CÔNG TY CỔ PHẦN ĐẦU TƯ NHÃN HIỆU VIỆT
Digitally signed by CÔNG TY CỔ PHẦN ĐẦU TƯ NHÃN HIỆU VIỆT
DN: C=VN, S=THÀNH PHỐ HỒ CHÍ MINH, CN=CÔNG TY CỔ PHẦN ĐẦU TƯ NHÃN HIỆU VIỆT, OID.0.9.2342.19200300.100.1.1=MST:0312080709
Reason: I am the author of this document
Location: your signing location here
Date: 2026.11.13 14:22:59+07'00'
Foxit Reader Version: 10.1.1

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

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

Số/No.:1311-001/CV-CBTT.2026

TP.HCM, ngày 13 tháng 11 năm 2026
Ho Chi Minh City, 13 November 2026

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi:
- **Ủy ban Chứng khoán nhà nước**
  State Securities Commission of Vietnam;
- **Sở Giao Dịch Chứng Khoán Thành Phố Hồ Chí Minh**
  Hochiminh Stock Exchange

1. Tên tổ chức/*Name of organization:* CÔNG TY CỔ PHẦN ĐẦU TƯ NHÃN HIỆU VIỆT

- Mã chứng khoán/Mã thành viên/ *Stock code/ Broker code:* ABR

- Địa chỉ/*Address:* Tầng 4, Tòa nhà Crescent Residence 3, Số 109 Tôn Dật Tiên, Phường Tân Mỹ, Thành phố Hồ Chí Minh, Việt Nam/ *4F, Crescent Residence 3 Building, No. 109 Ton Dat Tien, Tan My Ward, Ho Chi Minh City, Vietnam*

- Điện thoại liên hệ/*Tel.:* (+84 28) 5413 8366 Fax: (+84 28) 5413 8370

- E-mail: cbtt.abr@gmail.com

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

Căn cứ vào Thông tư 96/2020/TT-BTC hướng dẫn công bố thông tin trên thị trường chứng khoán, Công ty Cổ phần Đầu tư Nhãn hiệu Việt trân trọng công bố thời gian, địa điểm, tài liệu họp Đại hội đồng cổ đông bất thường năm 2026 của Công ty Cổ phần Đầu tư Nhãn hiệu Việt như sau:

- Thời gian: 14:30 ngày 04 tháng 12 năm 2026
- Địa điểm: Số 01 Đường Tân Thuận, KCX Tân Thuận, Phường Tân Thuận, Thành phố Hồ Chí Minh.
- Tài liệu họp: Chi tiết theo tài liệu đính kèm. Địa chỉ website đăng tải toàn bộ tài liệu họp Đại hội đồng cổ đông bất thường năm 2026: http://www.vbinvest.com.vn

According to Circular 96/2020/TT-BTC on providing guidance on information disclosure on securities market, Viet Brand Invest Joint Stock Company sincerely discloses the time, date, and contents regarding the Extraordinary General Meeting of Shareholders of 2026 as follows:

- *Time: 14:30 on 04 December 2026*
- *Address: No. 01 Tan Thuan Street, Tan Thuan Export Processing Zone, Tan Thuan Ward, Ho Chi Minh City.*
- *Meeting documents: Details as the attachment. Website address to upload all documents of the Extraordinary General Meeting of Shareholders of 2026: http://www.vbinvest.com.vn*

(Đối với trường hợp đính chính hoặc thay thế thông tin đã công bố cần giải trình rõ nguyên nhân đính chính hoặc thay thế)/*In case of correction or replacement of previously disclosed information, explanation is needed)*

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 13/11/2026 tại đường dẫn https://vbinvest.com.vn/*This information was published on the company's website on 13 November 2026, as in the link https://vbinvest.com.vn*

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/
Attached documents:
Tài liệu họp/Meeting document.

CÔNG TY CỔ PHẦN ĐẦU TƯ NHÃN HIỆU VIỆT
VIET BRAND INVEST JOINT STOCK COMPANY
Người đại diện theo pháp luật/Người UQ CBTT
Legal representative/ Person authorized to disclose information
(Ký, ghi rõ họ tên, chức vụ, đóng dấu)
(Signature, full name, position, and seal)

M.S.D.N: 0312080709 - C.T.C.P
CÔNG TY CỔ PHẦN ĐẦU TƯ NHÃN HIỆU VIỆT
THÀNH PHỐ HỒ CHÍ MINH

Lan, Wan-Chen
Chủ tịch Hội đồng quản trị
Chairman of Board of Directors

VIET BRAND INVEST JOINT STOCK COMPANY	**SOCIALIST REPUBLIC OF VIETNAM**
---o0o---	**Independence - Freedom – Happiness**
No.: 1311-001/NQ-HĐQT.2026	**---o0o---**
	Ho Chi Minh City, 13 November 2026

RESOLUTION OF BOARD OF DIRECTORS

BOARD OF DIRECTORS
VIET BRAND INVEST JOINT STOCK COMPANY

- *Pursuant to Law on Enterprises 2020 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020;*
- *Pursuant to Charter of Viet Brand Invest Joint Stock Company (the "**Company**");*
- *Pursuant to the Meeting Minutes No. 1311-001/BBH-HĐQT.2026 dated on 13 November 2026 of Board of Directors ("**BOD**") of the Company.*

IT IS RESOLVED:

1. To approve the agenda and documents using in the EGMS of 2026.

2. To approve to submit to the EGMS of 2026 for amendments to the Charter and Internal Regulation on Corporate Governance.

3. To approve to submit to the EGMS of 2026 for amendments to the Regulation on operation of Board of Directors.

4. To approve to submit to the EGMS of 2026 for removal and election of additional members of the Board of Directors.

5. Organization and implementation

Board of Directors, Board of Supervisors, General Director, and all of the employees of Viet Brand Invest Joint Stock Company have the responsibility to implement this Resolution from the date of signing. This Resolution is effective from the signing date.

Recipient:
- *As Article 5;*
- *Members of BOD;*
- *Archived at Company.*

ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN OF BOARD OF DIRECTORS



LAN, WAN-CHEN

VIET BRAND INVEST JOINT STOCK COMPANY	SOCIAL REPUBLIC OF VIETNAM Independence - Freedom – Happiness
No.: 1311-001/NQ-BKS.2026	*Ho Chi Minh City, dated 13 November 2026*

RESOLUTION OF BOARD OF SUPERVISORS

BOARD OF SUPERVISORS

VIET BRAND INVEST JOINT STOCK COMPANY

- *Pursuant to Law on Enterprises 2020 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020;*
- *Pursuant to Charter of Viet Brand Invest Joint Stock Company (the "**Company**");*
- *Pursuant to the Meeting Minutes No. 1311-001/BBH-BKS.2026 dated 13 November 2026 of Board of Supervisors ("**BOS**") of the Company.*

IT IS RESOLVED:

1. To approve to submit to the EGMS of 2026 for amendments to the Regulation on operation of Board of Supervisors.

2. Organize and implement

Board of Directors, Board of Supervisors, General Director, and all of the employees of Viet Brand Invest Joint Stock Company have the responsibility to implement this Resolution. This Resolution is effective from the signing date.

