meeting invitation who is on behalf of the Company to receive confirmation of attending the GMS by phone, email, or fax as stated in the notice of meeting invitation..

2. Shareholders entitled to attend the meeting of the GMS in accordance with laws may authorize individuals, representative to attend. In cases the shareholder is an organization without an authorized representative prescribed in clause 4 Article 14 of the Law on Enterprises 2020, another person is authorized to attend the GMS. In cases more than one authorized representative is appointed, the number of shares and the number of votes of each representative must be specified.
3. On the day the GMS is held, the Company must conduct the procedures for registering shareholders for the attending shareholders entitled to attend the meeting.

Article 11. Conditions for conducting the GMS

1. The GMS is conducted when the number of attending shareholders represents more than fifty percent (50%) of the total number of votes.
2. In case the conditions for conducting the meeting prescribed in Clause 1 of this Article are not fulfilled, the second invitation shall be sent within 30 days from the first meeting date. The second GMS shall be conducted when it is participated by a number of shareholders that represent at least thirty-three percent (33%) of the votes.
3. In case the conditions for conducting the second meeting prescribed in Clause 2 of this Article are not fulfilled, the third invitation shall be sent within 20 days from the second meeting date. The third GMS shall be conducted regardless of the number of votes represented by the participants.

Article 12. Form of passing resolutions of the GMS

The GMS approves resolutions under its authority by voting at the meeting or collecting written opinions.

Article 13. Method to vote in the GMS

1. Procedures for voting under traditional way.
 - a. When conducting the shareholder registration, the Company will issue a voting card to each shareholder or authorized representative having voting right, in which, stating the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes of that shareholder. When voting at the general meeting, the number of cards approving resolution is collected in advance, the number of cards disapproving the resolution is collected later, finally counting the total number of approval or disapproval votes to decide. The total number of votes approving, disapproving on each issue or abstaining, will be notified by the Chairman immediately after voting on that issue.
 - b. Shareholders who come after the opening of the Annual GMS have the rights to register immediately and then have the rights to participate and vote at the general meeting immediately after registration. The Chairman does not have the responsibility to stop the general meeting so that the late shareholders register and the validity of the previously voted sessions will not be affected.
2. Procedures for voting under E-voting way: processing in accordance with the Regulation on E-voting guide of the Company.

Article 14. Method of scrutiny votes

1. Procedures for voting scrutiny under traditional way: When voting at the GMS, the number of approval cards is collected in advance, the number of disapproval cards is collected later. Finally, counting the total number of approval or disapproval votes to decide.
2. Procedures for voting scrutiny under E-voting way: processing in accordance with the Regulation on E-voting guide of the Company.

Article 15. Conditions for ratification of resolutions of the GMS

1. A resolution on one of the following issues will be ratified if it is voted for by a number of shareholders that represent at least sixty five percent (65%) of votes of all participants, except for the cases specified in Clauses 3, 4 and 6 of this Article:
 - a. Types of shares and quantity of each type;
 - b. Change of the company's business lines;
 - c. Change of the company's organizational structure;
 - d. Investment or sale of assets that are worth at least 35% of the total assets written in the latest financial statement, unless another ratio or value is specified in the Company Charter;
 - e. Reorganization or dissolution of the company;
 - f. Other issues specified in the Company Charter.
2. Election of members of the BOD and BOS must comply with the provisions of Clause 3, Article 148 of the Law on Enterprises.
3. A resolution will be ratified when it is voted for by a number of shareholders that hold more than 50% of the votes of all participants, except for the cases specified in Clauses 1, 6 of this Article.

Article 16. Notice of vote scrutiny results

After counting votes, the Voting Scrutiny Committee will announce the results of the vote counting directly at the GMS. Announcing the results of the vote scrutiny must specify the number of approval and disapproval votes and the number of no option votes on each issue.

Article 17. Method to protest decisions of GMS

1. Within ninety (90) days from the date of receipt of the meeting minutes of the GMS or results minutes of voting scrutiny for polling of the GMS, shareholders and group of shareholders in accordance with the provisions in Article 13.3 of the Company Charter, have the rights to request the Court or Arbitration to consider and cancel decisions of the GMS in the following cases:
 - a. The orders and procedures for convening the GMS do not comply with regulations of Laws and the Company Charter;
 - b. The orders and procedures for making decisions and contents of decisions violate the laws or the Company Charter.
2. When the decision of the GMS is canceled by decision of the Court or Arbitrators, the one who convene a canceled GMS may consider reorganizing the GMS within sixty (60) days in accordance with the orders and procedures specified in the Law on Enterprise and Company Charter.

Article 18. Preparation of meeting minutes of the GMS

1. The meeting of the General Meeting of Shareholders must be recorded by a minute and might be recorded in sound recording or written and archived under other electronic methods. Minutes and resolutions of the General Meeting of Shareholders must be disclosed on the Company's website within twenty-four (24) hours or send to all shareholders within fifteen (15) days from the date of the General Meeting of Shareholders ends; sending vote counting minutes can be replaced by posting on the Company's website.
2. Minutes of the General Meeting of Shareholders are considered as proof of the work conducted at the General Meeting of Shareholders unless there is an objection to the content of the minutes in accordance with correct procedure within ten (10) days from the date of sending minutes. Minutes must be made in Vietnamese and English, signed by the Chairman of the meeting and Secretary, and made in accordance with the Law on Enterprises and this Charter. Meeting minutes of the General Meeting of Shareholders, appendixes of the list shareholders attending the meeting, approved resolution and related documents attached to the meeting invitation must be kept at the head office of the Company.

Article 19. Resolution disclosure of GMS

Resolution of GMS must be disclosed in accordance with the Company Charter and the provisions of the Law on Securities.

II. PROVISIONS ON COLLECTING OPINION IN WRITING OF SHAREHOLDERS

Article 20. The cases collect opinion in writing and not collecting opinion in writing

The cases collect opinion in writing and not collecting opinion in writing is stipulated in Charter.

Article 21. Order and procedures for the GMS to pass the Resolution by collecting opinion in writing

1. The BOD held a meeting and issued a resolution of the BOD to approve the record date and set up a list of shareholders entitled to pass the Resolution by collecting opinion in writing. The resolutions of the BOD must be disclosed at least twenty (20) days before the record date.
2. The BOD has the right to consult shareholders opinion in writing to approve the decisions of GMS at any time if it deems necessary for the benefit of the Company. The voting can be processed via traditional way or E-voting.
3. Collecting written opinions via traditional way:
 - a. The BOD must prepare opinion forms and draft decisions of the GMS and documents explaining the draft decision. A written opinion form with a draft decision and explanatory documents must be sent by a guaranteed method to the permanent address of each shareholder. The BOD must ensure to send and disclose documents to shareholders in reasonable time to consider voting and must send at least ten (10) days before before the deadline to return the opinion form.
 - b. The written opinion form must contain the following main contents:
 - iv. Name, address of head office, business number;
 - v. Purpose of collecting opinions;
 - vi. Full name, permanent address, nationality, number of identity card, Passports

- or other legal personal identification of individuals shareholders; name, business
- Number or establishment decision Number, address of the head office of the organizational shareholder or full name, permanent address, nationality, number
- of identity card, Passports or other legal identity card, of an authorized representative of an organizational shareholders; number of each type of shares
- and number of votes of shareholders;
- vii. Issues need to get opinions to approve decisions;
- viii. The deadline to return to the Company with the answered opinion form
- ix. Full name and signature of the Chairman of the BOD and the legal representative of the Company.
- c. A shareholder may send a written opinion form to the Company in one of the following methods as follows:
 - i. Send mail: The answered written opinion form must be signed by the individual shareholder, the authorized representatives, or legal representatives of institutional shareholders. Opinion form sent to the Company must be contained in a sealed envelope and no one is entitled to open it before voting scrutiny;
 - ii. Send fax or email: Opinion forms sent to the Company via fax or email must be kept secret until the time of voting scrutiny;
 - iii. The opinion forms sent to the Company after the deadline specified in the content of the opinion form or opened in the case of mailing and disclosed in the case of sending a fax, e-mail is illegal. The opinion forms not sent are considered to be a non-participating voting.
- d. Results minutes of voting scrutiny must be published on the Company's website within twenty-four (24) hours or sent to shareholders within a period of fifteen (15) days from the date of finishing voting scrutiny. When the Company has its own website, sending of voting scrutiny minutes can be replaced by posting on the Company's website;
- e. The answered written opinion forms, vote scrutiny minutes, the full text of approved resolutions and related documents attached to the opinion forms must be kept at the head office of the Company.
- f. The decision passed in the form of shareholders' written opinion if the number of shareholders owning more than fifty percent (50%) of the total number of shares with voting rights and has value as a decision approved at the GMS.
- 4. Collecting written opinions via E-voting: processing in accordance with the Regulation on E-voting guide of the Company.

III. ONLINE CONFERENCE FORM

Article 22. Order and procedures for the GMS to pass resolutions by the form of online conferences

Processing in accordance with the procedure, order stipulated in the Statutes on holding

online conference built up and issued by the Board of Directors.

Article 23. Order and procedures for the GMS to pass resolutions by direct conference combined with online

Processing in accordance with the procedure, order stipulated in the Statutes on holding online conference built up and issued by the Board of Directors.

CHAPTER III. MEMBER OF THE BOARD OF DIRECTORS AND THE BOARD OF DIRECTORS

Article 24. Roles, rights and obligations of the BOD, responsibilities of members of the BOD

The BOD has the following rights and obligations:

- a. Decide the company's medium-term development strategies and annual business plans;
- b. Propose the types of authorized shares and quantity of each type;
- c. Decide sale of certain types of unsold authorized shares; decide other methods of raising capital;
- d. Decide selling prices for the company's shares and bonds;
- e. Decide repurchase of shares as prescribed in Clause 1 and Clause 2 Article 133 of this Law;
- f. Decide the investment plan and investment projects within its jurisdictions and limitations prescribed by law;
- g. Decide solutions for market development, marketing and technology;
- h. Approve agreements of sale, purchase, and other agreements and other transactions with value equal or more than twenty percent (20%) of the total value of assets of the Company recorded in the latest audited financial statements, except for the agreements, transactions under the approval authority of the General Meeting of Shareholders;
- i. Elect, dismiss the President of the BOD; designate, dismiss, enter into and terminate contracts with the Director/General Director and other key executives specified in the Company Charter; decide salaries, remunerations, bonuses and other benefits of these executives; designate authorized representatives to participate in the Board of Members or GMS of another company; decide their remunerations and other benefits;
- j. Supervise the General Director and other executives managing the company's everyday business;
- k. Decide the company's organizational structure, rules and regulations; establishment of subsidiary companies, branches and representative offices; contribution of capital to and purchase of shares of other enterprises;
- l. Approve the agenda and documents of the GMS; convene the GMS or carry out surveys for the GMS to ratify its resolutions;
- m. Submit annual financial statements to the GMS;
- n. Propose the dividends; decide the time and procedures for paying dividends or settling business losses;
- o. Propose reorganization or dissolution of the bankruptcy; file bankruptcy of the company;
- p. Decision to promulgate regulation on operation of BOD, internal regulations on

management after being approved by the GMS; decided to promulgate the Regulation on operation of the Auditing Committee under the BOD, the Regulation on information disclosure of the company;

- q. Other rights and obligations in accordance with the Law on Enterprises, the Law on Securities, other regulations of the law and the Company Charter.

Article 25. Nomination, candidacy, election, dismissal and removal of members of the BOD

1. Term, quantity and structure of members of the BOD

The number of members of the BOD is five (05) members. The term of members of the BOD is not more than three (03) years; members of the BOD may be re-elected with an unlimited number of terms; the term of independent members of the BOD must not exceed two (02) consecutive terms. The total number of independent members of the BOD must account for at least one-third (1/3) of the total number of members of the BOD. Minimum number of independent members of the BOD is determined by rounding down method.

