

Số/ No.: 36 /2025/CV-ROXKEY

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

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi: - Ủy ban Chứng khoán Nhà nước;

- Sở giao dịch chứng khoán TP. HCM.

To: - State Securities Commission of Vietnam

- Ho Chi Minh Stock Exchange.

1. Tên tổ chức/ Name of organization: Công ty Cổ phần ROX Key Holdings/ ROX Key Holdings Joint Stock Company

Mã chứng khoán/ Stock code: TN1

Địa chỉ/ Address: Tầng 25, Tòa tháp A, 54A Nguyễn Chí Thanh, Phường Láng Thượng, Quận Đống Đa, Thành phố Hà Nội/ 25th floor, Tower A, 54A Nguyen Chi Thanh, Lang Thuong, Dong Da, Ha Noi.

Điện thoại liên hệ/ Tel.: 024 7307 3099

Fax: Không có/ Not available

Email: vanphongtn1@roxkey.vn

Website: https://roxkey.vn/

2. Nội dung thông tin công bố/ Contents of disclosure:

Công ty Cổ phần ROX Key Holdings (TN1) công bố thông tin Nghị quyết số 17/2025/NQ-HĐQT ngày 11/04/2025 vv cập nhật tài liệu họp Đại hội đồng cổ đông thường niên năm 2025. Cụ thể:

ROX Key Holdings Joint Stock Company (TN1) discloses the Resolution No. 17/2025/NQ-HĐQT dated 11/04/2025 about the updated documents of the 2025 Annual General Meeting of Shareholders as follows:

Văn bản Documents	Nội dung ban đầu Initial contents	Nội dung sau điều chỉnh Updated contents
Quy chế đề cử, ứng cử, bầu cử Thành viên Hội đồng quản trị Regulations on nomination, candidacy, election of members of the Board of Directors	Điều 4/ Article 4 4.1. Số lượng thành viên HĐQT cần bầu: 04 thành viên. Number of BOD members to be elected: 04 members. Điều 7/ Article 7 7.2. Danh sách ứng viên phải có từ 04 người trở lên. The candidate list must include at least 04 candidates.	Điều 4/ Article 4 4.1. Số lượng thành viên HĐQT cần bầu: 05 thành viên. Number of BOD members to be elected: 05 members. Điều 7/ Article 7 7.2. Danh sách ứng viên phải có từ 05 người trở lên. The candidate list must include at least 05 candidates.

Văn bản Documents	Nội dung ban đầu Initial contents	Nội dung sau điều chỉnh Updated contents
Tờ trình số 09/2025/TTr-ĐHĐCĐ vv miễn nhiệm các thành viên HĐQT đương nhiệm và bầu thành viên HĐQT nhiệm kỳ mới 2025-2030 <i>Submission No. 09/2025/TTr-ĐHĐCĐ on dismissal of the current Board of Directors members and election for the new period 2025-2030</i>	II.1. Số lượng thành viên HĐQT nhiệm kỳ 2025-2030: 04 thành viên , trong đó có 01 thành viên HĐQT độc lập <i>Number of the Board of Directors members for the 2025-2030 term: 04 members, including 01 independent member</i>	II.1. Số lượng thành viên HĐQT nhiệm kỳ 2025-2030: 05 thành viên , trong đó có 01 thành viên HĐQT độc lập <i>Number of the Board of Directors members for the 2025-2030 term: 05 members, including 01 independent member</i>
Tờ trình số 10/2025/TTr-ĐHĐCĐ vv Thông qua thay đổi Người đại diện theo pháp luật và sửa đổi Điều lệ công ty <i>Submission No. 10/2025/TTr-ĐHĐCĐ on approving the change of Legal Representative and amendments of the Company Charter</i>	2. Sửa đổi Điều lệ Công Ty/ <i>Amendments of the Company Charter:</i> Điều 25/ <i>Article 25</i> 25.1. Số lượng thành viên HĐQT là 04 (bốn) thành viên <i>25.1. The number of members of the Board of Directors is 04 (four) members.</i>	2. Sửa đổi Điều lệ Công Ty/ <i>Amendments of the Company Charter:</i> Điều 25/ <i>Article 25</i> 25.1. Số lượng thành viên HĐQT là 05 (năm) thành viên <i>25.1. The number of members of the Board of Directors is 05 (five) members.</i>

Lý do: HĐQT quyết định số lượng thành viên HĐQT là 5 người để phù hợp với nhu cầu quản trị của công ty

Reasons: The BOD decided that the number of the BOD members is 5 people to suit the company's management needs.

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 11/04/2025 tại đường dẫn <https://roxkey.vn/quan-he-co-dong/> This information was published on the company's website on 11/04/2025 (date), as in the link <https://roxkey.vn/quan-he-co-dong/>.

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/ We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.