Recipient:
- *As Article 2;*
- *Members of BOS;*
- *Archived at Company.*

ON BEHALF OF BOARD OF SUPERVISORS
HEAD OF BOARD OF SUPERVISORS

M.S.D.N: 0312388708 C.T.C.P. CÔNG TY CỔ PHẦN ĐẦU TƯ NHÃN HIỆU VIỆT THÀNH PHỐ HỒ CHÍ MINH

NGUYEN THI THU TRANG

VIET BRAND INVEST
JOINT STOCK COMPANY

SOCIAL REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Ho Chi Minh City, dated 13 November 2026

INVITATION LETTER TO EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 2026

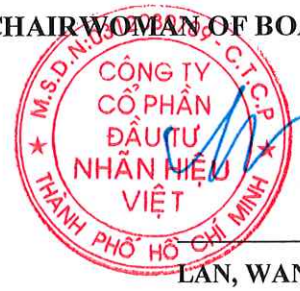
To: **Shareholder:** .....
ID/Passport/Business registration No.: .....
Participation code: .....
Number of currently owned shares: ..... **shares**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 issued by the National Assembly of Vietnam;
- Based on the Charter of Viet Brand Invest Joint Stock Company;
- Based on the Resolution 1311-001/NQ-HĐQT.2026 of Board of Directors ("BOD") of Viet Brand Invest Joint Stock Company dated 13 November 2026;
- Based on list of shareholders of Viet Brand Invest Joint Stock Company finalized on 10 November 2026.

Board of Directors sincerely invite Shareholder to attend the Extraordinary General Meeting of Shareholders of 2026 (**"Meeting"**) with the following details:

- **Time:** 14:30 on 04 December 2026
- **Address:** 01 Tan Thuan Street, Tan Thuan Export Processing Zone, Tan Thuan Ward, Ho Chi Minh City
- **Meeting content:** according to attached agenda
- **Meeting documents:** To view the documents related to the meeting and know more details about the contents of the Meeting, Shareholders please access the website of the Company: https://vbinvest.com.vn/index.php/co-dong/cong-bo-thong-tin

ON BEHALF OF BOARD OF DIRECTORS
CHAIRWOMAN OF BOARD OF DIRECTORS



LAN, WAN-CHEN

LOGISTICS: *The General Meeting will not provide financial support for shareholders' travel, accommodation, meals, or any other expenses incurred in connection with their attendance at the meeting. For the proper preparation, please confirm your attendance before 30 November 2026. Please contact: Organization Team - Tel: 028 5413 8366.*

For the shareholders attending the Meeting, please be on time, bring **Invitation**, ID card or passport (original). **In case of being authorized**, please bring your **Power of Attorney (original)**, **Invitation**, ID card or passport of the authorized person (original). If the authorizer is an Institution, **Power of Attorney** must be signed by legal representative and stamped by the organization.

AGENDA OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 2026
VIET BRAND INVEST JOINT STOCK COMPANY

Time: 14:30, 04 December 2026

Venue: 01 Tan Thuan Street, Tan Thuan Export Processing Zone, Tan Thuan Ward, Ho Chi Minh City

Agenda	Estimated time
A. OPENING SESSION	
1. Report on the number of shareholders attending Extraordinary General Meeting of Shareholders of 2026	14h30 – 14h50
2. Pass the Regulation on holding Extraordinary General Meeting of Shareholders of 2026	
3. Pass the Regulation on election for additional member of the Board of Directors	
4. Pass the list of the Chairperson of the Meeting, the Secretariat of the Meeting and the Scrutiny Team	
5. Pass the Agenda	
B. CONTENTS OF THE MEETING	
Presenting Reports and Submissions 1. Submission to approve the amendments to the Charter and Internal Regulation on Corporate Governance; 2. Submission to approve the amendments to the Regulation on operation of Board of Directors; 3. Submission to approve the amendments to the Regulation on operation of Board of Supervisors; 4. Submission to approve the resignation and election for additional members of the Board of Directors.	14h50 – 15h20
5. Discuss, elect and vote Items from 1 to 4	
6. Counting the votes and announcing the results of the counting of votes	
Break at the venue	15h20 – 15h30
7. Present the draft Meeting Minutes and Resolution of the General Meeting	15h30 – 15h45
8. Pass the Meeting Minutes and the Resolutions of the General Meeting	
C. CLOSING The Chairman summarizes the Extraordinary General Meeting of Shareholders of 2026.	15h45 – 15h50

-----ENDING------

SOCIALIST REPUBLIC OF VIET NAM

Independence – Freedom – Happiness

----o0o----

POWER OF ATTORNEY

TO ATTEND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 2026

To: **BOARD OF DIRECTORS**

VIET BRAND INVEST JOINT STOCK COMPANY

The authorizing party:

Shareholder: .....

ID card/Citizen Identity Card/Passport/Business license No.:.....

Date of issuance: ..... Place of issuance: .....

Address: ..... Tel: .....

Currently holding/authorized for holding: .....shares of Viet Brand Invest Joint Stock Company

The authorized person:

Mr. (Ms.):.....

ID card/ Citizen Identity Card/Passport No.:.....

Date of issuance:.....Place of issuance:.....

Address:.....Tel:.....

Number of shares authorized:.....

Content of authorization:

The authorized person is authorized to represent the authorizing party to attend Extraordinary General Meeting of Shareholders of 2026 of Viet Brand Invest Joint Stock Company, participate in contributing opinions, elect and vote on issues within its authority of the Meeting. Number of votes are counted corresponding to the number of representative shares.

The authorizing person is entirely responsible before the law for this authorization and commits not to have any further complaints.

... ... 2026	*... ... ... 2026*
THE AUTHORIZED PERSON	**THE AUTHORIZER**
(Sign, specify full name)	*(Sign, specify full name, stamp if any)*

Notes:

- The authorized person cannot authorize to a third person and must present the Citizen identity card/Passport when attending the meeting with the Power of attorney.
- If the authorizer is an Institution, Power of attorney must be signed by legal representative and stamped by the organization.

VIET BRAND INVEST JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

No.: 1311-001/TB-HDQT.2026

Ho Chi Minh City, 13 November 2026

NOTICE ON NOMINATION FOR ELECTION OF ADDITIONAL MEMBER OF BOARD OF DIRECTORS (Term 2024 - 2027)

Respectfully to: Shareholders of Viet Brand Invest Joint Stock Company

Pursuant:

- *Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam at the XIV term, June 17th, 2020;*
- *Charter of organization and operation of Viet Brand Invest Joint Stock Company (the **"Company"**).*

The Board of Directors of the Company would like to announce the notice on nomination for election of additional member of the Board of Directors for the term 2024 - 2027 as follows:

1. **Number of members of the Board of Directors expected to be additionally elected**: 01 member.