2. Standards and conditions of the members of the BOD

a. Members of the BOD must meet the following criteria and conditions:

- i. Not subject to the regulations of Article 17.2 of the Enterprises Law;
- ii. Have qualifications and experience in business administration or in the field of business lines of the Company and not necessarily shareholders of the Company, unless otherwise regulated by the Company Charter;
- iii. A member of the Board of Directors may only simultaneously be a member of the Board of Directors or the Board of Members in a maximum of 05 other companies.

b. Independent Members of BOD must meet the following criteria and conditions:

- i. Independent Members of BOD are not be a current employee of the company or its subsidiaries; not be a person that used to work for the company or the company's subsidiaries over the previous three (03) consecutive years; not be a person receiving salaries, wages from the company, except for the benefits to which Members of BOD are entitled; not have a spouse, birth parent, adoptive parent, birth child, adopted child, or sibling being a major shareholder of the company, being a manager of the company or the company's subsidiary; not directly or indirectly hold at least one percent (01%) of the company's voting shares; not ever hold the position of Member of the BOD, the BOS over at least the previous five (05) consecutive years.
- ii. Independent Members of BOD must notify the BOD about the failure of meeting the conditions prescribed in Clause 1 of this Article and of course no longer being independent members of the BOD since the date of failing to meet the conditions. BOD must notify the case that members of the independent Board of Directors no longer meet the requirements at the nearest GMS or convene GMS to elect additional members or replace independent members of the BOD within six (06) months from the date of receiving the notice of the relevant independent of BOD.

3. Nomination and candidacy for members of the BOD

In cases where candidates have been identified, information related to the BOD

candidates will be included in the GMS documents and disclosed at least ten (10) days before the opening of the meeting of the GMS on the Company's website so that shareholders can find out about these candidates before voting. Candidates of the BOD must have a written commitment to the truthfulness, accuracy and reasonableness of the disclosed personal information and commit to performing their duties faithfully if elected as the members of the BOD. Information related to the BOD candidates is disclosed including the following minimum contents:

- a. Full name, date of birth;
 - b. Academic level;
 - c. Professional qualification;
 - d. Working experience;
 - e. Companies where the candidate holds the position of the BOD members and other managerial positions;
 - f. Benefits related to the Company (if any);
 - g. Other information (in any).
4. Method for election of members of the BOD
- a. Voting to elect members of the BOD must be implemented by secret ballot at the general meeting in accordance with the method of cumulative voting;
 - b. Each shareholder or authorized person to attend the meeting who has his/her total votes corresponding to the total shares with voting rights (including owned and authorized) multiplied by the number of elected members of the BOD.
5. Cases of dismissal, removal and addition of members of the BOD
- a. Members of the BOD will no longer have status of members of the BOD in the following cases:
 - That member is not qualified as a member of the BOD in accordance with the Law on Enterprises or prohibited by laws from being members of the BOD;
 - That member sends a written application to resign to the Company's head office;
 - That member has a mental disorder and other members of the BOD have specialized evidence that the person is no longer have the capacity for behaviors;
 - That member is absent from attending the meetings of the BOD continuously within six (06) months, and during this time the BOD does not allow that member to be absent, and concluded that person's position is vacant, except in cases of force majeure;
 - The member is dismissed from members of the BOD in accordance with the decision of the GMS.
 - b. Electing additional members to the BOD:

The election of additional members of the BOD shall comply with the provisions of Clause 2,3,4,5 of this Article.
6. Notice on the election, dismissal and removal of members of the BOD
- Election, dismissal or removal of members of the BOD must be noticed in accordance with the Company Charter.
7. Method to introduce candidates for position of members of the BOD
- a. Shareholders holding at least five percent (05%) or more of the shares have the right to gather together to nominate candidates of the Board of Directors:

- Shareholders or groups of shareholders holding from five percent (05%) to less than ten percent (10%) of the total shares with voting rights have the right to nominate one (01) candidate;
 - Shareholders or groups of shareholders holding from ten percent (10%) to less than thirty percent (30%) have the right to nominate up to two (02) candidates;
 - Shareholders or groups of shareholders holding from thirty percent (30%) to less than forty percent (40%) have the right to nominate maximum three (03) candidates;
 - Shareholders or groups of shareholders holding from forty percent (40%) to less than fifty percent (50%) have the right to nominate maximum four (04) candidates;
 - Shareholders or groups of shareholders holding from fifty percent (50%) to less than sixty percent (60%) have the right to nominate maximum five (05) candidates;
 - Shareholders or groups of shareholders holding from sixty percent (60%) to less than seventy percent (70%) have the right to nominate maximum six (06) candidates;
 - Shareholders or groups of shareholders holding from seventy percent (70%) to less than eighty percent (80%) have the right to nominate maximum seven (07) candidates;
 - Shareholders or groups of shareholders holding from eighty percent (80%) to less than ninety percent (90%) have the right to nominate maximum eight (08) candidates.
- b. If the number of candidates for the BOD passing nomination and candidacy is still not enough for the amount needed, the current BOD can nominate additional candidates or organize nomination by a Company-defined mechanism. Nomination mechanism or method of current BOD nominating candidates for the BOD must be clearly disclosed and approved by the GMS before the conducting nomination.
8. Election, dismissal and dismissal of the Chairman of the BOD
- a. The Chairman of the BOD shall be elected during the first meeting of the BOD within 07 working days from the election of that BOD. This meeting shall be convened and chaired by the member that received the highest number of votes. In case more than one member received the same highest number of votes, one of them will be elected by the members under majority rule to convene the meeting of the BOD.
 - b. The Chairman of the BOD is elected, dismissed and removed among the members of the BOD.
 - c. The Chairman of the BOD cannot concurrently hold the General Director

Article 26. Remunerations and other benefits of members of the BOD

1. The Company entitles to pay remuneration to members of the BOD based on the result and effectiveness of business. Member of the BOD are entitled to receive remuneration and bonus. The remuneration is calculated based on the number of working days which is necessary to complete the duties of members of the Board of Directors and daily remuneration. The BOD estimates the remuneration for each member on the principle of consensus. The total remuneration and bonus of the BOD is decided by the GMS at the annual meeting.
2. The remuneration for each member of the BOD is calculated to business expense of the

Company as per regulations of corporate income tax, and indicated in a separate section in annual finance statement of the Company and must report to the GMS in the annual meeting.

Article 27. Order and procedures for holding meetings of the BOD

1. Minimum number of meetings of the BOD

Meetings of the BOD shall be held at least quarterly.

2. Cases that must convene extraordinary meetings of the BOD

The Chairman of the BOD shall convene a meeting of the BOD in the following cases:

- a. It is requested by the BOS or independent members of the BOD;
- b. It is requested by the General Director or at least 05 other executives;
- c. It is requested by at least 02 members of the BOD;
- d. Other cases specified in the Company Charter.

3. Notice of the BOD meeting

- a. Notice and agenda of a BOD meeting: The notice of a BOD meeting must be sent to members of the BOD and the members of BOS at least three (03) calendar days prior to the date on which the meeting is to be held; members of the Board may refuse in writing the notice of meeting and such refusal could be changed or cancelled in writing of such member. The notice of the BOD meeting could be made in Vietnamese or English and it must provide sufficient information on the agenda, the time and location of the meeting; and it must be accompanied with necessary documents on the issues to be discussed and voted on at the BOD meeting and include voting slips for members of the Board who will be unable to attend the meeting.
- b. A notice of meeting may be sent by post, fax, and electronic mail or by other means, but must ensure arrival at the address of each member of the BOD as registered with the Company.

4. Rights of members of the BOS to participate in meetings of the BOD

The member of BOS reserves the right to attend the BOD meeting and the right to discuss but is not allowing to vote.

5. Conditions for holding meetings of the BOD

The meetings of the BOD will only be conducted and approved decisions if at least three-quarter (3/4) of the members of the BOD are present in person or via their representatives (authorized person) if such representation or authorization is accepted by most members of the BOD. In case insufficient number of members attends the meeting in accordance with the regulations, the meeting must be convened for a second time within seven (07) calendar days of the intended date of the first meeting. The adjourned meeting will be conducted if there is more than one half (1/2) of the members of the BOD attending the meeting.

6. Voting methods

- a. Except for the provisions in Article 31.10.(b) of the Company Charter, each member of the BOD or his/her authorized person being present in person at a BOD meeting will have one (01) vote. Members not directly attending the meeting will have right to vote by sending a written vote. Written vote will be enclosed in a sealed envelope and delivered to the Chairman of the BOD at least one (01) hour prior to opening of

- the meeting. Written vote will only be opened in the presence of all the persons attending the meeting;
- b. A member of the BOD may not be permitted to vote on contracts, transactions or proposals in which such member or his/her Related people has benefits. A member of the BOD will not be included in the minimum number of attendees required to be present in order to hold a BOD meeting regarding decisions on which such member does not have the right to vote.
 - c. According to the provisions in Article 31.10.(d) of the Company Charter, when an issue arises at a BOD meeting regarding the level of benefits of a member of the BOD or relating to the voting right of a member, which is not resolved by such member of the BOD voluntarily waiving his/her voting right, such issues will be referred to the chairman of the meeting whose decision in relation to all other members of the BOD will be final, except where the nature or scope of the benefit of the relevant members of the BOD has not been properly disclosed;
 - d. Any member of the BOD who benefits from a contract stipulated at Article 37.4.(a), (b) of the Company Charter will be considered to have a significant benefit in such contract.
7. Method to approve resolutions of the BOD
- a. The BOD will approve resolutions and make decisions in compliance with the assent of the majority of attending BOD members more than fifty percent (50%). In case the number of assent votes is equal to the number of dissent votes, the vote of Chairman will be decisive
 - b. Resolution in the form of collecting written opinions is approved on the basis of the approval of the majority of members of the BOD with voting rights. This resolution is valid and valuable as the resolution approved at the meeting. Resolution can be signed by Chairman of the BOD
8. Authorization of other persons to participate in meetings of the BOD
- Members of the BOD may authorize others to attend the meeting and vote if they are approved by a majority of the members of the BOD.
9. Preparation of meeting minutes of the BOD
- Minutes of the meetings of BOD: The meetings of the BOD must be made in minutes and may be recorded in sound recording, or written and archived in other electrical form at the Company's head office. The Chairman of the BOD shall be responsible to deliver minutes of meeting of the BOD to Board members, and such minutes shall be deemed a bona fide record at such meeting unless an opinion against the content of the minutes is provided within a time-limit of ten (10) days from the date of delivery of such minutes. The minutes of the meeting of the Board of Directors must be prepared in Vietnamese and English, and must bear full names and the signatures of all the attending Board members; the person writing the minutes and the chairman. The chairman of the meeting and the person writing the minutes are jointly responsible for the accuracy and truthfulness of the minutes of the meeting of the Board of Directors.
10. In case the chairperson and/or secretary refuses to sign the minutes of the meeting of the BOD
- Where the resolutions of the BOD were passed in accordance with the laws, but there is a

member refuses to sign on the minutes of the meeting then his/her signature certifying that their attends at the meeting shall be considered their signature in the minutes of the meeting.

If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid only if signed by all other members of the Board of Directors present at the meeting and contain all the content required by law. The meeting minutes shall clearly state the reason for the chairperson or secretary's refusal to sign.

11. Notice of resolutions, decisions of the BOD

Resolutions of the BOD must be notified to related parties in accordance with the Company Charter.