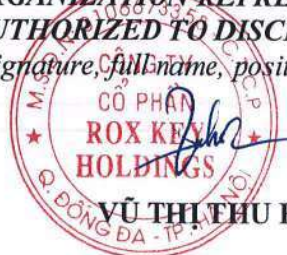
Tài liệu đính kèm:

Nghị quyết HĐQT số
07./2025/NQ-HĐQT

Attached documents:

Resolution No.
07./2025/NQ-HĐQT

ĐẠI DIỆN TỔ CHỨC
NGƯỜI ĐƯỢC ỦY QUYỀN CÔNG BỐ THÔNG TIN
ORGANIZATION REPRESENTATIVE
PERSON AUTHORIZED TO DISCLOSE INFORMATION
(Signature, full name, position, and seal)



VŨ THỊ THU HÀ

Số/No.: 07/2025/NQ-HĐQT

Hà Nội, ngày/day 11 tháng/month 4 năm/year 2025

NGHỊ QUYẾT
RESOLUTION

(V/v: Cập nhật tài liệu họp ĐHĐCĐ thường niên năm 2025)

(Re: Updating the documents for the 2025 Annual General Meeting of Shareholders)

HỘI ĐỒNG QUẢN TRỊ CÔNG TY CỔ PHẦN ROX KEY HOLDINGS
BOARD OF DIRECTORS OF ROX KEY HOLDINGS JOINT STOCK COMPANY

- Căn cứ Luật Doanh nghiệp và các văn bản hướng dẫn thi hành;
Pursuant to Law on Enterprises and its guiding documents
- Căn cứ Luật Chứng khoán và các văn bản hướng dẫn thi hành;
Pursuant to Law on Securities and its guiding documents
- Căn cứ Điều lệ Công ty Cổ phần ROX Key Holdings (“Công Ty”);
Pursuant to Charter of ROX Key Holdings Joint Stock Company (“Company”)
- Căn cứ Nghị quyết số 05/2025/NQ-HĐQT ngày 26/03/2025;
Pursuant to the Resolution No. 05/2025/NQ- HĐQT dated 26/03/2025
- Căn cứ Biên bản họp Hội đồng Quản trị (“HĐQT”) Công Ty ngày 11/04/2025.
Pursuant to the Minutes of the Board of Directors (“BOD”) meeting of the Company on 11/04/2025

QUYẾT NGHỊ
RESOLVES

Điều 1. Thông qua cập nhật tài liệu họp Đại hội đồng cổ đông (“ĐHĐCĐ”) thường niên năm 2025 của Công Ty, cụ thể như sau:

Article 1. To approve of updated documents for the 2025 Annual General Meeting of Shareholders (“GMOS”), specifically as follows:

Văn bản Documents	Nội dung ban đầu Initial contents	Nội dung sau điều chỉnh Updated contents
Quy chế đề cử, ứng cử, bầu cử Thành viên Hội đồng quản trị Regulations on nomination, candidacy,	Điều 4/ Article 4 4.1. Số lượng thành viên HĐQT cần bầu: 04 thành viên. Number of BOD members to be elected: 04 members.	Điều 4/ Article 4 4.1. Số lượng thành viên HĐQT cần bầu: 05 thành viên. Number of BOD members to be elected: 05 members.



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Văn bản Documents	Nội dung ban đầu Initial contents	Nội dung sau điều chỉnh Updated contents
<i>election of members of the Board of Directors</i>	Điều 7/ Article 7 7.2. Danh sách ứng viên phải có từ 04 người trở lên. <i>The candidate list must include at least 04 candidates.</i>	Điều 7/ Article 7 7.2. Danh sách ứng viên phải có từ 05 người trở lên. <i>The candidate list must include at least 05 candidates.</i>
Tờ trình số 09/2025/TTr-ĐHĐCĐ vv miễn nhiệm các thành viên HĐQT đương nhiệm và bầu thành viên HĐQT nhiệm kỳ mới 2025-2030 <i>Submission No. 09/2025/TTr-ĐHĐCĐ on dismissal of the current Board of Directors members and election for the new period 2025-2030</i>	II.1. Số lượng thành viên HĐQT nhiệm kỳ 2025-2030: 04 thành viên , trong đó có 01 thành viên HĐQT độc lập <i>Number of the Board of Directors members for the 2025-2030 term: 04 members, including 01 independent member</i>	II.1. Số lượng thành viên HĐQT nhiệm kỳ 2025-2030: 05 thành viên , trong đó có 01 thành viên HĐQT độc lập <i>Number of the Board of Directors members for the 2025-2030 term: 05 members, including 01 independent member</i>
Tờ trình số 10/2025/TTr-ĐHĐCĐ vv Thông qua thay đổi Người đại diện theo pháp luật và sửa đổi Điều lệ công ty <i>Submission No. 10/2025/TTr-ĐHĐCĐ on approving the change of Legal Representative and amendments of the Company Charter</i>	2. Sửa đổi Điều lệ Công Ty/ <i>Amendments of the Company Charter:</i> Điều 25/ Article 25 25.1. Số lượng thành viên HĐQT là 04 (bốn) thành viên <i>25.1. The number of members of the Board of Directors is 04 (four) members.</i>	2. Sửa đổi Điều lệ Công Ty/ <i>Amendments of the Company Charter:</i> Điều 25/ Article 25 25.1. Số lượng thành viên HĐQT là 05 (năm) thành viên <i>25.1. The number of members of the Board of Directors is 05 (five) members.</i>

Lý do: HĐQT quyết định số lượng thành viên HĐQT là 5 người để phù hợp với nhu cầu quản trị của công ty

Reasons: The BOD decided that the number of the BOD members is 5 people to suit the company's management needs.