2. **Subjects entitled to nominate candidates**

Shareholders or groups of shareholders owning at least five percent (5%) of the shares have the right to nominate himself/herself or other individuals as member of the Board of Directors in accordance with the following provisions:

- Shareholders or groups of shareholders holding from five percent (5%) to less than ten percent (10%) of the total shares with voting rights have the right to nominate one (1) candidate;

- Shareholders or groups of shareholders holding from ten percent (10%) to less than thirty percent (30%) have the right to nominate up to two (2) candidates;

- Shareholders or groups of shareholders holding from thirty percent (30%) to less than forty percent (40%) have the right to nominate maximum three (3) candidates;

- Shareholders or groups of shareholders holding from forty percent (40%) to below fifty percent (50%) have the right to nominate maximum four (4) candidates;

- Shareholders or groups of shareholders holding from fifty percent (50%) to under sixty percent (60%) have the right to nominate maximum five (5) candidates;

- Shareholders or groups of shareholders holding from sixty percent (60%) to below seventy percent (70%) have the right to nominate maximum six (6) candidates;

- Shareholders or groups of shareholders holding from seventy percent (70%) to below eighty percent (80%) have the right to nominate maximum seven (7) candidates; and

- Shareholders or groups of shareholders holding from eighty percent (80%) to less than ninety percent (90%) have the right to nominate maximum eight (8) candidates.

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

3. **Requirements on criteria and conditions for being the member of the Board of Directors**

- He/she is not one of the persons specified in Clause 2 Article 17 of the Law on Enterprises 59/2020/QH14;

- He/she has professional qualifications and experience of business administration in the Company's business lines; a member is not necessarily a shareholder of the Company;

- A person may hold the position of member of the Board of Directors or Members' Council of no more than five other companies.

4. **Nominated application for election to the member of the Board of Directors**

(The form is posted on the website of the Company at the address: https://www.vbinvest.com.vn)

- Application for nomination for the member of the Board of Directors (*according to the form*)

- Candidate's curriculum vitae (*according to the form*)

- Copies of the qualifications attesting to the applicant's education

- Copies of the following documents: Citizen card/Passport of the candidate

- Documents certifying the number of shares that shareholders or a group of shareholders hold to meet the conditions for nomination according to this Regulation (number of share is up to date of 10 November 2026 – record date to finalize the list of shareholders to attend GMS).

Shareholders, group of shareholders nominating the candiates and the candidates are responsible before the law and the GMS for the accuracy and truthfulness of the content in the nomination documents.

5. **Location and deadline to receive nomination documents**

To facilitate the organization of the meeting, candidates please send documents to the Company **before 04:00 p.m on 17 November 2026.**

Viet Brand Invest Joint Stock Company
Address: 4F, Crescent Residence 3 Building, 109 Ton Dat Tien Street, Tan My Ward, Ho Chi Minh City, Vietnam
Tel: 028.5413.8366 Fax: 028.5413.8370

6. **List of candidates**

Based on the nomination application of shareholders, groups of shareholders and attached documents of candidates, the Secretary of the Meeting will prepare a list of candidates who meet the specified conditions for election of the additional member of the Board of Directors.

Only nominees or candidates who meet the eligible criteria and those who meet the corresponding qualifications of the members of the Board of Directors will be included in the list announced at the Meeting.

ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN OF BOARD OF DIRECTORS

CÔNG TY CỔ PHẦN ĐẦU TƯ NHÃN HIỆU VIỆT

LAN, WAN-CHEN

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

-----o0o-----

ĐƠN ĐỀ CỬ, ỨNG CỬ

V/v đề cử, ứng cử thành viên HĐQT nhiệm kỳ 2024 - 2027

NOMINATION AND SELF-NOMINATION FORM

Re: Nomination, Self-nomination for Members of the Board of Directors for the 2024-2027 Term

Kính gửi: Hội đồng quản trị Công Ty Cổ Phần Đầu Tư Nhãn Hiệu Việt

To: Board of Directors of Viet Brand Invest Joint Stock Company

Tôi/chúng tôi là cổ đông/nhóm cổ đông hiện nắm giữ ..... cổ phần, chiếm ..... % tổng số cổ phần có quyền biểu quyết của Công ty, danh sách chi tiết gồm:
I am/We are a shareholder/group of shareholders currently holding .....shares, representing .....% of the Company's total voting shares; the detailed list is as follows:

STT */No.*	**Tên cổ đông/** ***Shareholder name***	**Thẻ căn cước/Căn cước công dân/Hộ chiếu/ĐKDN** *Self-nomination* (Số, Ngày cấp, Nơi cấp,) ***Identity Card / Citizen Identity Card / Passport / Business Registration*** *(Number, Date of issue, Place of issue)*	**Cổ phần phổ thông sở hữu/** ***Common shares held***	
			Số lượng ***Number***	**Tỷ lệ %** ***Ratio %***
Tổng cộng/*Total*				

Tôi/chúng tôi đề cử, ứng cử nhân sự có tên dưới đây để tham gia thành viên Hội đồng quản trị nhiệm kỳ 2024 - 2027 của Công Ty Cổ Phần Đầu Tư Nhãn Hiệu Việt như sau/ *I/we hereby nominate and/or self-nominate the following individual(s) as candidates for the Board of Directors of Viet Brand Invest Joint Stock Company for the 2024-2027 term, as follows:*

Stt/ No.	**Họ và tên ứng viên/** ***Candidate's Full name***	**Thẻ căn cước/ Số CCCD/Hộ chiếu (Số, Nơi cấp, Ngày cấp)** ***Identity Card/ Citizen Identity Card /Passport (Number, Place of issue, Date of issue)***	**Số cổ phần sở hữu (nếu có)/** ***Number of Shares Owned (if any)***

- Tôi/Chúng tôi xin cam đoan có đủ điều kiện để được đề cử ứng viên/tự ứng cử vào Hội đồng quản trị theo đúng quy định của Pháp luật, Điều lệ Công ty, Thông báo về đề cử, ứng cử để bầu bổ sung vào Hội đồng quản trị của Công ty.
  I/We hereby affirm that I/we meet the eligibility requirements to nominate a candidate for or to self-nominate for member of the Board of Directors, in accordance with applicable laws,

the Company's Charter, and the Notice regarding the nomination and Self-nomination for the supplemental election to the Company's member of Board of Directors.

- Tôi/chúng tôi cam kết các thông tin được cung cấp tại Đơn đề cử/ứng cử này và các tài liệu kèm theo là trung thực, chính xác, hợp pháp và chịu toàn bộ trách nhiệm về tính trung thực, chính xác, hợp pháp của các thông tin, tài liệu cung cấp cho Công ty.
  I/We commit that the information provided in this Nomination/Self-nomination Form and the accompanying documents is truthful, accurate, and lawful, and I/we accept full responsibility for the truthfulness, accuracy, and legality of the information and documents provided to the Company.