Article 28. Subcommittees under the BOD

1. The BOD may establish and authorize actions for sub-committees under the BOD. Membership of a sub-committee may consist of one or more members of the BOD and one or more non-board members in accordance with a decision of the BOD. During the course of performance of authorized powers, the sub-committees must comply with the rules stipulated by the Board. Such rules may regulate or permit the admission of additional persons being non-board members to the sub-committees and may permit such persons to vote in their capacity as members of the sub-committees, but (a) the number of non-board members must be less than half the total number of members of the sub-committee, and (b) resolutions of the sub-committees will only take effect when the majority of members attending and voting at a meeting of the sub-committee are members of the BOD.
2. The execution of decisions of the BOD, or of Subcommittees under the BOD, or of persons as a member of the BOD sub-committees must be in accordance with current law provisions and provisions of the Company Charter.

Article 29. Selection, appointment and dismissal of the person in charge of corporate governance

1. Standards of the person in charge of corporate governance
The person in charge of corporate governance must meet the following criteria:
 - a. Not concurrently working for an independent audit company that is auditing financial statements of the Company;
 - b. Other standards as prescribed by law, the Company Charter and decisions of the BOD.
2. Appointment of the person in charge of corporate governance
 - a. The BOD of the Company shall appoint at least one (01) person in charge of company administration, who will assist in administration works and may concurrently hold the position of the Company's secretary as prescribed in Clause 5 Article 156 of the Law on Enterprises.
 - b. The person in charge of corporate governance can concurrently act as the secretary of company according to the provisions of Clause 5, Article 156 of the Law on Enterprises. When deeming it necessary, the Chairman of the BOD can recruit an additional Secretary of company to assist the BOD and the Chairman of the BOD to fulfill their obligations under their authority according to the provisions of law and the Company Chart

3. Cases of dismissal of the person in charge of corporate governance
 - a. The BOD can dismiss the person in charge of corporate governance when necessary but not contrary to the current law on labor.
 - b. The GMS has the right to dismiss the person in charge of corporate governance.
4. Notice of appointment and dismissal of the person in charge of corporate governance
 After having a decision to appoint and dismiss the person in charge of company administration, the Company is responsible for disclosing information within the Company and to relevant agencies, on the mass media, on the website of the Company in accordance with the order and regulations of the current law.
5. Rights and obligations of the person in charge of corporate governance
 The person in charge of company administration has the following rights and obligations:
 - a. Advising the BOD in organizing the GMS in accordance with the regulations and the related work between the Company and shareholders;
 - b. Prepare the meetings of the BOD, the BOS and the GMS according to the request of the BOD or the BOS;
 - c. Advising about the procedures of the meetings;
 - d. Attend meetings
 - e. Advising on procedures for making resolutions of the BOD in accordance with the provisions of law;
 - f. Providing financial information, copies of meeting minutes of the BOD and other information for members of the BOD and members of the BOS.
 - g. Supervising and reporting to the BOD on the Company's information disclosure activities;
 - h. Assist in contact between parties with relevant interests;
 - i. Protect confidentiality of in accordance with regulations of law and the Company Charter;
 - j. Protect confidentiality of in accordance with regulations of law and the Company Charter;
 - k. Other rights and obligations prescribed by law and the Company Charter.

CHAPTER IV. MEMBER OF THE BOS AND THE BOS

Article 30. Roles, rights and obligations of the member of the BOS

The BOS has the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

- a. Proposing and proposing the GMS to approve the list of auditing organizations approved to audit the financial statements of the Company; decision on the approved auditing organization to inspect the operations of the Company, dismiss the approved auditor when deeming it necessary;
- b. Responsible to shareholders for their supervisory activities;
- c. Supervise the Company's finance, lawfulness of operation of members of the BOD, the General Director and other managers;
- d. Ensure operational coordination with the BOD, General Director and shareholders;
- e. Send a written notice to the BOD within 48 hours after discovery of violations against the law or the Company Charter by a member of the BOD, Director or another executive of the Company, and request the violator to stop committing the

- violations and take remedial measures;
- f. Formulate the regulation on operation of BOS and submit them to the GMS for ratification;
- g. Submit reports to the GMS in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31st, 2020 elaborating some Articles of the Law on Securities;
- h. Request the BOD, its members, the General Director and other managers to provide accurate, adequate and timely information and documents about the Company's management and operation;
- i. Request the BOD, its members, General Director and other managers to provide accurate, adequate and timely information and documents about the Company's management and operation;
- j. Other rights and obligations prescribed by law and the Company Charter.

Article 31. Term, quantity and structure of members of the BOS

1. Term, quantity and structure of members of the BOS
The number of members of the Board of Supervisors is three (3) members. The term of a member of the BOS is not more than three (03) years and may be re-elected for an unlimited number of terms.
2. Standards and conditions of the members of the BOS
 - a. Being trained in one of the majors in economics, finance, accounting, auditing, law, business administration or a major in accordance with the business activities of the enterprise
 - b. Not being a person related to a family member of the BOD, General Director and other managers;
 - c. Not a manager of the Company; not necessarily shareholders or employees of the Company;
 - d. Not working in the accounting and finance department of the Company;
 - e. Not Being a member of employee of the independent accredited audit organization that is auditing the Company's financial statements over the last ba (03) years;
 - f. Other standards and conditions as prescribed by relevant laws and the Company Charter.
3. Nomination and candidacy for members of the BOS
 - a. Shareholders holding at least five percent (05%) of shares can gather together to nominate candidates to the Board of Supervisors.
 - Shareholders or a group of shareholders holding from five percent (05%) to less than ten percent (10%) of the shares with voting rights are entitled to nominate one (01) member;
 - Shareholders or a group of shareholders holding from ten percent (10%) to less than thirty percent (30%) are entitled to nominate maximum two (02) members;
 - Shareholders or a group of shareholders holding from thirty percent (30%) to less than forty percent (40%) are entitled to nominate maximum three (03) candidates;
 - Shareholders or a group of shareholders holding from forty percent (40%) to less than fifty percent (50%) are entitled to nominate maximum four (04) candidates;
 - Shareholders or a group of shareholders holding from fifty percent (50%) to less

- than sixty percent (60%) are entitled to nominate maximum five (05) candidates.
- b. If the number of candidates nominated by a shareholder or group of shareholders is lower than the number they entitle to nominate, the remaining candidates will be nominated by the BOD, the BOS or other shareholders.
4. Method to elect Supervisors
 - a. Voting to elect members of the BOS must be implemented by secret ballot at the general meeting in accordance with the method of cumulative voting;
 - b. Each shareholder or authorized person to attend the meeting who has his/her total votes corresponding to the total shares with voting rights (including owned and authorized) multiplied by the number of elected members of the BOS.
 5. Cases of dismissal or removal of member of the BOS

Members of the BOS will no longer have status of members in the following cases:

 - a. That member is prohibited by the laws from being members of the BOS;
 - b. That member resigns by sending a written notice to the Company's head office;
 - c. That member has a mental disorder and other members of the BOS have specialized evidence that the person is no longer have the capacity for behaviors;
 - d. That member is absent from attending the meetings of the BOS continuously within six months, and during this time the BOS does not allow that member to be absent and concluded that that person's position is vacant;
 - e. The member is dismissed from members of the BOS in accordance with the decision of the GMS.
 6. Notice on the election, dismissal and removal of member of the BOS

Election, dismissal or removal of member of the BOS must be noticed in accordance with the Company Charter and the provisions of Law on Securities.
 7. Remuneration and other benefits of members of the BOS

Total remuneration for members of the BOS is decided by the GMS. Members of the BOS will also be paid travel and hotel expenses and reasonable costs incurred when they attend meetings of the BOS or related to the business activities of the Company.

CHAPTER V. GENERAL DIRECTOR

Article 32. Roles, responsibilities, rights and obligations of the General Director

The General Director has the following rights and obligations:

- a. Implementation of resolutions of the BOD and the GMS, the Company's business plan and investment plan approved by the BOD and the GMS;
- b. Decide all issues that do not need a resolution of the BOD, including signing financial and commercial contracts, organizing and operating activities of the Company on behalf of the Company in accordance with best management practices;
- c. Propose the number and types of managers that the Company needs to hire to appoint or dismiss when necessary to apply good activities as well as management structures proposed by the BOD, and consult for the BOD to decide the level of salary, remuneration, and other benefits and provisions of labor contracts of managers;
- d. Consult the BOD to determine the number of employees, the level of salaries, subsidizes, benefits, appointments, dismissal, and other terms related to their employment contracts;
- e. Every year before December 31st, the General Director must submit to the BOD for

approval of detailed business plan for the next fiscal year on the basis of meeting the requirements of the appropriate budget;

- f. Implement the annual business plan approved by the GMS and the BOD;
- g. Propose measures to improve operations and management of the Company;
- h. Prepare the long-term, annual and monthly planned budget of the Company (hereinafter referred to as planned budget) to serve the Company's long-term, annual and monthly management activities according to business plan. Annual planned budget (including balance sheets, operational report and cash flow statements) for each fiscal year will have to be submitted to the BOD for approval and must include the information specified in regulations of the Company;
- i. Perform all other activities in accordance with the Company Charter and regulations of the Company, resolutions of the BOD, labor contracts of the General Director and laws;
- j. Sign the appointment decision, dismissing positions under the approval of the policy of BOD;
- k. Decide remuneration and other benefit of employees of the Company, even for management title belong to rights of appointment of the General Director;
- l. Recruit employees;
- m. Propose dividend payment plan or plan for handle loss in business;
- n. Other rights and obligations provided by laws, the Company Charter and resolutions, decisions of the BOD.

Article 33. Designation, dismissal, conclusion and termination of the contract with the General Director

1. Term, standards, and conditions of the General Director

The BOD will appoint a member of the Board or other person as General Director and will sign a contract that regulates salaries, remuneration, benefits and other terms related to recruitment. The term of the General Director is not more than (03) years unless the Board of Directors has other regulations and can be reappointed.

The General Director must meet following requirements and standards:

- (a) Not fall into the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
- (b) Not be a person in the family relationship of the enterprise managers, members of the Board of Supervisors of the Company and the parent company; representative of state capital share, representative of enterprise capital share in Company and parent company;
- (c) Not be related to the business manager, the company's and parent company's controller, the representative of state capital, or the representative of enterprise capital in the company and parent company as stipulated in point d, clause 46, Article 4 of the Securities Law.
- (d) Have qualifications and experience in business administration of the Company

2. Signing the employment contract with the General Director:

The Chairman of the Board of Directors will sign the employment contract of the General Director on behalf of the Board of Directors.

Remuneration, salary, benefits, and other terms will be decided by the Board of Directors and stipulated in the employment contract for the General Director.

3. Nomination and candidacy for the General Director: Any member of the Board of Directors other than the Chairman of the Board of Directors has the right to nominate or propose another person who meets the standards and conditions to be the General Director for the Board of Directors to consider for appointment.
4. Dismiss, terminate labor contracts with General Director
The BOD may dismiss the General Director if it is approved by two-thirds or more of members of the BOD who have the right to vote (in this case not include the vote of General Director), and designate a new General Director. The termination of labor contract will base on labor contract and charter.
5. Notice of appointment, dismissal, contract signing, contract termination with respect to the General Director
Notice of the appointment, dismissal of the contract, termination of the contract for the General Director in accordance with the provisions of the Company Charter and the securities law.
6. Salaries and other benefits of General Director
Information about salaries, allowances and benefits of the General Director must be reported in the Annual GMS and stated in the annual report of the Company.