Chi tiết các tài liệu kèm theo Nghị quyết này/ Documents details are attached hereto.

Điều 2. Nghị quyết này có hiệu lực kể từ ngày ký.

Trong phạm vi quyền hạn và trách nhiệm của mình, các thành viên HĐQT, Tổng Giám

đồng, các Phòng/Ban/Đơn vị và cá nhân liên quan chịu trách nhiệm thi hành Nghị quyết này./.

Article 2. This Resolution shall be valid from the date of signing.

Within the scope of their authority and responsibility, the members of the BOD, the General Director, Departments/Offices/Units and related individuals shall be responsible for implementing this Resolution./.

Nơi nhận:

Recipients:

- Như trên;
As above;
- Lưu: HC.
Filed.

TM. HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
O/B. BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD OF DIRECTORS



TRẦN XUÂN QUẢNG



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

**QUY CHẾ ĐỀ CỬ, ỨNG CỬ, BẦU CỬ
THÀNH VIÊN HỘI ĐỒNG QUẢN TRỊ
REGULATIONS ON NOMINATION, CANDIDACY, ELECTION OF
MEMBERS OF THE BOARD OF DIRECTORS**

(Áp dụng để bầu thành viên Hội đồng quản trị nhiệm kỳ 2025-2030 tại Đại hội đồng cổ đông thường niên 2025)

(Applicable for the election of the Board of Directors members for the 2025-2030 term at the 2025 Annual General Meeting of Shareholders)

Căn cứ:

Pursuant to:

- Luật Doanh nghiệp và các văn bản hướng dẫn thi hành;
Law on Enterprises 2020 and its guiding documents;
- Luật chứng khoán và các văn bản hướng dẫn thi hành;
Law on Securities and its guiding documents;
- Điều lệ của Công ty Cổ phần ROX Key Holdings.
Charter of ROX Key Holdings Joint Stock Company.
- Nghị quyết số 05/2025/NQ-HĐQT ngày 26/03/2025 và Nghị quyết số 07/2025/NQ-HĐQT ngày 11/04/2025 của Hội đồng quản trị Công ty Cổ phần ROX Key Holdings.
Resolution No. 05/2025/NQ- HĐQT dated 26/03/2025 and Resolution No. 07/NQ-HĐQT dated 11/04/2025 of the Board of Directors of ROX Key Holdings Joint Stock Company.

Đại hội đồng cổ đông (“**ĐHĐCĐ**”) Công ty Cổ phần ROX Key Holdings (“**Công ty**”) tiến hành thực hiện quyền đề cử, ứng cử và bầu thành viên Hội đồng quản trị Công ty (“**HĐQT**”) cho nhiệm kỳ 2025-2030 theo Quy chế đề cử, ứng cử, bầu cử thành viên HĐQT này (“**Quy chế**”) được ban hành bởi HĐQT căn cứ Điều 21.10 Điều lệ Công ty, với các quy định như sau:

The General Meeting of Shareholders (“**GMOS**”) of ROX Key Holdings Joint Stock Company (“**Company**”) shall exercise the right to nominate, candidate, and elect members of the Board of Directors (“**BOD**”) for the 2025-2030 term in accordance with this Regulation on nomination, candidacy, and election of BOD members (“**Regulation**”), which is issued by the BOD pursuant to Article 21.10 of the Company's Charter, with the following provisions:

Điều 1. Phạm vi điều chỉnh

Article 1. Scope of application

Quy chế này quy định cụ thể về trình tự, thủ tục, trách nhiệm của các bên liên quan trong việc bầu thành viên HĐQT nhiệm kỳ 2025-2030 tại cuộc họp ĐHĐCĐ thường niên năm 2025.

This Regulation specifies the procedures, processes, and responsibilities of relevant parties in the election of BOD members for the 2025-2030 term at the 2025 Annual General Meeting of Shareholders.

Điều 2. Đối tượng áp dụng

Article 2. Subjects of application

Cổ đông Công ty, HĐQT và các bên liên quan trong việc bầu thành viên HĐQT nhiệm kỳ 2025-2030 tại cuộc họp ĐHĐCĐ thường niên năm 2025.

Company shareholders, the BOD, and relevant parties in the election of BOD members for the 2025-2030 term at the 2025 Annual GMOS.