Hồ sơ kèm theo/ *Attached document*:

- *Sơ yếu lý lịch (theo mẫu của Công ty)/ Curriculum vitae (as company form);*
- *Bản sao CCCD/Hộ chiếu/ các văn bằng, chứng chỉ chuyên môn của ứng viên/ Copy of Citizen Card/ Passport/ professional certificates and degress.*

CỔ ĐÔNG/NHÓM CỔ ĐÔNG
SHAREHOLDER/GROUP OF SHAREHOLDERS
Ký, ghi rõ họ tên và đóng dấu (đối với tổ chức)
Sign, declare full name and stamp (if organization)

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

SƠ YẾU LÝ LỊCH/ *CURRICULUM VITAE*

1. Họ và tên/Full name: .....
2. Giới tính/Sex: .....
3. Ngày tháng năm sinh/Date of birth: .....
4. Nơi sinh/Place of birth: .....
5. Quốc tịch/ *Nationality*: .....
6. Địa chỉ thường trú/ *Permanent address*: .....
7. Số CMND (hoặc Số Hộ chiếu)/ *ID card No. (or Passport No.)*: .....

   Nơi cấp/ *Place of issuance*: .....

   Ngày cấp/ *Date of issuance*: .....
8. Điện thoại liên hệ/ *Contact phone number*: .....
9. Trình độ chuyên môn/ *Professional qualifications*: .....
10. Chức vụ đang nắm giữ tại công ty đại chúng/ *Current position in a public company*: .....
11. Chức vụ đang nắm giữ tại các công ty khác/ *Current position in other companies*:

Thời gian/ *Time* *(Từ tháng năm đến tháng năm/ From month/year to month/year)*	**Đơn vị công tác/ *Work placement***	**Chức vụ/ *Position***
.....	.....	.....

12. Quá trình công tác/ *Working experience*:

Thời gian/ *Time* *(Từ tháng năm đến tháng năm/ From month/year to month/year)*	**Đơn vị công tác/ *Work placement***	**Chức vụ/ *Position***
.....	.....	.....
.....	.....	.....
.....	.....	.....

13. Hành vi vi phạm pháp luật/ *Acts of law violation*: .....

14. Sở hữu chứng khoán của cá nhân và người có liên quan trong công ty đại chúng/ *Number of owned securities of individuals and related persons in public company*: *(nêu rõ số lượng, tỷ lệ nắm giữ/ specify quantity and holding ratio)*: .....cổ phiếu ~ ..... tổng số cổ phiếu có quyền biểu quyết. Trong đó/ ..... *share* ~ ..... *% total number of voting shares. In which*:

- Sở hữu cá nhân/ *Individual ownership*: ..... cổ phiếu/.....*share*
- Sở hữu đại diện/ *Representative ownership*: ..... cổ phiếu/ .....*share*
- Sở hữu của người có liên quan/ *Ownership of related persons*: *(nêu rõ họ tên, mối quan hệ, số lượng, tỷ lệ nắm giữ/ specify full name, relationship, quantity and holding ratio)*: ..... cổ phiếu/ .....*share*

15. Các khoản nợ đối với công ty đại chúng/ Debts to public company: .....
16. Thù lao và lợi ích khác nhận được từ công ty đại chúng/ *Remuneration and other benefits received from public company*: .....
17. Lợi ích liên quan đối với công ty đại chúng và các bên liên quan của công ty/ *Benefits related to public company and its related parties*: .....

Tôi xin cam đoan những lời khai trên là đúng sự thực, nếu sai tôi xin chịu trách nhiệm trước công ty và cơ quan có thẩm quyền theo quy định của pháp luật./.

I hereby certify that the above statements are true, if wrong, I shall take responsibility before the company and the competent authority in accordance with the law./.

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

Ho Chi Minh City, ... 2026

Người khai/ *Declarant*

(Ký và ghi rõ họ tên/ Sign, specify full name)

VIET BRAND INVEST JOINT STOCK COMPANY	**SOCIALIST REPUBLIC OF VIETNAM**
---	**Independence - Freedom - Happiness**

No.: 001b/QC-ĐHĐCĐ.2026	*Ho Chi Minh City, 04 December 2026*

REGULATION ON HOLDING

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 2026

VIET BRAND INVEST JOINT STOCK COMPANY

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;*
- *Pursuant to Company Charter of Viet Brand Invest Joint Stock Company.*

The Extraordinary General Meeting of Shareholders of 2026 of Viet Brand Invest Joint Stock Company is organized and implemented under the following Regulation on holding:

Chapter I

GENERAL REGULATIONS

Article 1. Scope and subject of application

1.1. This Regulation shall apply to the organization of Extraordinary General Meeting of Shareholders of 2026 (hereinafter referred to as "**the Meeting**") of Viet Brand Invest Joint Stock Company.

1.2. This Regulation specifies the rights and obligations of shareholders and the parties attending the Meeting, the conditions and procedures of the Meeting.

1.3. Shareholders and the parties attending the Meeting are responsible for implementing under this Regulation.

Article 2. Conditions to attend the Meeting

All shareholders of Viet Brand Invest Joint Stock Company under the list finalized on 10 November 2026 have the right to attend the Meeting; may directly attend or authorize in writing for representatives to attend under this Regulation and the laws.

Chapter II

RIGHTS AND OBLIGATIONS OF THE PARTIES ATTENDING THE MEETING

Article 3. Rights and obligations of the shareholders who are qualified to attend the Meeting

3.1. Shareholders or authorized persons (hereinafter referred to as "**Delegates**") to attend the Meeting should bring the following documents:

(a) Invitation letter;

(b) ID card, Citizen Identity Card or Passport;

(c) Power of Attorney (if authorized to attend the Meeting).

(In case the shareholder is an individual, the Power of Attorney must be signed by such shareholder. In case the shareholder is a legal entity or an organization, the Power of Attorney must be stamped and signed by the legal representative of that legal entity or organization).

After presenting the above documents to the Shareholder Status Verification Team to check the status of shareholders, shareholders attending the Meeting shall receive Voting papers (including the shareholder name, shareholder code, name of authorized person and number of voting shares). The value of the Voting papers of a delegate attending the Meeting is proportional to the total number of voting or election shares that such delegate owns or is authorized by registration to attend the Meeting over the total number of voting or election shares of shareholders attending the Meeting.

3.2. Shareholders may authorize in writing for the authorized persons to attend and vote or elect on their behalf. The person authorized to attend the Meeting is not allowed to authorize another person to attend the Meeting.

3.3. Delegates attending the Meeting, when wishing to speak their opinions, must obtain the consent of the Chairperson of the Meeting, give a brief speech and focus on the right central contents to be discussed, in accordance with the approved contents of agenda. Issues stated by the previous person are not stated again to avoid duplication.