CHAPTER VI. OTHER ACTIVITIES

Article 34. Coordinate activities between BOD, BOS and the General Director

1. Procedures and order of convening, announcing meeting invitations, recording minutes and announcing meeting results between BOD, BOS and the General Director
Procedures and order for convening, announcing meeting invitations, recording minutes and announcing meeting results between BOD, BOS and the General Director are carried out according to the procedures and order for convening a meeting of BOD as specified in Article 27 of this Regulation.
2. Notifying resolutions and decisions of BOD to BOS
Resolutions, meeting minutes and decisions of BOD, after being issued, must be sent to members of BOS at the same time and in the same manner as members of BOD.
3. Notifying resolutions and decisions of BOD to the General Director
Resolutions of BOD (with contents related to the responsibilities, powers and obligations of the General Director), after being issued, must be sent to the General Director at the same time and in the manner as to members of BOD.
4. Cases where the General Director and BOS propose to convene meetings of BOD and issues that need to be consulted by BOD
 - a. Cases proposed to convene meetings of BOD
 - ❖ BOS may propose to convene a meeting of BOD in the following cases:
 - When considering the rights of BOS members to access information and documents related to the Company's operations has not been fully implemented in accordance with current law and the Company Charter;
 - When detecting a violation of the law or a violation of the Company Charter of a member of BOD, the General Director and other business executives after giving written notice to BOD according to the provisions of Article 40.1 of the Company Charter, but the person committing the violation has not ceased the violation or has taken measures to remedy the consequences.

- ❖ General Director may propose to convene a meeting of BOD in the following cases:
 - When considering the rights of the General Director as stipulated in Article 34.4 of the Company Charter is not enforced;
 - When detecting a violation of the law or a violation of the Company Charter of other business executives after giving written notice to BOD but the person committing the violation has not ceased the violation or has taken measures to remedy the consequences.
- b. Issues that need to be consulted by the BOD
 - Propose to the BOD the organizational structure plan, internal management regulations of the Company;
 - Proposing measures to improve operations and management of the Company;
 - Proposing the number and manager of the business that the Company needs to recruit for the BOD to appoint or dismiss according to the internal governance regulations and recommend remuneration, salary and other benefits for the business operator to decided by the BOD;
 - Consult the BOD to decide the number of employees, the appointment, dismissal, salary, allowances, benefits and other terms related to their labor contract;
 - Consult the BOD to approve the detailed business plan for the next fiscal year on the basis of the requirements of the appropriate budget as well as the annual (05) year financial plan;
 - Prepare long-term, annual and quarterly estimates of the Company (hereinafter called an Estimate) for long-term, annual and quarterly management activities of the Company according to the business plan. The annual budget (including the balance sheet, income statement and expected cash flow statement) for each fiscal year must be submitted to the BOD for approval and must include information specified in the regulations of the Company;
 - Propose plans to pay dividends or deal with business losses;
 - Other contents when considering the interests of the Company.
- 5. Reports of the General Director to the BOD on performance of assigned duties and authority
 - Report on the implementation of resolutions of the BOD and the GMS, business and investment plans of the Company approved by the BOD and the GMS;
 - Quarterly and annually to report on the financial situation, the situation of business activities of the Company;
 - Report on improvements in organizational structure, policy, management;
 - Annual report on implementation of obligations towards environment, community and employees
 - Report on the implementation of the other contents authorized by the BOD and GMS;
 - Report other issues as requested by the BOD.
- 6. Review of the implementation of resolutions and resolution of other issues authorized by the BOD to the General Director;

Based on the General Director's report on the performance of assigned tasks and powers

as prescribed in Article 32 of this Regulation, the BOD will review the results of the implementation of the resolutions and other authorized issues of the BOD with the General Director.

7. The issues to be reported, notified by the General Director and method for notifying the BOD and the BOS
 - a. The issues to be reported, notified by the General Director and method for notifying the BOD
 - When proposing measures to improve the operation and management of the Company, the General Director sends to the BOD as soon as possible but not less than ten (10) working days before the date the content needs to be decided;
 - When preparing long-term, annual and quarterly estimates of the Company (hereinafter called an Estimate) for long-term, annual and quarterly management activities of the Company according to the business plan. The annual cost estimates (including the balance sheet, income statement and expected cash flow statement) for each fiscal year must be submitted by the General Director to the BOD for approval;
 - The General Director must prepare a plan for the BOD to approve issues related to recruitment, resignation of employees, salary, social insurance, welfare, reward and discipline for employees and business operator;
 - The General Director must prepare a plan for the BOD to approve matters relating to the Company's relationship with trade unions in accordance with best management standards, practices and policies, and regulatory policies and practices in the Company Charter, the regulations of the Company and current legal regulations;
 - The General Director is obliged to inform the BOD of the transactions between the company, its subsidiary, and the company controlled by Viet Brand Invest Joint Stock Company with such own members or with affiliated persons of such members according to the laws;
 - Other matters that need to be consulted by the BOD must be submitted at least seven (07) working days in advance and the BOD will respond within seven (07) working days.
 - b. The issues to be reported, notified by the General Director and method for notifying the BOS
 - The General Director is responsible for supporting and coordinating with the BOS to ensure that the BOS performs its duties and obligations as prescribed by law and the Company Charter;
 - Reports of the General Director submitted to the BOD or other documents issued by the Company shall be sent to the members of the BOS at the same time and in the same manner as to members of the BOD;
 - The BOD, members of the BOD, General Director, other business executives must fully, accurately and promptly provide information and documents on the management, administration and business activities of the company as required needs of members of the BOS.
8. Cooperation in control, administration and supervision among members of the BOD, the

BOS and the General Director according to their specific duties

- a. Coordination of activities between the BOS and the BOD: The BOS has the role of monitoring, coordinating, consulting and communicating fully, promptly and accurately. As follows:
 - Regularly inform the BOD about the results of operations, consult the BOD before submitting reports, conclusions and recommendations to the GMS.
 - During the meetings of the BOS, the BOS has the right to request members of the BOD (at the same time request the General Director) to attend and answer issues of concern to members of the BOS.
 - The periodical and ad-hoc inspections of the BOS must have written conclusions (no later than fifteen (15) working days from the closing date) and send them to the BOD to have more grounds to help the BOD in management of the Company. Depending on the level and results of the above inspection, the BOS needs to agree with the BOD and the General Director before reporting to the GMS. In case of disagreement, he is authorized to reserve the opinions recorded in the minutes and the Head of the BOS is responsible for reporting to the nearest GMS;
 - In case the BOS detects a violation of the law or the Company Charter by members of the BOD, the BOS shall notify the BOD in writing within forty-eight (48) hours, request the person to act violation stops and take measures to overcome the consequences;
 - Members of the BOS are obliged to inform the BOD of transactions between the Company, its subsidiary, and the company controlled by Viet Brand Invest Joint Stock Company with such own members or with affiliated persons of such members according to the laws;
 - For proposals related to the Company's operations and finance, the BOS must send documents and related documents at least fifteen (15) working days in advance of the intended date of receipt of the response;
 - The recommendations to the BOD must be submitted at least seven (07) working days in advance and the BOD will respond within seven (07) working days.
- b. Coordination of activities between the BOS and the General Director: The BOS has the function of inspection and supervision
 - During the meetings of the BOS, the BOS has the right to request the General Director (at the same time request members of the BOD) to attend and answer issues of concern to members of the BOS;
 - The periodical and ad-hoc inspections of the BOS must have written conclusions (no later than fifteen (15) working days from the closing date) and send them to the General Director to have more grounds to help the General Director in management of the Company. Depending on the level and results of the above inspection, the BOS needs to agree with the General Director before reporting to the GMS. In case of disagreement, he is authorized to reserve the opinions recorded in the minutes and the Head of the BOS is responsible for reporting to the nearest GMS;
 - In case the BOS detects a violation of the law or the Company Charter by the

- General Director, the BOS shall notify the General Director in writing within forty-eight (48) hours, request the person to act violation stops and take measures to overcome the consequences;
- Members of the BOS have the right to request the General Director to facilitate access to records and documents related to the Company's business activities at the Head Office or where the records are kept;
 - For information, documents on business management and administration and reports on business performance, financial statements, written request for provision of the BOS must be sent to the Company at least forty-eight (48) hours business hours from the intended date of receipt of the response. The Supervisory Board is not allowed to use the information that has not been disclosed of the Company or disclosed to others to perform related transactions;
 - Proposed contents on measures to amend, supplement and improve the organizational structure, management, supervision and execution of BOS's business operations must be sent to the General Director at least seven (07) working days in advance of the intended date of receipt of the response.
- c. Coordination of activities between the General Director and BOD: The General Director is the person acting on behalf of the Company's operations, ensuring the Company operates continuously and effectively
- The General Director is responsible to the GMS and BOD for the performance of assigned duties and powers and must report to these agencies when required;
 - When proposing measures to improve the operation and management of the Company, the General Director sends to BOD as soon as possible but not less than ten (10) working days before the date the content needs to be decided;
 - Prepare long-term, annual and quarterly budgets of the Company (hereinafter referred to as the budget) for long-term, annual and quarterly management activities of the Company according to the business plan. The annual budget (including the balance sheet, statement of income and expected cash flow statement) for each fiscal year must be submitted to BOD for approval and must include information specified in the regulations of the Company;
 - The General Director must make a plan for BOD to approve issues related to recruitment, resignation, salary, social insurance, welfare, reward and discipline for employees and management staff;
 - The General Director must prepare a plan for BOD to approve matters relating to the Company's relationship with trade unions in accordance with best management standards, practices and policies, and regulatory policies and practices in the Charter, the regulations of the Company and current laws;
 - The General Director is obliged to inform BOD of transactions between the Company, its subsidiaries, and companies controlled by Viet Brand Invest Joint Stock Company with such own members or with affiliated persons of such members according to the laws;
 - Other contents that need to be consulted as stipulated in Clause 4, Article 34 of this Regulation, BOD must be sent at least ten (10) working days in advance of the intended date of receiving the response of BOD.

Article 35. Regulations on annual assessment of rewarding and discipline for members of BOD, members of BOS, General Director and other business executives

BOD is responsible for developing performance evaluation standards for all subjects that are members of BOD, General Director and other executives.

The performance evaluation standards must harmonize the interests of the business executives with the long-term interests of the Company and its shareholders. Financial and non-financial ratios used in the assessment are carefully considered and decided by BOD from time to time. In which, non-financial indicators can be mentioned such as: stakeholder interests, performance, progress and improvements, etc.

CHAPTER VII. PREVENTION OF CONFLICTS OF INTERESTS

Article 36. Responsibility for prudence

Members of the BOD, members of BOS, General Director, and entrusted management staffs have responsibilities for honestly performing their duties, including tasks as members of subcommittees of the BOD in a manner that they believe to bring highest benefit to the Company, and with a degree of caution that a careful person often has when undertaking the same position and in the same context.

Article 37. Responsibility for honesty and avoidance of conflicts of interests

1. Members of the BOD, members of BOS, General Director, and management officers are not allowed to make use of business opportunities that may benefit the Company for personal purpose; at the same time, not use the information obtained by their position to benefit themselves or to serve the benefits of other organizations or individuals.
2. Members of the BOD, members of BOS, General Director and management officers have obligations to notify the BOD all benefits that may conflict with interests of the Company that they can be enjoyed through economic entities, transactions or other individuals. The above objects are only allowed to use these opportunities when the members of BOD with no related interests have decided not to investigate this issue.
3. The Company is not allowed to issue loans, guarantees, or credit to members of BOD, members of BOS, General Director, management officers and their families or legal entities from which these people have financial benefits, otherwise decided by the GMS and at the same time, members with related benefits do not have voting rights.
4. Contracts or transactions between the Company and one or more members of the BOD, members of BOS, General Director, management officers, or people related to them or the Company, partners, associations, or organizations in which one or more members of the BOD, managers or persons related to them as members, or related financial benefits, will not disabled because of the aforementioned relationships, or because of that BOD member or that manager is present or participates in a meeting related to or on the BOD or subcommittee allowing the performance of contracts or transactions, or because of their votes are also counted when voting on that purpose, if:
 - a. For contracts valued less than twenty percent (20%) of the total value of assets recorded in the most recent financial statements, important elements of contracts or transactions as well as relationships and benefits of management staffs or BOD members have been reported to the BOD or relevant subcommittee. At the same time, the BOD or subcommittee has allowed to perform such contract or

- transaction honestly by majority of votes of Board members without related interests; or
- b. For contracts valued at more than twenty percent (20%) of the total value of assets recorded in the most recent financial statements, important elements about this contract or transaction as well as relationships and benefits of management staffs or members of the BOD have been disclosed to shareholders with no related interests to vote on that issue, and these shareholders voted agree for these contracts or transactions;
 - c. The contracts or transactions considered to be fair and reasonable by an independent advisory organization in all respects regarding the shareholders of the Company at the time of the transaction or the contract are allowed to perform, approved by the BOD or a subcommittee.
 - d. Members of the BOD, members of BOS, General Director, managers or related persons are not allowed to buy or sell or trade in one- or another-way shares of companies or subsidiaries of the Company at the time they obtained information certainly affecting the price of those shares and other shareholders do not know this information.