Điều 3. Đối tượng thực hiện ứng cử, đề cử, bầu cử

Article 3. Eligible persons to nominate, candidate, vote

Tất cả cổ đông sở hữu cổ phần có quyền biểu quyết của Công ty theo danh sách cổ đông do Tổng công ty Lưu ký và bù trừ chứng khoán Việt Nam (“VSDC”) cung cấp cho Công ty và được chốt tại ngày **17/03/2025** hoặc những người được cổ đông ủy quyền hợp lệ theo quy định của Quy chế này.

All shareholders holding voting shares of the Company, as listed in the shareholder register provided by the Vietnam Securities Depository and Clearing Corporation (“VSDC”) and finalized as of 17/03/2025, or individuals duly authorized by shareholders in accordance with the provisions of this Regulation.

Điều 4. Số lượng, nhiệm kỳ và tiêu chuẩn thành viên HĐQT

Article 4. Quantity, term, and qualifications of BOD Members

4.1. Số lượng thành viên HĐQT cần bầu: 05 thành viên.

Number of BOD members to be elected: 05 members.

4.2. Nhiệm kỳ của thành viên HĐQT được bầu: 2025 – 2030.

Term of the elected BOD members: 2025 – 2030.

4.3. Số lượng ứng viên tối đa: Không hạn chế.

Maximum number of candidates: No limit.

4.4. Tiêu chuẩn và điều kiện của thành viên HĐQT được bầu:

Qualifications and requirements for elected BOD members:

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

Must not fall under any category prohibited from establishing or managing enterprises

in Vietnam as prescribed by law;

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

Must have professional qualifications and experience in business management or in the Company's business sector/industry;

- c) Chỉ được đồng thời là thành viên HĐQT tại tối đa 05 công ty khác;

May simultaneously serve as a BOD member in no more than five other companies;

- d) Các tiêu chuẩn, điều kiện khác theo quy định của pháp luật.

Must meet other standards and conditions as required by law.

Điều 5. Thực hiện quyền đề cử, ứng cử thành viên HĐQT

Article 5. Exercise of the right to nominate and candidate as BOD Members

- 5.1. Cổ đông hoặc nhóm cổ đông sở hữu từ 10% tổng số cổ phần phổ thông trở lên có quyền đề cử người vào HĐQT. Các cổ đông phổ thông hợp thành nhóm để đề cử người vào HĐQT phải thông báo về việc hợp nhóm cho các cổ đông khác biết trước khi gửi hồ sơ ứng cử, đề cử về Công ty (căn cứ Điều 11.3 Điều lệ Công ty).

Shareholders or groups of shareholders holding at least 10% of the total common shares have the right to nominate candidates for the BOD. Shareholders forming a group to nominate candidates must notify other shareholders of their grouping before submitting nomination and candidacy documents to the Company (pursuant to Article 11.3 of the Company's Charter).

- 5.2. Cổ đông hoặc nhóm cổ đông nắm giữ từ 10% đến 20% tổng số cổ phần có quyền biểu quyết được đề cử 01 (một) ứng viên; nắm giữ từ 20% đến dưới 30% được đề cử tối đa 02 (hai) ứng viên; nắm giữ từ 30% đến dưới 40% được đề cử tối đa 03 (ba) ứng viên; nắm giữ từ 40% đến dưới 50% được đề cử tối đa 04 (bốn) ứng viên; nắm giữ từ 50% đến dưới 60% được đề cử tối đa 05 (năm) ứng viên; nắm giữ từ 60% đến dưới 70% được đề cử tối đa 06 (sáu) ứng viên; nắm giữ từ 70% đến dưới 80% được đề cử tối đa 07 (bảy) ứng viên; và nắm giữ từ 80% trở lên được đề cử tối đa 08 (tám) ứng viên (căn cứ Điều 24.2 Điều lệ Công ty).

Shareholders or groups of shareholders holding: From 10% to 20% of total voting shares may nominate one (1) candidate; From 20% to less than 30% may nominate up to two (2) candidates; From 30% to less than 40% may nominate up to three (3) candidates; From 40% to less than 50% may nominate up to four (4) candidates; From 50% to less than 60% may nominate up to five (5) candidates; From 60% to less than 70% may nominate up to six (6) candidates; From 70% to less than 80% may nominate up to seven (7) candidates; From 80% or more may nominate up to eight (8) candidates (pursuant to Article 24.2 of the Company's Charter).

- 5.3. Trường hợp số lượng ứng viên đủ tiêu chuẩn, điều kiện theo đề cử, ứng cử của cổ đông Công ty không đủ số lượng cần thiết thì HĐQT đề cử thêm ứng viên.

If the number of qualified candidates nominated or self-nominated by the Company's

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shareholders is insufficient, the BOD shall nominate additional candidates.