3.4. Delegates have the right to vote on all issues under the authority of the General Meeting of Shareholders under the regulations of the Law on Enterprises 2020 and Company Charter.

3.5. Delegates attending the Meeting, after hearing the report on contents need to be approved, shall discuss and approve together by voting.

3.6. During the Meeting proceeding, Delegates must comply with the instructions of the Organizers, the Chairperson of the Meeting, behave civilized, polite, not cause disorder.

3.7. Late-coming shareholders reserve the right to register and vote at the Meeting. The former voting results remain valid.

Article 4. Rights and obligations of the Chairperson of the Meeting

4.1. The Chairman of the Board of Directors (hereinafter referred to as "**BOD**") chair or authorize another member of the BOD to chair the General Meeting of Shareholders convened by the BOD. In case the Chairman of the BOD is absent without authorizing another member of BOD to chair the meeting or temporarily incapable of working, the remaining members of the BOD shall elect one of them to be the Chairperson of the Meeting under the majority principle; in case the Chairperson cannot be elected, Head of the Board of Supervisors shall administer so that the General Meeting of Shareholders shall elect the Chairperson of the Meeting and the person with the highest number of votes shall be the Chairperson of the Meeting.

4.2. Rights and obligations of the Chairperson of the Meeting:

(a) Preside over the Meeting to decide the order, procedures and arising issues outside the contents of agenda under the laws and Company Charter;

(b) Guide Delegates to discuss, vote or elect issues in the contents of agenda and conclude necessary issues for the Meeting to vote and approve;

(c) Answer or appoint the relevant management staff to answer the questions requested by the Meeting and solve arising issues during the Meeting taking place;

(d) Other rights and obligations under other relevant laws and Company Charter.

Article 5. Rights and obligations of the Secretariat of the Meeting

5.1. The Secretariat of the Meeting is appointed by the Chairperson of the Meeting.

5.2. Rights and obligations of the Secretariat of the Meeting:

(a) Implement work as assigned by the Chairperson of the Meeting;

(b) Receive questions and/ or opinions from Delegates;

(c) Take full, truthful and accurate notes on all the contents of agenda in the Meeting Minutes and Resolutions of the Meeting.

Article 6. Rights and obligations of the Shareholder Status Verification Team

6.1. The Shareholder Status Verification Team of the Meeting is appointed by the Organizers of the Meeting.

6.2. Rights and obligations of the Shareholder Status Verification Team:

(a) The Shareholder Status Verification Team is responsible for receiving and checking all kinds of papers proving the the status of shareholders attending the Meeting;

(b) Report the results of checking the status of shareholders before the Meeting;

(c) In case the person attending the Meeting may not prove the full status of a shareholder attending the Meeting, the Shareholder Status Verification Team has the right to refuse to issue the Voting papers and meeting documents.

Article 7. Rights and obligations of the Scrutiny Team

7.1. The Scrutiny Team is nominated by the Chairperson of the Meeting and approved by the Meeting. Members of the Scrutiny Team may be employees of Viet Brand Invest Joint Stock Company, shareholders and/ or advisory unit on the organization of the General Meeting of Shareholders. A member of the Scrutiny Team is not concurrently the Chairperson of the Meeting or the Secretariat of the Meeting.

7.2. The Scrutiny Team is responsible for:

(a) Check the contents, form and number of the votes given out;

(b) Disseminate principles, rules and instructions on how to vote;

(c) Check and supervise the polling of shareholders;

(d) Organize the scrutiny of votes and make Minutes of Scrutiny;

(e) Disclose the scrutiny results honestly, accurately and take responsibility for the scrutiny results before the Meeting.

Chapter III

MEETING PROCEDURE

Article 8. Conditions for proceeding the Meeting

8.1. The Meeting is proceeded when the number of shareholders attending the meeting represents more than 50% (fifty percent) of the total number of voting shares.

8.2. In case the first meeting is not eligible to be proceeded under the regulations of Article 8.1, the invitation letter to the second meeting must be sent within 30 (thirty) days from the expected date of the first meeting. The second General Meeting of Shareholders shall be proceeded when the number of shareholders attending the meeting represents 33% (thirty three percent) of the total number of voting shares or more.

8.3. In case the second meeting is not eligible to be proceeded under the regulations of Article 8.2, the invitation letter to the third meeting must be sent within 20 (twenty) days from the expected date of the second meeting. The third General Meeting of Shareholders shall be proceeded regardless of the total number of voting shares of shareholders attending the meeting.

Article 9. Method for proceeding the Meeting and order of the Meeting

9.1. Method for proceeding the Meeting:

(a) The Meeting will approve the agenda and contents of the Meeting right in the opening session. The agenda must clearly define the time for the issues stated in the contents of agenda;

(b) The Meeting will in turn report, discuss and approve the issues stated in the contents of agenda;

(c) In case there is any change to the contents of agenda that was attached to the invitation letter to shareholders, the changes must be approved by the General Meeting of Shareholders.

9.2. Order of the Meeting:

(a) All shareholders attending the Meeting must be dressed properly;

(b) When entering the Meeting room, shareholders must sit at the correct position or area regulated by the Organizers of the Meeting and must comply with the management of the Chairperson of the Meeting and the Organizers of the Meeting;

(c) Do not smoke in the Meeting room;

(d) Do not talk in private, do not use cell phones during the Meeting taking place. Mobile phone must be switched off or not be left to ring.

Article 10. Method of voting and electing to approve the issues at the Meeting

10.1. Voting and election principles:

(e) All issues stated in the contents of agenda must be approved by taking the public voting opinions of all shareholders attending the Meeting by VOTING PAPERS and ELECTION CARDS under the number of shares owned or owned representatives and/ or authorized;

(f) Each shareholder is issued 03 (three) VOTING PAPERS and 01 (one) ELECTION CARD, including the shareholder name, shareholder code, name of authorized person, number of voting or election shares (owned or owned representatives and/ or authorized) of shareholders and being stamped by Viet Brand Invest Joint Stock Company.

10.2. Voting rules:

(a) VOTING PAPER NO. 01: printed on green paper, used to vote for approval of the following contents:

- Approve the Chairperson of the Meeting, the Secretariat of the Meeting and the Scrutiny Team;
- Approve the Agenda;
- Approve the Regulation on holding Extraordinary General Meeting of Shareholders of 2026;
- Approve the Regulation on election for additional member of the Board of Directors.

(b) VOTING PAPER NO. 02: printed on yellow paper, used to vote for approval of the Submissions to the Meeting.

(c) VOTING PAPER NO. 03: printed on blue paper, used to vote for approval of the following contents:

- Approve the Meeting Minutes of the Meeting;
- Approve the Resolution of the Meeting.

10.3. Voting method:

Delegates vote by marking (X) or (✓) in the item "Agree" or "Disagree" or "Abstain" in the VOTING PAPER.