Article 38. Responsibility for damages and compensation

1. Responsibility for damage: Members of the BOD, General Director and managers violating obligations to act honestly, not fulfilling its obligations with care, diligence and professional competence will be responsible for damages caused by his/her violation behaviors.
2. Compensation: The Company will compensate those who have, are and are at risk of becoming a related party in complaints, lawsuits and prosecutions (including civil and administrative cases and not the lawsuits filed by the Company) if the person has been or is a member of the BOD, manager, employee or authorized representative for the Company or person has done as requested is a member of the BOD, manager, employee or authorized representative for the Company with the conditions that the person has acted honestly, cautiously, diligently for or not against the highest benefit of the Company, on basis of compliance with laws; and there is no evidence to confirm that that person has violated his/her responsibilities. When performing functions or tasks as authorized by the Company, members of the BOD, members BOS, managers, employees or authorized representative of the Company are compensated when becoming a related party in complaints, lawsuits and prosecutions (except lawsuits filed by the Company) in the following cases:
 - a. Act honestly, cautiously, diligently for the benefit and not in conflict with the interests of Company;
 - b. Comply with laws and there is no evidence confirms that it has not performed its responsibilities.
3. Compensation costs include: expenses incurred (including attorneys' fees), judgment fees, fines, and payments incurred in practice or considered a reasonable level when dealing with these cases within the framework of the laws, provided that the person acted honestly, cautiously, diligently and with capacity expertise in the manner that he or she believes it is for the benefit or not against the highest benefit of the Company, on the

basis of compliance with the laws; and there is no good discovery or confirmation that that person violates his responsibilities. The Company has the right to buy insurance for those people to avoid the above compensation responsibilities.

CHAPTER VIII. SUPERVISION AND HANDLING VIOLATIONS

Article 39. Supervision

The Company, its related individuals and organizations, and the company shareholders are subject to the supervision of the Corporate governance by the State Securities Commission, Stock Exchanges, and other competent authorities in accordance with laws.

Article 40. Handling violations

The Company that violates or fails to comply with this Regulation shall, depending on the nature and seriousness of their violations, be administratively sanctioned or examined for penal liability in accordance with laws.

CHAPTER IX. TERMS OF EXECUTION

Article 41. Amendment of Internal regulations on Corporate governance

1. The amendment, supplement, and replacement of this Regulation must be considered and decided by the BOD.
2. In case there are legal provisions relating to operations of the Company not mentioned in this Regulation or in the case of new regulations of the laws are different from the provisions of this Regulation then the regulations of the laws will be apparently applied and adjusted the operations of the Company.

Article 42. Effective date

This Regulation consists of 9 Chapters and 42 Articles, which is approved by the Annual GMS 2026 on April 24th, 2026 and is effective from this date.

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



LAN, WAN-CHEN



QUY CHẾ

**TỔ CHỨC ĐẠI HỘI ĐỒNG CỔ ĐÔNG TRỰC TUYẾN, LẤY Ý KIẾN CỔ
ĐÔNG BẰNG VĂN BẢN THEO PHƯƠNG THỨC ĐIỆN TỬ, BỎ PHIẾU ĐIỆN
TỬ VÀ KẾT HỢP TRỰC TIẾP VỚI TRỰC TUYẾN**

REGULATION ON

***ORGANIZING ONLINE GENERAL SHAREHOLDER MEETINGS, COLLECTING
SHAREHOLDERS' OPINION IN WRITING VIA E-VOTING, E-VOTING AND
COMBINED ONLINE WITH OFFLINE GENERAL SHAREHOLDER MEETINGS***

**(ban hành kèm theo Quy Chế Quản Trị Nội Bộ được Đại Hội Đồng Cổ Đông Công ty Cổ
phần Đầu Tư Nhân Hiệu Việt thông qua ngày .24. tháng .04 năm 2026)**

***(Issued under The Internal Regulations on Corporate Governance, approved by GMS
of ABR dated 24.04.2026)***

TP HCM, Tháng 4 năm 2026

HCMC, April 2026



Điều 1. Phạm vi và đối tượng áp dụng

Article 1. Scopes and applicable objects

Quy chế này quy định về việc cổ đông tham dự cuộc họp Đại hội đồng cổ đông thường niên, bất thường và lấy ý kiến cổ đông bằng văn bản như sau theo các hình thức:

- Họp trực tuyến
- Họp trực tiếp có bỏ phiếu điện tử
- Lấy ý kiến bằng phương thức điện tử.
- Họp trực tuyến kết hợp họp trực tiếp

This regulation stipulates regulations about shareholder to attend annual and extraordinary general meetings of shareholders and obtain shareholders' opinions in writing under the forms of:

- *Online meeting*
- *In-person meeting with e-voting*
- *Obtaining shareholders' opinions in writing via electronic voting.*
- *Combined online with offline GMS*

Điều 2. Giải thích từ ngữ

Article 2. Definitions

1. “Đại hội đồng cổ đông trực tiếp” hoặc “Đại hội trực tiếp” là cuộc họp đại hội đồng cổ đông (sau đây gọi là ĐHĐCĐ) thường niên hoặc bất thường được tổ chức theo phương pháp truyền thống, Ban tổ chức ĐHĐCĐ và các cổ đông cùng có mặt tại một địa điểm họp đã được thông báo trước cho cổ đông để tiến hành toàn bộ chương trình họp.

“In-person General Shareholders' Meeting” or “In-person Meeting” means an annual or extraordinary general meeting of shareholders (hereinafter referred to as the GMS) held according to the traditional method, the GMS Organizing Committee and the shareholders jointly gather at a meeting location that has been notified in advance to shareholders to conduct the entire meeting agenda.

2. “ĐHĐCĐ trực tiếp có bỏ phiếu điện tử” hoặc “họp trực tiếp có bỏ phiếu điện tử” là cuộc họp đại hội đồng cổ đông trực tiếp theo Khoản 1 Điều 2 Quy chế này và có sử dụng hình thức bỏ phiếu điện tử.

“In-person meeting with e-voting” refers to a general meeting of shareholders held in person as stipulated in Clause 1, Article 2 of these Regulations and which utilizes electronic voting.

3. “ĐHĐCĐ trực tuyến” là các cuộc họp Đại hội đồng cổ đông thường niên hoặc bất thường, được tổ chức dưới hình thức tham dự thông qua mạng internet để cổ đông ở nhiều địa điểm khác nhau có thể theo dõi diễn biến của đại hội, thảo luận và thực hiện các quyền biểu quyết hoặc bầu cử của mình. Khi đó, việc biểu quyết và bầu cử được thực hiện bằng bỏ phiếu điện tử.

“Online GMS” means annual or extraordinary GMS, held online via the internet so that shareholders in many different locations can follow proceedings of the GMSs, discuss and exercise their voting or election rights. Accordingly, voting and election is carried out via e-voting.

4. “ĐHĐCĐ kết hợp trực tiếp và trực tuyến” là cuộc họp được tổ chức bao gồm cả hai hình thức trực tiếp và trực tuyến trong cùng một kỳ ĐHĐCĐ qui định tại Quy chế nội bộ về Quản trị công ty, Điều lệ Công ty.

“Combined online with offline GMS” is a meeting held in both in-person and online forms during the same GMS as stipulated in the Internal Regulations on Corporate Governance, Company Charter.

5. “Lấy ý kiến bằng phương thức điện tử” là hình thức lấy ý kiến cổ đông bằng văn bản (không tổ chức họp) để thông qua Nghị quyết của Đại hội đồng cổ đông sử dụng bỏ phiếu điện tử.

“Collection of opinions via e-voting” refers to the method of collecting shareholder opinions in writing (without holding meeting) to approve resolutions of the General Meeting of Shareholders using electronic voting.

6. “Bỏ phiếu điện tử” là việc Cổ đông, người đại diện Cổ đông thực hiện biểu quyết hoặc bầu cử theo hình thức điện tử thông qua hệ thống trực tuyến do Công ty quy định hoặc thông báo.

“E-voting” means the Shareholder, the Shareholder’s authorized representative vote or elect under electric form via E-voting system prescribed and announced by the Company.

7. “Hệ thống trực tuyến” là tổng hợp hạ tầng công nghệ thông tin (cổng thông tin, thiết bị truyền thông như điện thoại, hệ thống kết nối hội nghị trực tuyến bằng âm thanh (VoIP) hoặc cả âm thanh và hình, các ứng dụng/hệ thống phần mềm, v.v.). Hệ thống trực tuyến có thể do Công ty xây dựng hoặc thuê ngoài từ công ty dịch vụ để phục vụ việc tổ chức Đại hội trực tuyến, Lấy ý kiến bằng phương thức điện tử, bỏ phiếu điện tử khi họp trực tiếp hoặc họp trực tiếp kết hợp họp trực tuyến.

“Online system” is a combination of information technology infrastructure (information portal, communication equipment such as telephone, online audio conference connection system (VoIP) or both audio and video, software applications/systems, etc.). The online system can be built by the Company or outsourced from a service company to serve the organization of online GMS, Collection of opinions via e-voting, Electronic voting in-person meeting or Combined online with offline GMS

8. “Yếu tố định danh” là những thông tin cần thiết để xác định chính xác cổ đông hoặc người đại diện theo uỷ quyền của cổ đông là người có quyền dự họp ĐHĐCĐ trực tuyến.

“Identifying factor” is the necessary information to accurately identify the shareholder or the shareholder’s authorized representative who has the right to attend the online GMS.

9. “Tài khoản truy cập” bao gồm thông tin tên truy cập (username), mật khẩu (password) và/hoặc các phương tiện xác thực khác (nếu có) được Công ty cấp duy nhất cho từng cổ đông.

“Access account” includes username, password and/or other means of authentication (if any) uniquely issued by the Company to each shareholder.

CHƯƠNG II- ĐẠI HỘI CỔ ĐÔNG TRỰC TUYẾN HOẶC HỌP TRỰC TIẾP CÓ BỎ PHIẾU ĐIỆN TỬ HOẶC LẤY Ý KIẾN BẰNG PHƯƠNG THỨC ĐIỆN TỬ

CHAPTER II- ONLINE GMSs OR IN-PERSON MEETING WITH E-VOTING COLLECTION OF OPINIONS VIA E-VOTING

Điều 3. Triệu tập và Thông báo họp Đại hội đồng cổ đông trực tuyến

Article 3. Convening and Notifying the online GMS

Căn cứ theo tình hình thực tế, Hội đồng quản trị quyết định triệu tập đại hội theo hình thức ĐHĐCĐ trực tuyến hoặc họp trực tiếp có bỏ phiếu điện tử hoặc Lấy ý kiến bằng phương thức điện tử hoặc ĐHĐCĐ trực tuyến kết hợp trực tiếp theo quy định tại Quy chế này. Trường hợp tổ chức đại hội có hình thức trực tuyến, Hội đồng quản trị được chủ động triển khai các thủ tục, công việc để phục vụ cho việc tổ chức.