- 5.4. Cổ đông hoặc nhóm cổ đông ứng cử, đề cử ứng viên thành viên HĐQT phải gửi hồ sơ ứng viên theo quy định tại Điều 6 Quy chế này về Công ty **trước 17h00 ngày 03/04/2025**. Hình thức gửi hồ sơ:

*Shareholders or groups of shareholders nominating or self-nominating candidates for the BOD must submit the candidate's dossier as stipulated in **Article 6** of this Regulation to the Company **before 17:00 on April 03, 2025**. Submission methods:*

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

Submit the original nomination and candidacy dossier via registered mail to the Company:

Công ty Cổ phần ROX Key Holdings

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

Điện thoại: 0906 284 205

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

ROX Key Holdings Joint Stock Company

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

Phone: 0906 284 205

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

- **Gửi bản scan** vào hộp thư điện tử: **havtt5@rox.vn**. Địa chỉ được sử dụng để gửi email phải là địa chỉ email của cổ đông đã được đăng ký tại danh sách cổ đông lưu ký, đăng ký tại VSDC.

Send a scanned copy to the email: havtt5@rox.vn. The email address used must be registered in the list of depository shareholders by the VSDC.

- 5.5. Căn cứ Sơ yếu lý lịch của các ứng viên, HĐQT thông qua danh sách ứng viên và công bố thông tin theo quy định của pháp luật và Điều lệ Công ty.

Based on the Curriculum Vitae of the candidates, the BOD shall approve the list of candidates and disclose information in accordance with legal regulations and the Company's Charter.

Điều 6. Hồ sơ đề cử, ứng cử thành viên HĐQT

Article 6. Dossier for nomination and candidacy of BOD Members

- 6.1. Đơn Đề cử/ứng cử thành viên HĐQT (theo mẫu được đăng tải trên website của Công ty);

Nomination/Candidacy Application for BOD Membership (using the template available on the Company's website);

- 6.2. Sơ yếu lý lịch tự khai (theo mẫu được đăng tải trên website của Công ty);

Self-declared Curriculum Vitae (using the template available on the Company's website);

- 6.3. Bản sao chứng thực các văn bằng, chứng chỉ học vấn, chuyên môn;

Certified copies of academic and professional qualifications;

- 6.4. Bản sao chứng thực giấy tờ pháp lý cá nhân (CCCD/Hộ chiếu);

Certified copies of legal identification documents (Citizen ID/Passport);

- 6.5. Biên bản họp của nhóm cổ đông về việc đề cử thành viên HĐQT (trong trường hợp các cổ đông họp thành nhóm để đề cử thành viên HĐQT).

Meeting minutes of the shareholder group regarding the nomination of BOD members (in case shareholders form a group to nominate candidates).

Cổ đông hoặc nhóm cổ đông và người được đề cử, ứng cử thành viên HĐQT phải tự chịu trách nhiệm trước pháp luật và ĐHCĐ về tính chính xác, trung thực của hồ sơ đề cử, ứng cử của mình.

Shareholders, shareholder groups, and nominated/self-nominated candidates for the BOD shall be solely responsible before the law and the GMOS for the accuracy and truthfulness of their nomination and candidacy dossiers.

Điều 7. Phương thức bầu thành viên HĐQT

Article 7. Method of electing BOD Members

- 7.1. Việc bầu thành viên HĐQT **không thực hiện theo phương thức bầu dồn phiếu.**

The election of BOD members shall not be conducted using the cumulative voting method.

- 7.2. Danh sách ứng viên phải có từ **05 người** trở lên.

The candidate list must include at least 05 candidates.

- 7.3. Danh sách ứng viên sẽ được HĐQT chốt và công bố trước thời điểm gửi Thư mời họp tới cổ đông Công ty. Họ tên của những ứng viên nằm trong Danh sách ứng viên được công bố sẽ được ghi rõ trên Phiếu biểu quyết.

The BOD shall finalize and announce the candidate list before sending the Invitation letter to the Company's shareholders. The names of the candidates included in the announced candidate list shall be clearly stated on the Voting Ballot.

- 7.4. Với mỗi ứng viên, mỗi cổ đông có số phiếu biểu quyết căn cứ theo số cổ phần có quyền biểu quyết mà cổ đông đó đang sở hữu và phải lựa chọn một trong ba phương án "**Tán thành**", "**Không tán thành**", "**Không có ý kiến**" nêu tại Phiếu biểu quyết đối với việc bầu từng ứng viên làm thành viên HĐQT.

For each candidate, each shareholder shall have voting rights based on the number of voting shares they own and must choose one of the three options on the Voting Ballot: "Approve", "Disapprove" or "No Opinion" for the election of each candidate as a BOD member.

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7.5. Phiếu biểu quyết:

Voting Ballot:

Mỗi cổ đông có quyền biểu quyết sẽ thực hiện việc bầu thành viên HĐQT bằng Phiếu biểu quyết. Quy định về nội dung, tính hợp lệ của Phiếu biểu quyết thực hiện theo quy định của Quy chế tổ chức và biểu quyết Đại hội đồng cổ đông thường niên năm 2025 được công bố tại website <https://roxkey.vn/quan-he-co-dong>.