10.4. To determine voting result:

(a) The subject is passed when there are favorable votes obtained from fifty (50) % or more of the total votes of all shareholders with voting rights who are present directly or via their proxies;

(b) Regarding the decision on: Type of shares and quantity of each type; Change of the Company's business lines; Change of the Company's organizational structure; Investment or sale of assets that are worth at least 35% of the total assets written in the latest financial statement of the Company; Reorganization or dissolution of the Company, the favorable votes of the attending shareholders or proxies shall reach at least sixty five (65) % of the total voting shares.

(c) Voting to elect members of the Board of Directors and Board of Supervisors is done by cumulative voting. The person elected to be a member of the Board of Directors or a member of the Board of Supervisors is determined by the number of votes counted from the highest to the lowest, starting from the candidate with the highest number of votes until reaching the number of members specified in the Company's Charter.

10.5. Election rule: Election Card to elect Board of Director member: printed on white paper.

10.6. Election method: Delegates please see details in Regulation on election for additional member of the Board of Directors.

Article 11. Meeting Minutes and Resolution of the Meeting

11.1. All contents at the Meeting must be entered by the Secretariat of the Meeting in the Meeting Minutes of the Meeting.

11.2. The Meeting Minutes and Resolution of the Meeting must be approved before the Meeting is closed and kept at the Head Office of Viet Brand Invest Joint Stock Company.

Chapter IV

IMPLEMENTATION CLAUSES

Article 12. Implementation effect

This Regulation includes 04 (four) chapters, 12 (twelve) articles, which are read publicly before the Meeting and takes effect immediately after the Extraordinary General Meeting of Shareholders of 2026 approved.

ON BEHALF OF GENERAL MEETING OF SHAREHOLDERS
CHAIRPERSON OF THE MEETING

VIET BRAND INVEST
JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 002b/QC-ĐHĐCĐ.2026

Ho Chi Minh City, 04 December 2026

REGULATION ON ELECTION FOR ADDITIONAL MEMBER OF THE BOARD OF DIRECTORS (TERM 2024 – 2027)

Pursuant to:

- *Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam at the XIV term, 17 June 2020;*
- *Charter of organization and operation of Viet Brand Invest Joint Stock Company (the **"Company"**).*

The General Meeting of Shareholders of Viet Brand Invest Joint Stock Company proceeds the election for an additional member of the Board of Directors (term 2024 – 2027) at the Extraordinary General Meeting of Shareholders of 2026 per the following provisions:

Article 1. Scope and subjects of application

1.1. Election principles: Voting in accordance with the law, the Company's Charter, the internal regulations on corporate governance and in accordance with this Regulation in order to ensure democracy and the legitimate interests of all shareholders.

1.2. Subjects entitled to vote: Shareholders owning voting shares and authorized representatives of shareholders owning voting shares present at the General Meeting (According to the list of shareholders finalized on 10 November 2026).

Article 2. Number and criteria of additionally elected member of the Board of Directors

2.1. Number of additionally elected member of the Board of Directors : 01 member.

2.2. Requirements on criteria and conditions of the additionally elected member of the Board of Directors:

(a) He/she is not one of the persons specified in Clause 2 Article 17 of the Law on Enterprises 59/2020/QH14;

(b) He/she has professional qualifications and experience of busines administration in the Company's busines lines; a member is not necessarily a shareholder of the Company;

(c) A person may hold the position of member of the Board of Directors or Members' Council of no more than five other companies.

Article 3. Election card

3.1. Content of Election card

(a) The Election cards are printed, stamped by the Company and delivered directly to the delegates at the meeting (attached to the documents to attend the General Meeting of Shareholders). The code of delegates, full name, number of shares owned and authorized to vote by that delegate must be clearly stated on the Election card.

(b) Each delegate will be issued one (01) election card for the election of member of the Board of Directors. When the card is granted, the delegates must check all information on the the election card. If there is any error, they must immediately notify the Scruitiny Team to request a new election card and must return the old one (before putting it in the ballot box).

3.2. The validity and invalidation of the election card

(a) Valid card is one that meets the following requirements:

(i) The election card in pre-printed form issued by the organizers, with the Company's stamp;

(ii) The election card is NOT erased, scraped, edited, written any other content other than the regulations for the vote;

(iii) The election card does NOT have the names of the candidates crossed out;

(iv) The content of the election card is NOT written by pencil;

(v) The election card bears signature and full names of attending delegates;

(vi) The number of candidates elected by the delegates is not greater than the number of elected candidates;

(vii) The election card with the total number of votes for candidates of shareholders or their representatives not greater than the total number of votes allowed.

(b) Invalid election card: Is an election card that does not meet one of the requirements of a valid election card.

Article 4. Method of recording election card

4.1. When agreeing to elect candidates, delegates write the number of votes in the column "Number of votes" in the line corresponding to the name of such candidates.

4.2. If the delegate does not elect for any candidate, the delegate will write the number "0" or leave it blank or slash in the column "Number of votes" in the line corresponding to name of such candidate.

4.3. A delegate attending the meeting may accumulate the votes to elect one or several candidates or not elect any candidate.

4.4. In case the delegate makes a mistake in the process of writing in the Election card, provided that the Election card has not been put into the Electing box, the delegate shall be entitled to directly meet the Head of Scrutiny Team to change the Election card.

Article 5. How to vote

5.1. General principles

(a) Comply with the provisions of law and the Company's Charter.

(b) Members of the Scruitiny Team cannot be named in the nominee list.

5.2. Election method

(a) Electing members of the Board of Directors is implemented in the form of a secret ballot at the Meeting **under the cumulative electing method**.

(b) Accordingly, each delegate has the total number of votes corresponding to the total number of owned or authorized shares multiplied by the number of members elected.

(c) Delegates attending the meeting have the right to cumulate all of their votes for one or several candidates.

(d) Delegates attending the meeting may cumulate all of his or her number of votes or a certain number of votes to the candidate for the Board of Directors, provided that the number of votes does not exceed their total number of votes.

For example:

- Shareholders own 100 common shares. Shareholders have a total of 100 votes.

- Shareholders can cumulate all of the above 100 votes on the candidate or they can vote with a certain number of votes (eg 50 or 60 or 70 votes) provided that the total votes does not exceed 100 votes.

Article 6. Principles for winning the election of member of Board of Directors

6.1. The elected person is determined by the number of votes counted from the highest to the lowest.

6.2. In case there are two (02) or more candidates achieving the same number of votes, re-election will be conducted among the candidates.

Article 7. Voting and Counting

7.1. Delegates put the vote in the sealed ballot box supervised by the Scruitiny Team.

7.2. After the election ends, the counting of votes will be conducted under the supervision of the BOS or shareholders' representatives.

7.3. The Scruitiny Team is responsible for making the minutes of counting of votes, announcing the results, and working with the Chairperson in solving questions and complaints of shareholders (if any).