Based on the actual situation, the Board of Directors ("BOD") decides to convene a general meeting in the form of an online GMS or In-person meeting with e-voting or Obtaining shareholders' opinions in writing via electronic voting or a combined online with offline GMS in accordance with the provisions of these Regulations. In case the congress is organized online, the BOD can proactively deploy procedures and work to serve organization.

Việc triệu tập và thông báo họp ĐHĐCĐ trực tuyến được thực hiện theo các quy định tại Điều lệ Công ty và Quy chế nội bộ về quản trị công ty như cuộc họp ĐHĐCĐ trực tiếp.

The convening and notification of an online GMS is carried out in accordance with the provisions of the Company's Charter and Internal Regulations on corporate governance like an in-person GMS.

Điều 3. Điều kiện, cách thức cổ đông tham gia:

Article 4. Conditions and methods for shareholders to attend

1. Điều kiện tham gia/Conditions of participation:

Cổ đông được tham gia cuộc họp ĐHĐCĐ trực tuyến, họp trực tiếp có bỏ phiếu điện tử, họp trực tuyến kết hợp họp trực tiếp hoặc được lấy ý kiến bằng phương thức điện tử với điều kiện:

Shareholders may participate in Online GMS, In-person meeting with e-voting, Combined online with offline GMS, or Collection of opinions via e-voting, provided that:

- Cổ đông có tên trong danh sách cổ đông (DSCĐ) được lập theo thông báo thực hiện quyền của Công ty.

Shareholders whose names are on the list of shareholders established according to the Company's notice of exercise.

- Người đại diện hợp pháp của cổ đông, bao gồm đại diện theo pháp luật và đại diện theo ủy quyền đủ điều kiện tham dự theo quy định của pháp luật và Điều lệ Công ty.

Legal representatives of shareholders, including legal representatives and authorized representatives, are eligible to attend according to the provisions of law and the Company's Charter.

2. Yêu cầu kỹ thuật:

Technical requirements

- Cổ đông, người đại diện hợp pháp của cổ đông cần có thiết bị điện tử kết nối internet (ví dụ: máy tính, máy tính bảng, điện thoại di động, thiết bị điện tử khác có kết nối internet...) và đảm bảo kết nối internet ổn định trong suốt quá trình diễn ra đại hội hoặc Lấy ý kiến bằng phương thức điện tử.

Shareholders and legal representatives of shareholders must have an electronic device connected to the internet (for example: computer, tablet, mobile phone, other electronic device connected to the internet...) and ensure stable internet connection during the GMS meeting or collection of opinions via e-voting.

- Cổ đông, người đại diện hợp pháp của cổ đông cung cấp chính xác địa chỉ email, số điện thoại di động để nhận tài khoản truy cập vào hệ thống trực tuyến. Cổ đông, người đại diện hợp pháp của cổ đông tự chịu trách nhiệm về độ chính xác của thông tin đã cung cấp.

Shareholders and legal representatives of shareholders must provide the correct email address and mobile phone number to receive an access account to participate in the online GMS from the online system. Shareholders and their legal representatives are solely responsible for the accuracy of the information provided

3. Cách thức thực hiện:/ How to do it:

- Cổ đông, người đại diện hợp pháp của cổ đông tham dự truy cập đường dẫn, đăng nhập theo các thông tin được cung cấp theo quy định tại Điều 5 Quy chế này.

Shareholders and legal representatives of shareholders access the link and log in according to the information provided in accordance with the provisions of Article 5 of these Regulations.

- Cổ đông được ghi nhận là tham gia đại hội trực tuyến/bỏ phiếu điện tử khi họp trực tiếp/lấy ý kiến cổ đông bằng văn bản theo phương thức bỏ phiếu điện tử khi tài khoản truy cập của Cổ đông ở trạng thái đăng nhập thành công vào hệ thống trực tuyến trong thời gian mở cửa hệ thống trực tuyến.

Shareholders are recorded as participating in the online GMS/e-voting when in-person meeting/collection of opinions by e-voting when the Shareholder's access account is in a state of successfully logging into the online system during the time the online system is open.

Điều 5. Cung cấp tài khoản truy cập và thực hiện bỏ phiếu điện tử

Article 5. Providing access accounts and conducting electronic voting

1. Thông tin đường dẫn truy cập vào hệ thống trực tuyến, tài khoản truy cập hệ thống trực tuyến sẽ được cung cấp trong thông báo hoặc thư mời họp ĐHĐCĐ (hoặc hình thức thông báo khác do Hội đồng quản trị quyết định, tùy vào từng thời điểm thông báo họp nhưng phải đảm bảo nghĩa vụ thông báo họp ĐHĐCĐ hoặc lấy ý kiến bằng văn bản theo pháp luật và Điều lệ Công ty).

Information on the access path to the online system and the access account to will be provided in the notice or invitation to the GMS (or other form of notification decided by the BOD, at the discretion of the BOD, at each time the meeting is announced but must ensure the obligation to notify the GMS or collect the opinion in writing in accordance with the law and the Company's Charter).

2. Cổ đông, người đại diện hợp pháp của cổ đông phải có trách nhiệm bảo mật tài khoản truy cập được cấp để đảm bảo rằng chỉ có người đó mới có quyền thực hiện việc bỏ phiếu điện tử trên hệ thống trực tuyến và chịu hoàn toàn trách nhiệm đối với các thông tin đã đăng ký này.

Shareholders and legal representatives of shareholders must be responsible for securing the access account granted to ensure that only that person has the right to vote electronically on the online system and take full responsibility for this registered information.

3. Khi Cổ đông, người đại diện hợp pháp của cổ đông có yêu cầu cung cấp lại tài khoản truy cập, Công ty có thể thông báo thông qua các hình thức: trực tiếp hoặc email/điện thoại. Hình thức cung cấp thông tin qua email hoặc điện thoại được thực hiện dựa trên thông tin cổ đông từ danh sách cổ đông có quyền dự họp do Tổng Công ty lưu ký và bù trừ chứng khoán Việt Nam lập theo thông báo thực hiện quyền của Công ty hoặc địa chỉ email của người đại diện theo pháp luật tại thời điểm có yêu cầu cấp lại hoặc địa chỉ email của người đại diện theo uỷ quyền của cổ đông thể hiện tại Giấy uỷ quyền họp lệ đã gửi về Công ty.

When Shareholders or legal representatives of shareholders requests for re-issuance of access accounts, the Company may notify through the following forms: directly or email/phone. The form of providing information via email or phone is done based on shareholder information from the list of shareholders prepared by the Vietnam Securities Depository and Clearing Corporation according to the Company's notice of exercise or the email address of the legal representative at the time of request for re-issuance or the email address of the authorized representative of the shareholder is shown in the valid Power of Attorney has been sent to the Company.

4. Cổ đông, người đại diện hợp pháp của cổ đông sử dụng tài khoản truy cập để đăng nhập vào hệ thống trực tuyến để theo dõi cuộc họp ĐHĐCĐ trực tuyến và thực hiện bỏ phiếu điện tử theo nội dung của chương trình cuộc họp ĐHĐCĐ trực tuyến, hoặc tham gia việc bỏ phiếu điện tử khi được lấy ý kiến bằng văn bản hoặc khi bỏ phiếu điện tử tại cuộc họp trực tiếp.

Shareholders and legal representatives of shareholders use their access account to log into the online system to participate in the online GMS and perform electronic voting according to the content of the online GMS's agenda, or carry out the e-voting when being collected opinion in writing, or e-voting at in-person meeting.

5. Công ty nỗ lực tối đa hỗ trợ cổ đông nhưng không chịu trách nhiệm với các vấn đề phát sinh do:

The Company makes efforts to support shareholders but not responsible for arising problems due to:

- a. Lỗi của Cổ đông hoặc người đại diện của Cổ đông (làm mất/lộ thông tin đăng nhập vào Hệ

thống trực tuyến, không nhận được thông tin do thay đổi địa chỉ mà không đăng ký thay đổi theo quy định, v.v.); hoặc

Error of Shareholders or Shareholders' representatives (losing/exposing login information to the Online System, not receiving information due to change of address without registering the change according to regulations, etc.); or

- b. Không có đường truyền, thiết bị, phương tiện đăng nhập, v.v. hoặc đường truyền, thiết bị, phương tiện đăng nhập, v.v. bị trục trặc, lỗi, hư hỏng, hoặc mất điện, mất đường truyền cục bộ tại nơi Cổ đông tham gia, thư gửi không đi hoặc không nhận được thư theo đúng thời hạn, v.v.; hoặc

No transmission lines, devices, login facilities, etc. or transmission lines, devices, means of login, etc. there is a problem, error, damage, or power outage, local transmission loss at the place where Shareholders participate, mail is not sent or mail is not received on time, etc.; or

- c. Các sự cố, trở ngại khách quan khác

Other objective incidents and obstacles.

6. Cổ đông cần thường xuyên cập nhật thông tin số điện thoại, địa chỉ liên lạc, địa chỉ thư điện tử chính xác, đầy đủ, trung thực tại nơi lưu ký chứng khoán để đảm bảo nhận được thông báo Tài khoản truy cập và chịu hoàn toàn trách nhiệm đối với các thông tin đã đăng ký này.

Shareholders need to regularly update accurate, complete, and truthful phone number, contact address, and email address information at the securities depository to ensure receipt of Access Account notification and take full responsibility for this registered information.

Điều 6. Cách thức ghi nhận Cổ đông tham dự ĐHĐCĐ trực tuyến hoặc lấy ý kiến cổ đông bằng hình thức điện tử

Article 6. How to record Shareholders attending the online GMS or collecting shareholders' opinions electronically

Cổ đông được hệ thống trực tuyến ghi nhận là tham dự Đại hội đồng cổ đông trực tuyến hoặc lấy ý kiến bằng phương thức bỏ phiếu điện tử khi cổ đông thực hiện truy cập vào hệ thống bằng tài khoản truy cập được cung cấp theo Điều 5 Quy chế này và đã thực hiện xác nhận tham dự ĐHĐCĐ trực tuyến hoặc xác nhận tham gia lấy ý kiến bằng phương thức điện tử tại hệ thống trực tuyến hoặc phương thức xác nhận khác theo quy định của mỗi kỳ Đại hội.

Shareholders are recorded by the online system as attending the online GMS or attending collection of opinion via e-voting when the shareholder accesses the system using the access account provided in accordance with Article 5 of this Regulation and has made "confirmation of attending the online GMS" in the online system or other confirmation methods according to the regulations of each GMS.

Hội đồng quản trị có quyền ban hành các Quy chế tổ chức, hướng dẫn cần thiết phục vụ cho công tác tổ chức Đại hội trực tuyến hoặc lấy ý kiến bằng văn bản theo phương thức điện tử và bỏ phiếu điện tử phù hợp với hệ thống của đơn vị cung cấp dịch vụ trực tuyến khi tổ chức Đại hội.

The BOD has the right to issue organizational regulations and necessary instructions to serve the organization of online congresses or collecting and electronic voting in accordance with the system of the online service provider when organizing the GMS.

Điều 7. Quy định về ủy quyền tham gia đại hội trực tuyến hoặc lấy ý kiến bằng phương thức điện tử

Article 7. Provisions on authorization to attend online GMS and collection shareholders' opinion in writing via evoting

1. Việc ủy quyền phải lập thành văn bản theo mẫu do Công ty phát hành hoặc hình thức khác do Công ty thông báo. Văn bản ủy quyền có thể được ký bằng chữ ký số theo quy định pháp luật.

Authorization must be in writing using the form issued by the Company or another form as notified by the Company. Authorization can be signed by digital signature according to regulations of laws.