Each shareholder with voting rights shall elect BOD members using a Voting Ballot. The regulations regarding the content and validity of the Voting Ballot shall comply with the Regulations on the organization and voting of the 2025 Annual General Meeting of Shareholders, which is published on the website <https://roxkey.vn/quan-he-co-dong>.

Điều 8. Cách tính kết quả bầu thành viên HĐQT

Article 8. Calculation of election results for BOD Members

- 8.1. Ứng viên trúng cử thành viên HĐQT được xác định theo số phiếu bầu tính từ cao xuống thấp, bắt đầu từ ứng viên có số phiếu “*Tán thành*” cao nhất cho đến khi đủ số lượng thành viên cần bầu.

Elected BOD members shall be determined based on the number of votes received, ranked from highest to lowest, starting with the candidate who receives the most "Approve" votes until the required number of members is reached.

- 8.2. Ứng viên nhận được 0 (không) phiếu biểu quyết “*Tán thành*” không được trúng cử.

A candidate who receives zero (0) "Approve" votes shall not be elected.

- 8.3. Trường hợp có các ứng viên có số phiếu biểu quyết “*Tán thành*” ngang nhau thì HĐQT tổ chức bầu lại giữa những ứng viên đó để chọn ra ứng viên trúng cử có số phiếu “*Tán thành*” cao hơn.

In case multiple candidates receive the same number of "Approve" votes, the BOD shall conduct a re-election among those candidates to determine the elected candidate with the higher number of "Approve" votes.

- 8.4. Trường hợp không có đủ ứng viên trúng cử thì HĐQT tổ chức bầu bổ sung theo quy định của pháp luật và Điều lệ Công ty.

In case the required number of elected candidates is not met, the BOD shall organize a supplementary election in accordance with legal regulations and the Company's Charter.

Điều 9. Kiểm phiếu

Article 9. Vote Counting

HĐQT tiến hành kiểm phiếu và lập Biên bản kiểm phiếu biểu quyết theo quy định của Quy chế tổ chức và biểu quyết Đại hội đồng cổ đông thường niên năm 2025 được công bố tại website <https://roxkey.vn/quan-he-co-dong>.

The BOD shall conduct the vote counting and prepare the Vote Counting Minutes in

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

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

Số/No.: 09/2025/TTr-ĐHĐCĐ

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

TỜ TRÌNH

SUBMISSION FOR APPROVAL

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Send the original nomination and candidacy documents to the Company:



3/

Công ty Cổ phần ROX Key Holdings

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

Điện thoại: 0906 284 205

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

ROX Key Holdings Joint Stock Company

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

Phone: 0906 284 205

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

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

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

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

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

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

Respectfully submit to the GMOS for consideration and approval.

Nơi nhận/Recipients:

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

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



TRẦN XUÂN QUẢNG

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

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

Số/No.: 10/2025/TTr-ĐHĐCĐ

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

TỜ TRÌNH

SUBMISSION FOR APPROVAL

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

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

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

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

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

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

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

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

Change of the Company's Legal Representative

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

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



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

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

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

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

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

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

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

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

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

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

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

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

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

Xin trân trọng cảm ơn./.

Best regards./.



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



TRẦN XUÂN QUẢNG



THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

DRAFT



CHARTER

ROX KEY HOLDINGS JOINT STOCK COMPANY

Pursuant to:

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

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

INTRODUCTION

I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

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

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

1

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

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

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

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

Directors and within the scope of applicable laws.

Article 3. Legal representative of the Company

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

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

Article 4. Operational objectives of the Company

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

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

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

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

4.2. Operational objectives of the Company

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

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

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

Article 5. Scope of business and operation of the Company

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

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, and founding shareholders

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

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

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

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

Article 7. Stock Certificate and Shareholder Register

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

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

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

Article 8. Other securities certificates

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

Article 9. Transfer of shares

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

provisions of law.

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

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL

Article 10. Organizational structure, management and control

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

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

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of shareholders

11.1. Ordinary shareholders have the following rights:

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

- l) Conduct remote voting at the General Meeting of Shareholders (if any)
 - m) Other rights as prescribed by law and this Charter.
- 11.2.** Shareholders or groups of shareholders holding 05% or more of the total number of ordinary shares have the following rights:
- a) Request the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of law and this Charter;
 - b) Review, look up, and extract the minutes, resolution, and decision numbers of the Board of Directors, semi-annual and annual financial statements, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company;
 - c) Request the Board of Directors to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, and legal document number for individual shareholders; name, business registration number or legal document number, and head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total number of shares of the Company; issues to be inspected, purpose of inspection;
 - d) Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each class of shares of the shareholder, and the issues proposed to be included in the agenda.
 - e) Other rights as prescribed by law and this Charter.
- 11.3.** Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares have the right to nominate candidates for the Board of Directors. The nomination of candidates for the Board of Directors as stated in this clause shall be carried out as follows:
- a) Ordinary shareholders forming a group to nominate candidates for the Board of Directors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;
 - b) Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this clause are entitled to nominate one or several people as decided by the General Meeting of Shareholders as candidates for the Board of Directors. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.
- 11.4.** Authorized representative of the Company's shareholder is an organization:
- a) The authorized representative of the Company's shareholder that is an organization must be an individual authorized in writing to exercise the rights and obligations on behalf of such shareholder in accordance with the provisions of this Charter and the law. The appointment of an authorized representative shall be carried out in accordance with the following provisions:

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

Article 12. Obligations of shareholders

Shareholders have the following obligations:

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

and the Board of Directors.