7.4. The election card after being counted will be archived according to regulations.

Article 8. Handling complaints about the electiong and votes counting

In case of the shareholders claim or request to re-examine the election results, the Board of Directors and Board of Supervisors will directly check again; if intentional errors or frauds are detected in the vote counting, Scrutiny Team must bear full responsibility. Complaints about electing and counting of votes shall be settled by the Chairman of the General Meeting of Shareholders and shall be recorded in the Minutes of the General Meeting of Shareholders.

Article 9. Effectiveness

9.1. This regulation on election takes effect right after it is passed by the General Meeting of Shareholders.

9.2. This Regulation will expire when the Extraordinary General Meeting of Shareholders of 2026 of Viet Brand Invest Joint Stock Company ends.

ON BEHALF OF GENERAL MEETING OF SHAREHOLDERS
CHAIRPERSON OF THE MEETING

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do – Hạnh phúc
SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
---o0o---

ĐẠI HỘI ĐỒNG CỔ ĐÔNG BẤT THƯỜNG NĂM 2026
CÔNG TY CỔ PHẦN ĐẦU TƯ NHÃN HIỆU VIỆT ("NHÃN HIỆU VIỆT")

THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 2026
VIET BRAND INVEST JOINT STOCK COMPANY ("VIET BRAND")
****

THẺ BIỂU QUYẾT
VOTING CARD

MÃ SỐ CỔ ĐÔNG/*Code of shareholders:* .....

TÊN CỔ ĐÔNG/*Name of shareholder*: .....
TÊN NGƯỜI ĐƯỢC ỦY QUYỀN/*Name of the authorized person:* .....
SỐ CỔ PHẦN CÓ QUYỀN BIỂU QUYẾT/*Number of shares with voting right:* .....
cổ phiếu/***shares***

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do – Hạnh phúc
SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
---o0o---

ĐẠI HỘI ĐỒNG CỔ ĐÔNG BẤT THƯỜNG NĂM 2026
CÔNG TY CỔ PHẦN ĐẦU TƯ NHÃN HIỆU VIỆT ("NHÃN HIỆU VIỆT")
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 2026
VIET BRAND INVEST JOINT STOCK COMPANY ("VIET BRAND")
****

PHIẾU BIỂU QUYẾT
VOTING PAPER

TÊN CỔ ĐÔNG/*Name of shareholder*: .....
TÊN NGƯỜI ĐƯỢC ỦY QUYỀN/*Name of the authorized person:* .....
MÃ SỐ CỔ ĐÔNG/*Code of shareholders:* .....
SỐ CỔ PHẦN CÓ QUYỀN BIỂU QUYẾT/*Number of shares with voting right:* ..... **cổ phiếu/*shares***

Cổ đông đánh dấu (X) hoặc (✓) vào ô trống tương ứng "Tán thành", "Không tán thành", hoặc "Không có ý kiến" đối với từng vấn đề cần biểu quyết tại Đại hội
Please mark (X) or (✓) to the box corresponding to "Agree", "Disagree", "Abstain" toward the voting subjects.

STT *No.*	**NỘI DUNG BIỂU QUYẾT** *VOTING CONTENT*	**TÁN THÀNH** *AGREE*	**KHÔNG TÁN THÀNH** *DISAGREE*	**KHÔNG CÓ Ý KIẾN** *ABSTAIN*
1.	**Sửa đổi Điều lệ và Quy chế nội bộ về quản trị công ty của Công Ty** *Amendments to the Charter and Internal Regulation on Corporate Governance of the Company*			
2.	**Sửa đổi Quy chế hoạt động của Hội đồng quản trị của Công Ty** *Amendments to the Regulation on Operation of Board of Directors of the Company*			
3.	**Sửa đổi Quy chế hoạt động của Ban kiểm soát của Công Ty** *Amendments to the Regulation on Operation of Board of Supervisors Governance of the Company*			
4.	**Miễn nhiệm và bầu bổ sung thành viên Hội đồng quản trị của Công Ty** *Removal and election of additional members of the Board of Directors of the Company*			

CỔ ĐÔNG/NGƯỜI ĐƯỢC ỦY QUYỀN
SHAREHOLDER/THE AUTHORIZED PERSON
Ký và ghi rõ họ tên
Signature and Full name

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do – Hạnh phúc
SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
---o0o---

ĐẠI HỘI ĐỒNG CỔ ĐÔNG BẤT THƯỜNG NĂM 2026
CÔNG TY CỔ PHẦN ĐẦU TƯ NHÃN HIỆU VIỆT ("NHÃN HIỆU VIỆT")

THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 2026
VIET BRAND INVEST JOINT STOCK COMPANY ("VIET BRAND")
****

PHIẾU BẦU CỬ THÀNH VIÊN HỘI ĐỒNG QUẢN TRỊ
ELECTION CARD FOR MEMBER OF BOARD OF DIRECTORS

TÊN CỔ ĐÔNG/*Name of shareholder*: .....
TÊN NGƯỜI ĐƯỢC ỦY QUYỀN/*Name of the authorized person:* .....
MÃ SỐ CỔ ĐÔNG/*Code of shareholders:* .....
SỐ CỔ PHẦN CÓ QUYỀN BẦU/*Number of shares with electing right:* .....**cổ phiếu**/***shares***
TỔNG SỐ LƯỢNG PHIẾU BẦU/*Total number of electing:* .....**phiếu bầu**/***votes***

STT *No.*	**HỌ VÀ TÊN ỨNG VIÊN** *Full name of candidate*	**SỐ PHIẾU BẦU** *Number of votes*
1.		
2.		
3.		
4.		
5.		

CỔ ĐÔNG/NGƯỜI ĐƯỢC ỦY QUYỀN
SHAREHOLDER/THE AUTHORIZED PERSON
Ký và ghi rõ họ tên
Signature and Full name

CÔNG TY CỔ PHẦN ĐẦU TƯ NHÃN HIỆU VIỆT ***VIET BRAND INVEST JOINT STOCK COMPANY***	**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM** **Độc lập – Tự do – Hạnh phúc** ***SOCIALIST REPUBLIC OF VIETNAM*** ***Independence – Freedom - Happiness***
Số/ No.: 1311-001/TTr-HĐQT.2026	*TP. Hồ Chí Minh, ngày 13 tháng 11 năm 2026* *Ho Chi Minh City, dated 13 November 2026*

TỜ TRÌNH ĐẠI HỘI ĐỒNG CỔ ĐÔNG BẤT THƯỜNG NĂM 2026

SUBMISSION TO EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 2026

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

Re: Amendments to the Charter and Internal Regulation on Corporate Governance

Căn cứ/ *Pursuant to*:

- *Luật chứng khoán số 54/2019/QH14 ngày 26/11/2019;*

  Law on Securities No. 54/2019/QH14 dated 26 November 2019;

- *Luật doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;*

  Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;

- *Điều lệ Công Ty Cổ Phần Đầu Tư Nhãn Hiệu Việt ("**Nhãn Hiệu Việt**" hoặc "**Công Ty**").*

  *Charter of Viet Brand Invest Joint Stock Company ("**Viet Brand**" or "**Company**").*

Hội Đồng Quản Trị Công Ty kính trình Đại Hội Đồng Cổ Đông thông qua các vấn đề sau:

Board of Directors of the Company would like to propose to General Meeting of Shareholders to approve the following issues:

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

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

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

The Board of Directors of the Company would like to submit to the General Meeting of Shareholders to approve the amendment to the Charter and Internal Regulation on Corporate Governance. Summary of proposals for amendments to the Charter, Internal Regulation on Corporate Governance and the draft amended Charter, Internal Regulation on Corporate Governance are attached hereto.