2. Các cổ đông cần tuân thủ cung cấp đầy đủ các thông tin để thực hiện ủy quyền, đặc biệt cung cấp thông tin của bên nhận ủy quyền: số Căn cước công dân, số Căn cước, số điện thoại, địa chỉ liên lạc và địa chỉ email. Đây là cơ sở để cấp tài khoản truy cập đối với bên nhận ủy quyền

Shareholders need to comply with the provision of full information to perform the authorization, especially providing information of the party receiving the authorization:

Citizen Identification number, phone number, Contact address and email address. This is the basis for granting access accounts to the authorized party.

3. Hiệu lực của ủy quyền: việc ủy quyền chỉ có hiệu lực pháp lý khi thỏa mãn các điều kiện sau: *Validity of authorization: authorization is only legally effective when the following conditions are met:*
- Khi cổ đông điền đầy đủ các thông tin đăng ký ủy quyền trực tuyến và hoàn thành thao tác ủy quyền trên hệ thống trực tuyến.

When the shareholder fully fills in the online authorization registration information and completes the authorization process on the online system.

- Công ty nhận được Văn bản ủy quyền bản chính trước lúc khai mạc đại hội hoặc trước lúc biểu quyết điện tử lấy ý kiến cổ đông bằng văn bản.

The Company receives the official Authorization Document before the opening of the meeting or before carrying out e-voting to collect shareholders' opinion.

4. Hủy bỏ ủy quyền đối với cổ đông đã ủy quyền trực tuyến: cổ đông gửi bản gốc văn bản đề nghị hủy ủy quyền trực tuyến về trụ sở Công ty trước thời điểm đại hội khai mạc chính thức hoặc trước lúc biểu quyết điện tử lấy ý kiến cổ đông bằng văn bản. Thời gian ghi nhận việc hủy ủy quyền có hiệu lực được tính theo thời điểm Công ty nhận được bản gốc văn bản đề nghị hủy ủy quyền trực tuyến.

Cancel authorization for shareholders who have authorized online: shareholders send the original written request to cancel online authorization to the Company's headquarters before the official opening of the meeting or before carrying out e-voting to collect shareholders' opinion. The time to record the effective authorization cancellation is calculated based on the time the Company receives the original online authorization cancellation request.

5. Mọi trường hợp hủy ủy quyền trực tuyến không đáp ứng quy định tại khoản 4 Điều này đều không được công nhận và không có giá trị pháp lý.

Any case of online authorization cancellation that does not meet the provisions of Clause 4 of this Article will not be recognized and has no legal value.

Điều 8. Thời gian bỏ phiếu điện tử

Article 8. Electronic voting time

Thời gian bỏ phiếu điện tử được quy định cụ thể trong Quy chế tổ chức Đại hội hoặc thông báo lấy ý kiến bằng phương thức điện tử của Công ty. Cổ đông có thể truy cập hệ thống trực tuyến và thực hiện bỏ phiếu kể từ thời điểm được thông báo bắt đầu bỏ phiếu cho đến khi Ban tổ chức thông báo hết thời gian biểu quyết cho một, một số hoặc tất cả nội dung biểu quyết, trừ trường hợp bảo trì hệ thống hoặc lý do khác nằm ngoài tầm kiểm soát của Công ty. Kết thúc thời gian bỏ phiếu trực tuyến, hệ thống không ghi nhận thêm bất cứ kết quả bỏ phiếu nào.

Electronic voting time is specified in the Regulations on organizing the Congress or notice for collecting opinions via e-voting. Shareholders can access the online system and vote from the time they are notified to start voting until the Organizing Committee announces the end of the voting time for each content or a part of content or all the content, except in the case of system maintenance or other reasons beyond the Company's control. At the end of the online voting period, the system does not record any additional voting results.

Điều 9. Cách thức bỏ phiếu điện tử

Article 9. How to vote electronically

1. Cách thức bỏ phiếu biểu quyết: */How to vote:*

Cổ đông, người đại diện hợp pháp của cổ đông bỏ phiếu theo Quy chế tổ chức Đại hội hoặc thông báo lấy ý kiến bằng phương thức điện tử của Công ty. Cổ đông, người đại diện hợp pháp của cổ đông chọn lựa một trong ba phương án biểu quyết (i) Tán thành, (ii) Không tán thành hoặc (iii) Không có ý kiến với mỗi vấn đề được đưa ra biểu quyết tại Đại hội hoặc được đưa ra lấy ý kiến đã được cài đặt tại hệ thống trực tuyến. Sau đó, Cổ đông, người đại diện hợp pháp của cổ đông tham dự ĐHĐCĐ trực tuyến tiến hành xác nhận biểu quyết để hệ thống bỏ phiếu ghi nhận kết quả.

Shareholders and legal representatives of shareholders vote according to the instructions in the Regulations on organizing the GMS or notice for collecting written opinion via e-voting. Shareholders and legal representatives of shareholders choose one of three voting options (i) Approve, (ii) Disapprove or (iii) No opinion on each issue raised for voting at the Congress or raised for collecting opinion has been installed in the online system. After that, the Shareholder, the legal representative of the confirms the vote so that the voting system records the results.

2. Cách thức bỏ phiếu bầu cử: */How to cast the vote:*

Việc bầu cử thực hiện theo phương thức bầu dồn phiếu hoặc phương thức khác quy định tại Điều lệ Công ty và Luật doanh nghiệp. Việc tiến hành bầu cử thực hiện theo Thẻ lệ bầu cử được ĐHĐCĐ thông qua hoặc tại Thông báo việc lấy ý kiến cổ đông bằng văn bản. Theo đó, Cổ đông, người đại diện hợp pháp của cổ đông ghi rõ số phiếu bầu vào ô “Số phiếu bầu” của các ứng viên tương ứng trên Phiếu bầu cử đã được cài đặt tại hệ thống trực tuyến. Sau đó, Cổ đông, người đại diện hợp pháp của cổ đông xác nhận bầu cử để hệ thống trực tuyến ghi nhận kết quả.

Election is carried out according to method of cumulative voting or other forms prescribed in the Company's Charter and Enterprise Law. The election is conducted according to the Election Regulations approved by the GMS or Notice for collecting written opinion. Accordingly, Shareholders and legal representatives of shareholders shall vote by specifying the number of votes in the "Number of votes" box corresponding to each candidate on the Election Ballot have been installed in the online system. After that, the Shareholder, the legal representative of the shareholder confirms the election so that the online system records the results.

Điều 10. Cách thức kiểm phiếu

Article 10. Method of counting votes

1. Hệ thống trực tuyến thực hiện việc kiểm đếm số lượng phiếu biểu quyết, phiếu bầu theo từng nội dung đã được bỏ phiếu, bầu cử và tổng hợp kết quả này gửi về cho ban kiểm phiếu.

The online system counts the number of votes and ballots for each content voted and elected through the online system and summarizes these results and sends them to the Vote counting committee.

2. Ban kiểm phiếu tiến hành lập Biên bản kiểm phiếu căn cứ trên kết quả kiểm phiếu biểu quyết, phiếu bầu cử xuất ra từ hệ thống trực tuyến.

The Vote counting committee prepares a Vote Counting Minute based on the results of vote counting, election ballots exported from the online system.

Điều 11. Biên bản họp và Nghị quyết Đại hội đồng

Article 11. Minutes and Reslution of GMS

- a. Việc ghi và lập Biên bản họp, Nghị quyết Đại hội đồng cổ đông trực tuyến được thực hiện như đối với cuộc họp Đại hội đồng cổ đông trực tiếp theo Điều lệ Công ty và Luật Doanh nghiệp.

Recording and making Minutes and Resolution of the online GMS is carried out as for an in-person GMS according to the provisions of the Company Charter and the Enterprise Law.

- b. Việc ghi và lập Biên bản kiểm phiếu lấy ý kiến bằng phương thức điện tử và Nghị quyết đại hội đồng cổ đông được thực hiện như hình thức lấy ý kiến bằng văn bản theo phương thức truyền thống quy định tại Điều lệ Công ty và Luật Doanh nghiệp.

The recording and making Minutes of collection of opinions via e-voting and the resolutions of GMS shall be carried out as for collecting written opinions via traditional way in accordance with the Company's Charter and the Enterprise Law.

Điều 12. Quyền và nghĩa vụ của Cổ đông

Article 12. Rights and obligations of Shareholders

1. Cổ đông tham dự cuộc họp ĐHĐCĐ trực tuyến hoặc họp trực tiếp có bỏ phiếu điện tử hoặc lấy ý kiến bằng phương thức điện tử có đầy đủ các quyền, nghĩa vụ như tham gia theo phương thức truyền thống theo quy định tại Điều lệ Công ty và các quy định pháp luật có liên quan.

Shareholders attending the online GMS or in-person meeting with e-voting or collecting opinions via e-voting have all the same rights and obligations as participating via traditional way according to the provisions of the Company's Charter and relevant legal regulations.

2. Cổ đông phải tuân thủ các hướng dẫn liên quan đến công tác tổ chức và bỏ phiếu điện tử nhằm đảm bảo cho việc tổ chức một cách có trật tự, ổn định, hợp lệ.

Shareholders must comply with instructions related to the organization and electronic voting to ensure that the organization takes place in an orderly, stably and legitimately.

Cổ đông, người đại diện hợp pháp của cổ đông phải có trách nhiệm bảo mật các thông tin truy cập để đảm bảo rằng chỉ có Đại biểu mới có quyền thực hiện việc bỏ phiếu trên hệ thống trực tuyến. Mọi kết quả bỏ phiếu của cổ đông, người đại diện hợp pháp của cổ đông trên hệ thống trực tuyến sẽ được mặc nhiên coi là quyết định cuối cùng của người đó. Cổ đông, người đại diện hợp pháp của cổ đông chịu mọi trách nhiệm trước pháp luật, trước Công ty về kết quả bỏ phiếu điện tử đã được thực hiện của người đó trên hệ thống trực tuyến, trừ trường hợp cổ đông, người đại diện hợp pháp của cổ đông chứng minh được có lỗi của Công ty hoặc bên thứ ba bất kỳ làm sai lệch kết quả bỏ phiếu của cổ đông.

Shareholders and legal representatives of shareholders must be responsible for securing access information to ensure that only Delegates have the right to vote on the online system. All voting results of shareholders or legal representatives of shareholders on the online system will be automatically considered the final decision of that person. Shareholders and legal representatives of shareholders are responsible before the law and the Company for the results of the electronic voting performed by that person on the online system, except in the case of the shareholder or the shareholder's legal representative can prove that the Company or any third party is at fault in falsifying the shareholder's voting results.

3. Cổ đông, người đại diện hợp pháp của cổ đông phải thông báo ngay cho Công ty để kịp thời xử lý khi phát hiện tài khoản truy cập bị mất, đánh cắp, bị lộ, hoặc nghi bị lộ bằng cách liên hệ với Công ty để thực hiện khóa tài khoản truy cập hoặc thực hiện các biện pháp ngăn chặn cần thiết khác nhằm tránh việc truy cập không hợp pháp. Cổ đông, người đại diện hợp pháp của cổ đông phải chịu trách nhiệm về những thiệt hại, tổn thất và rủi ro khác xảy ra trước thời điểm Công ty khóa tài khoản truy cập, trừ trường hợp việc lộ thông tin quy định tại điều này không do lỗi của Cổ đông, người đại diện hợp pháp của cổ đông.

Shareholders and legal representatives of shareholders must immediately notify the Company for timely handling when discovering that the access account is lost, stolen, exposed, or suspected of being exposed, by contacting the Company to block access accounts or take other necessary preventive measures to avoid illegal access. Shareholders and legal representatives of shareholders must be responsible for damages, losses and other risks that occur before the Company locks access accounts, except in the case of disclosure of information specified in this Article is not due to the fault of the Shareholder, the legal representative of the Shareholder.