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

Article 13. General Meeting of Shareholders

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

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

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

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

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

13.4. Convocation of the Extraordinary General Meeting of Shareholders

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Article 15. Authorization to attend the General Meeting of Shareholders

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

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

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

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

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

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

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

Article 16. Change of rights

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

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

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

- 16.3. The procedures for conducting meetings as stated in Clause 1 of this Article shall be implemented in accordance with the provisions of Articles 17, 18, 19, 20 and 21 of this Charter.
- 16.4. Unless otherwise provided in the terms of issue of shares, the special rights attached to the classes of shares with preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

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

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

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

- a) Meeting agenda, and documents used in the meeting;
 - b) List and detailed information of candidates in case of election of members of the Board of Directors;
 - c) Form of Authorization Letter to attend the meeting;
 - d) Vote;
 - e) Draft resolution for each issue in the meeting agenda.
- 17.4.** A shareholder or group of shareholders as prescribed in Article 11.2 of this Charter has the right to propose an issue to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 03 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each class of shares of the shareholder, and the issue proposed to be included in the agenda.
- 17.5.** The convener of the General Meeting of Shareholders has the right to reject the proposal specified in Article 17.4 of this Charter if it falls under one of the following cases:
- a) The proposal is not submitted in accordance with the provisions of Article 17.4 of this Charter;
 - b) At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of ordinary shares as prescribed in Article 11.2 of this Charter;
 - c) The proposed issue is not within the authority of the General Meeting of Shareholders;
 - d) Other cases as prescribed by law and this Charter.
- 17.6.** The convener of the General Meeting of Shareholders must accept and include the proposal specified in Article 17.4 of this Charter in the proposed agenda and content of the meeting, except for the case specified in Article 17.5 of this Charter; the proposal will be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders
- 17.7.** Shareholders have the right to check, look up, extract, and copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders; request to correct incorrect information or add necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders. The Company's managers must promptly provide information in the Shareholder Register, correct and supplement incorrect information upon request of shareholders; and be responsible for compensating for damages arising from failure to provide or untimely and inaccurate provision of

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

Article 18. Conditions for holding a General Meeting of Shareholders

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

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

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

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

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

accordance with the Regulations of the General Meeting of Shareholders.

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

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

measures;

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

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

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

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

Regulations.

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

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

- 21.1. The Board of Directors has the right to collect written opinions from shareholders to pass the Resolution of the General Meeting of Shareholders when deemed necessary for the benefit of the Company.
- 21.2. The Board of Directors must prepare the opinion form, draft Resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send it to all shareholders with voting rights at least 10 days before the deadline for returning the opinion form. The preparation of the list of shareholders with voting rights, requirements and methods for sending opinion forms and accompanying documents shall be implemented in accordance with the provisions in Clause (a) Article 17.2 and Article 17.3 of this Charter.
- 21.3. The opinion form must contain the following main contents:
 - a) Name, head office address, and business registration number of the Company;
 - b) Purpose of opinion;
 - c) Full name, contact address, nationality, and legal document number for individual shareholders; name, business registration number or legal document number, and head office address for institutional shareholders or full name, contact address, nationality, legal document number of the individual for the authorized representative of the institutional shareholder; number of shares of each class and number of votes of the shareholder;
 - d) Issues requiring opinions to pass the decision;
 - e) Voting options including approval, disapproval and no opinion for each issue to be voted on;
 - f) Deadline for sending the completed opinion form to the Company;
 - g) Full name and signature of the Chairman of the Board of Directors.
- 21.4. Shareholders may send their completed opinion forms to the Company by mail, fax or email in accordance with the following provisions:
 - a) In case of sending by mail, the completed opinion form must be signed by the individual shareholder, the authorized representative or the legal representative of the institutional shareholder. The opinion form sent to the Company must be contained in a sealed envelope and no one is allowed to open it before the vote counting;
 - b) In case of sending by fax or email, the opinion form sent to the Company must be kept confidential until the time of counting the votes;
 - c) Opinion forms sent to the Company after the deadline specified in the opinion form or opened in the case of mailing and disclosed in the case of faxing or emailing are invalid. Opinion forms that are not returned are considered non-participating forms.
- 21.5. The Board of Directors shall count the votes and prepare a vote counting record in the presence of shareholders who do not hold management positions in the Company. The vote counting record must contain the following main contents:

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

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

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

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

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

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

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

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

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

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

following main contents:

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

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

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

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

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

23.2. Validity of Resolutions of the General Meeting of Shareholders

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

VII. Board of Directors

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

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

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

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

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

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

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

- 25.1.** The number of members of the Board of Directors is 05 (five) members.
- 25.2.** The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors for no more than 02 consecutive terms. In case all members of the Board of Directors end their terms at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.
- 25.3.** The structure of the Board of Directors is as follows:
The structure of the Board of Directors must ensure that at least 1/3 of the total

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

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

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

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

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

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

Article 26. Powers and obligations of the Board of Directors

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

- i) Decide on the management and exercise of the Company's rights and obligations corresponding to the capital contributions and shares owned by the Company in other enterprises; select, authorize, replace the Company's authorized representative to manage the Company's capital contributions and shares, represent the Company to implement the rights and obligations corresponding to the Company's capital contributions and shares in other enterprises, decide on the remuneration and other benefits of those persons;
- j) Supervise and direct the General Director and managers, and other executives in the daily business operations of the Company;
- k) Decide on the organizational structure and internal management regulations of the Company, decide on the establishment, operation and termination of the operation of subsidiaries, branches, representative offices and business locations of the Company and the capital contribution and purchase of shares of other enterprises;
- l) Approve the agenda and contents of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
- m) Submit audited annual financial statements to the General Meeting of Shareholders;
- n) Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;
- o) Propose the reorganization, division, separation, merger, consolidation, dissolution, and request for bankruptcy of the Company;
- p) Decide to issue the Board of Directors' Operating Regulations, Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; decide to issue the Operating Regulations of the Audit Committee under the Board of Directors, Regulations on Information Disclosure of the Company;
- q) Decide on the Company's signing of contracts and transactions as prescribed in Article 40.6 and Article 40.7 of this Charter;
- r) Other rights and obligations as prescribed by law, this Charter and the Company's regulations.

26.3. The Board of Directors must report to the Annual General Meeting of Shareholders on the results of the Board of Directors' operations in accordance with the provisions of law and this Charter.

26.4. At the end of the financial year, the Board of Directors must submit to the General Meeting of Shareholders the following reports:

- a) Report on the Company's business results;
- b) Financial statements;
- c) Report on the assessment of the Company's management and operation;
- d) Reports of independent members of the Board of Directors in the Audit Committee.

The reports mentioned in this Clause shall be sent at the same time as sending documents and disclosing information to shareholders entitled to attend the meeting.

26.5. The reports specified in Article 26.4 of this Charter must be kept at the company's head office at least 10 days before the opening date of the annual General Meeting of Shareholders. Shareholders who have continuously owned shares of the company for

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

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

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

Article 28. Chairman of the Board of Directors

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

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

Article 29. Meetings of the Board of Directors

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

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

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

Article 30. Subcommittees under the Board of Directors

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

Article 31. Person in charge of corporate governance

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

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

VIII. GENERAL DIRECTOR AND OTHER MANAGERS

Article 32. Organization of management apparatus

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

Article 33. Executives of the Company

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

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

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

Company;

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

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

IX. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS

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

- 35.1.** The Chairman of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and are not executives of the Company.
- 35.2.** The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at the meeting of the Board of Directors.

Article 36. Composition of the Audit Committee

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

Article 37. Rights and obligations of the Audit Committee

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

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

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

Article 38. Meetings of the Audit Committee

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Article 41. Liability for damages and compensation

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

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

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

XI. RIGHT TO INVESTIGATE COMPANY BOOKS AND RECORDS

Article 42. Right to investigate books and records

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

XII. EMPLOYEES AND TRADE UNION

Article 43. Employees and trade union

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

XIII. PROFIT DISTRIBUTION

Article 44. Profit distribution

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

XIV. BANK ACCOUNT, FINANCIAL YEAR AND ACCOUNTING SYSTEM

Article 45. Bank account

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

Article 46. Financial year

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

Article 47. Accounting system

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

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

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

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

Article 49. Annual report

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

XVI. COMPANY AUDIT

Article 50. Auditing

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

XVII. ENTERPRISE SEAL

Article 51. Enterprise seal

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

XVIII. TERMINATION OF OPERATION AND LIQUIDATION

Article 52. Dissolution of the Company

The Company may be dissolved in the following cases:

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

Article 53. Liquidation

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

XIX. RESOLUTION OF INTERNAL DISPUTES

Article 54. Resolution of internal disputes

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

between:

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

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

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

XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 55. Company Charter

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

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

XXI. EFFECTIVE DATE

Article 56. Effective date

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

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

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

56.4. Copies or extracts of the Company's Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors in office at the time of the extract.

ROX KEY HOLDINGS JOINT STOCK COMPANY

LEGAL REPRESENTATIVE

APPENDIX 01
FOUNDING SHAREHOLDERS OF ROX KEY HOLDINGS JOINT STOCK COMPANY

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