4. Đối với họp Đại hội đồng cổ đông trực tuyến, nếu cổ đông, người đại diện hợp pháp của cổ đông sau khi đã tham dự Đại hội trực tuyến thành công nhưng không thể tham dự liên tục đến hết chương trình thì có thể thực hiện biểu quyết đối với các nội dung cần xin ý kiến của cổ đông trước khi đăng xuất khỏi hệ thống trực tuyến.

For online GMS, if a shareholder or legal representative of a shareholder successfully attends the online meeting but cannot continuously attend until the end of the program, they can vote on the necessary contents. Ask for shareholders' opinions before logging out of the online system.

Điều 13. Thảo luận tại Đại hội Đồng Cổ đông trực tuyến

Article 13. Discussion at the online GMS

1. Thảo luận tại ĐHĐCĐ trực tuyến tuân theo sự điều khiển của Chủ tọa và thuộc phạm vi các vấn đề trình bày trong nội dung chương trình đã được ĐHĐCĐ thông qua.

Discussion at the online GMS follows the direction of the Chairman and falls within the scope of issues presented in the program content approved by the GMS.

2. Cổ đông tham gia thảo luận điền nội dung thảo luận vào mục tương ứng trên hệ thống trực tuyến. Hệ thống trực tuyến sẽ ghi nhận và gửi ý kiến cổ đông đến Ban Thư ký Đại hội.

Shareholders participating in the discussion fill the discussion content in the corresponding section on the online system. The online system will record and send shareholder comments to the GMS Secretariat.

3. Ban Thư ký chịu trách nhiệm tổng hợp ý kiến cổ đông và gửi Chủ tọa xem xét trả lời trong khuôn khổ nội dung và thời gian thảo luận của cuộc họp.

The Secretariat is responsible for synthesizing shareholder opinions and sending them to the Chairman for consideration and response within the content and discussion time of the meeting.

Điều 14. Công bố Nghị quyết Đại hội đồng cổ đông trực tuyến

Article 14. Disclosure of Resolution of online GMS

Nghị quyết của cuộc họp Đại hội đồng cổ đông trực tuyến phải được công bố trên trang thông tin điện tử của Công Ty trong hai mươi bốn (24) giờ kể từ khi được ban hành. Ngày tài liệu

được công bố trên trang thông tin điện tử của Tổng công ty được coi là ngày Cổ đông nhận được tài liệu.

Resolutions of the online GMS must be published on the Company's website within twenty-four (24) hours of issuance. The date the document is published on the Corporation's website is considered the date the Shareholders receive the document.

CHƯƠNG III - ĐẠI HỘI CỔ ĐÔNG KẾT HỢP TRỰC TIẾP VÀ TRỰC TUYẾN/ COMBINED ONLINE AND IN-PERSON GMS

Điều 15. Thông báo triệu tập họp Đại hội đồng cổ đông

Article 15. Notice of convening the GMS

1. Cổ đông có thể tham dự họp Đại hội đồng cổ đông trực tiếp tại địa điểm diễn ra đại hội hoặc tham dự họp thông qua hội nghị trực tuyến. Cổ đông chỉ được chọn một trong hai hình thức tham gia trực tiếp hoặc trực tuyến.

Shareholders can attend the GMS directly at the meeting location or attend the meeting via online conference. Shareholders can only choose one of two forms of participation: in person or online.

2. Việc đăng ký tham dự họp Đại hội đồng cổ đông theo phương thức kết hợp này được thực hiện như sau:

Registration to attend the GMS according to this combined method is done as follows:

- a. Đối với các Cổ đông tham dự họp trực tiếp: thực hiện đăng ký theo quy định tại Quy chế nội bộ về quản trị công ty, Quy chế làm việc, quy chế tổ chức đại hội.

For Shareholders attending the meeting in person: register according to the provisions of the Internal Regulations on corporate governance, working regulation, regulation on holding congress.

- b. Đối với các Cổ đông tham dự họp trực tuyến: thực hiện đăng ký theo quy định tại Quy chế này.

For Shareholders attending the online meeting: register as prescribed in This Regulation

Điều 16. Điều kiện tiến hành

Article 16. Conditions for implementation

1. Cuộc họp Đại hội đồng cổ đông theo phương thức kết hợp này được tiến hành khi có tổng số Cổ đông/Người được ủy quyền dự họp tham dự trực tiếp và trực tuyến đáp ứng tỷ lệ quy định tại Điều lệ Công ty.

The GMS in this combined method is conducted when the total number of Shareholders/Authorized Persons attending the meeting in person and online meets the ratio specified in the Company's Charter.

2. Cách thức bỏ phiếu, kiểm phiếu, thông báo kết quả kiểm phiếu, lập biên bản họp Đại hội đồng cổ đông, hình thức thông qua nghị quyết của Đại hội đồng cổ đông và Công bố Nghị quyết Đại hội đồng cổ đông sẽ áp dụng như quy định tại Điều lệ Công ty, Quy chế nội bộ về quản trị công ty./The method of voting, counting votes, announcing vote counting results, preparing minutes of the GMS, the form to approve Resolution of GMS and announcing

the Resolution of the GMS will apply as prescribed in the Company's Charter and Internal Regulations on corporate governance.

CHƯƠNG IV. ĐIỀU KHOẢN KHÁC

CHAPTER IV. OTHER PROVISIONS

Điều 17. Điều khoản khác

Article 17. Other provisions

1. Các nội dung liên quan khác không đề cập trong Quy chế này mặc nhiên thực hiện theo quy định tại Điều lệ Công ty, Quy chế nội bộ về quản trị công ty và quy định pháp luật có liên quan.

Other related contents not mentioned in this Regulation are automatically implemented in accordance with the provisions of the Company's Charter, internal regulations on corporate governance and relevant legal regulations.

2. Quy chế này là một Phụ lục đính kèm trong Quy chế nội bộ về quản trị công ty./This Regulation is an integral part (Appendix) attached to the Internal Regulations on corporate governance.

Điều 18. Hiệu lực thi hành

Article 18. Implementation and Date of validity

1. Quy chế này gồm 4 Chương, 18 Điều và có hiệu lực từ ngày 24/04/2026. Quy chế này có thể được chuyển ngữ sang tiếng Anh để tham khảo, tuy nhiên bản tiếng Việt được xem là bản chính thức và có giá trị ưu tiên trong mọi trường hợp.

These Regulations includes 4 Chapters, 17 Articles and takes effect from 24 April 2026. These Regulations may be translated into English for reference. However, the Vietnamese version is considered the official version and has priority in all cases.

2. Cổ đông, người đại diện hợp pháp của cổ đông và các cá nhân, tổ chức, phòng ban liên quan có trách nhiệm thực hiện theo Quy chế này.

Shareholders, legal representatives of shareholders and individuals, related organizations and departments are responsible for complying with this Regulation.

TP. HCM, Ngày 24 tháng 04 năm 2026
Ho Chi Minh city, ...24/04/2026

TM. HỘI ĐỒNG QUẢN TRỊ
ON BEHALF OF THE BOARD OF DIRECTORS
CHỦ TỊCH HĐQT/ CHAIRPERSON OF BOD



LAN, WAN-CHEN

CÔNG TY CỔ PHẦN ĐẦU TƯ
NHÃN HIỆU VIỆT
VIET BRAND INVEST
JOINT STOCK COMPANY

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

Số: 0304-003/TTr-BKS.2026

TP. Hồ Chí Minh, ngày 03 tháng 04 năm 2026
Ho Chi Minh City, dated 03 April 2026

**TỜ TRÌNH ĐẠI HỘI ĐỒNG CỔ ĐÔNG
THƯỜNG NIÊN NĂM 2026
SUBMISSION TO ANNUAL GENERAL
MEETING OF SHAREHOLDERS OF 2026**

V/v: Thông qua danh sách công ty kiểm toán độc lập năm 2026

Ref: To approve the list of independent auditing companies for the year 2026

Căn cứ/ Pursuant to:

- Luật chứng khoán số 54/2019/QH14 ngày 26/11/2019;
Law on Securities No. 54/2019/QH14 dated 26 November 2019;
- Luật doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;
Law on Enterprise No. 59/2020/QH14 dated 17 June 2020;
- Điều lệ Công ty Cổ phần Đầu tư Nhãn hiệu Việt ("Nhãn hiệu Việt" hoặc "Công Ty").
Charter of Viet Brand Invest Joint Stock Company ("Viet Brand" or "Company").

Ban Kiểm soát Công Ty Cổ Phần Đầu Tư Nhãn Hiệu Việt kính trình Đại Hội Đồng Cổ Đông thường niên năm 2026, như sau:

Board of Supervisors of Viet Brand Invest Joint Stock Company would like to propose to Annual General Meeting of Shareholders of 2026, as follows:

1. Thông qua danh sách công ty kiểm toán độc lập của Công Ty Cổ Phần Đầu Tư Nhãn Hiệu Việt năm 2026, như sau:

To approve the list of independent auditing companies of Viet Brand Invest Joint Stock Company in 2026, as follows:

- (i) Tên đơn vị kiểm toán: Công Ty TNHH Kiểm Toán Và Tư Vấn Chuẩn Việt

Auditor: Viet Values Auditing and Consulting Co., Ltd

Địa chỉ: 33 Phan Văn Khỏe, Phường Chợ Lớn, TP Hồ Chí Minh, Việt Nam

Address: 33 Phan Van Khoe, Cho Lon Ward, HCMC, Vietnam



Điện thoại/Tel: 028 3999 0091 - 028 3999 0097

Fax: 028 3999 0090

- (ii) Tên đơn vị kiểm toán: Công Ty TNHH KPMG

Auditor: KPMG Limited

Địa chỉ: Tầng 46, Keangnam Landmark 72, đường Phạm Hùng, Phường Yên Hòa, TP Hà Nội, Việt Nam

Address: 46th Floor, Keangnam Landmark 72, Pham Hung Street, Yen Hoa Ward, Hanoi City, Vietnam

Điện thoại/Tel: 028 3821 9266

Fax:

- (iii) Tên đơn vị kiểm toán: Công Ty TNHH Dịch Vụ Tư Vấn Tài Chính Kế Toán Và Kiểm Toán Phía Nam

Auditor: Southern Auditing And Accounting Financial Consulting Services Company Limited (AASCS)

Địa chỉ: 29 Võ Thị Sáu, Phường Tân Định, TP Hồ Chí Minh, Việt Nam

Address: 29 Vo Thi Sau, Tan Dinh Ward, HCMC

Điện thoại/Tel: 028 3999 0091 - 028 3999 0097

Fax: 028 3820 5944

- (iv) Tên đơn vị kiểm toán: Công Ty TNHH Kiểm Toán Và Tư Vấn UHY

Auditor: UHY Auditing and Consulting Co., Ltd

Địa chỉ: Tầng 5, Tòa B2, Roman Plaza, đường Tố Hữu, Phường Đại Mỗ, TP Hà Nội, Việt Nam

Address: 5th Floor, Building B2, Roman Plaza, To Huu Street, Dai Mo Ward, Hanoi City, Vietnam

Điện thoại/Tel: 024 5678 3999

Fax: 024 3755 7446

2. Ủy quyền cho Tổng Giám đốc thực hiện và ký tất cả các văn bản liên quan đến thủ tục cần thiết theo quy định của pháp luật về việc này.

To authorize General Director to implement and sign all documents related to the necessary procedure in accordance with the laws for this issue.

Ban Kiểm soát kính trình Đại Hội Đồng Cổ Đông thường niên năm 2026 xem xét thông qua.

Board of Supervisors would like to propose to Annual General Meeting of Shareholders of 2026 to consider to approve.

Trân trọng.

Best regards.

**TM. BAN KIỂM SOÁT/
ON BEHALF OF BOARD OF SUPERVISORS
TRƯỞNG BAN KIỂM SOÁT/
HEAD OF BOARD OF SUPERVISORS**



NGUYỄN THỊ THU TRANG