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

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

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

The Board of Directors would like to submit the Extraordinary General Meeting of Shareholders of 2026 for consideration and approval.

Trân trọng.

Best regards.

Đính kèm/ Enclosure:

- Tóm tắt các đề xuất sửa đổi Điều lệ, Quy chế nội bộ về quản trị công ty/ *Summary of proposals for amendments to the Charter, Internal Regulation on Corporate Governance;*
- Dự thảo Điều lệ, Quy chế nội bộ về quản trị công ty sửa đổi/ *Draft amended Charter, Internal Regulation on Corporate Governance.*

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



LAN, WAN-CHEN

SUMMARY OF PROPOSED AMENDMENTS – CHARTER OF VIET BRAND INVEST JOINT STOCK COMPANY

Note: Text in ~~strikethrough~~ indicates deleted content; text that is underlined indicates added content. Changes are listed in the order in which they appear in the document.

No.	Article/Clause	Changes	Reason/Legal basis
1	Article 1.1(a) ***Article 1. Definitions*** *Clause 1: Definitions*	"E-voting" means the Shareholder, the Shareholder's authorized representative vote ~~under electric form via E-voting system of Vietnam Securities Depository~~by electronic means;	Amended for consistency with Article 2.1(m) of the Internal Regulation.
2	Article 2.2 ***Article 2. General information of the Company*** *Clause 2: Registered address of the Company*	The registered address of the Company is: Floor 4, Crescent Residence 3 Building, 109 Ton Dat Tien, Tan ~~Phu~~My Ward~~, District 7~~, Ho Chi Minh City, Vietnam.	Updated the head office address due to the change in administrative boundaries.
3	Article 17.2(b) ***Article 17. Authorized representatives to attend the meeting of the General Meeting of Shareholders*** *Clause 2: Form and signatures of the authorization document*	Where an ~~authorized representative of shareholders being~~ institutional shareholder is the authorizing person, it must be signed by the authorized representative, the legal representative of the shareholder and the person authorized to attend the meeting;	Wording revised to clarify the case where the authorizing person is an institutional shareholder.
4	Article 19.4(b) ***Article 19. Convening the General Meeting of Shareholders, the meeting agenda and the invitation to the General Meeting of Shareholders*** *Clause 4: Rejection of proposals for the meeting agenda*	In case the convenor of the meeting of the General Meeting of Shareholders rejects the proposal specified in Article 19.~~4~~3 of this Charter, he/she must respond in writing no later than 02 working days before the date of opening the meeting and clearly state the reason.	Reference corrected.
5	Article 20.2 ***Article 20. Conditions for conducting the meeting of the General Meeting of Shareholders*** *Clause 2: Conditions for conducting the second meeting*	In case the first meeting does not meet requirement to conduct according to Article 20.1 of this Charter ~~within thirty (30) minutes from the time of fixing the opening of meeting~~, the invitation for the second meeting must be sent within thirty (30) days from the intended date of the first meeting of the General Meeting of Shareholders. The second meeting of the General Meeting of Shareholders is conducted when total shareholders attending the meeting representing thirty-three percent (33%) or more of total votes.	Removed the 30-minute waiting condition as it is not provided for under Article 145 of the Law on Enterprises; consistent with Article 11 of the Internal Regulation on Corporate Governance.
6	Article 20.3 ***Article 20. Conditions for conducting the meeting of the General Meeting of Shareholders*** *Clause 3: Conditions for conducting the third meeting*	In case the second meeting of the General Meeting of Shareholders does not meet requirement to conduct according to Article 20.2 of this Charter ~~within thirty minutes from the time of fixing the opening of the meeting of the General Meeting of Shareholders~~, the invitation to the third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third meeting of the General Meeting of Shareholders is conducted regardless of the total number of votes of the attending shareholders.	Removed the 30-minute waiting condition as it is not provided for under Article 145 of the Law on Enterprises; consistent with Article 11 of the Internal Regulation on Corporate Governance.
7	Article 21.13 ***Article 21. Procedures for conducting***	B. Procedures for conducting meeting and voting at online meeting or at direct meeting having E-voting way: Processing in accordance with the ~~Regulation on E-~~	Updated the name of the regulation; consistent with Articles 22 and 23 of the Internal Regulation on

No.	Article/Clause	Changes	Reason/Legal basis
	meetings and voting at the General Meeting of Shareholders *Section B: Online meetings or in-person meetings with E-voting*	~~voting guide~~regulation on organization of online General Meetings of Shareholders and e-voting of the Company.	Corporate Governance.
8	Article 23.2(a) ***Article 23. Competence and procedures for collecting written opinions of shareholders to pass resolutions of the General Meeting of Shareholders*** *Clause 2: Collecting written opinions via traditional way*	The Board of Directors must prepare opinion forms, draft resolutions of the General Meeting of Shareholders, and documents explaining the draft resolutions. A written opinion form attached with draft resolutions and explanatory documents must be sent by a guaranteed method to the ~~contact~~ address of each shareholder. The Board of Directors must ensure to send and disclose documents to shareholders in reasonable time to consider voting and must send at least ten (10) days before the expiration date of receiving opinion form.	Generally, the address used is the address registered by the shareholder. Therefore, to reflect practice and for consistency with Article 21.3(a) of the Internal Regulation, it is revised to "address" instead of "contact address" or "permanent address".
9	Article 23.2(b)(iii) – (iv) ***Article 23. Competence and procedures for collecting written opinions of shareholders to pass resolutions of the General Meeting of Shareholders*** *Clause 2: Collecting written opinions via traditional way* *Point (b): Main contents of the written opinion form*	Full name, contact address, nationality, number of citizen identification card, ~~identity card,~~ Passports or other legal personal ~~identification~~documents of individual shareholders; name, enterprise code or establishment decision number, address of the head office of the institutional shareholders or full name, contact address, nationality, number of citizen identification card, ~~identity card,~~ passport, or other legal ~~identity card~~personal documents of the authorized representative of the institutional shareholders; number of each type of shares and number of votes of shareholders; Issues on which opinions are sought to pass decisions;	Amended for consistency with Article 21.3(b) of the Internal Regulation. Removed "identity card" as it is no longer used under the Law on Identification 2023.
10	Article 27.1 ***Article 27. Composition and term of members of the Board of Directors*** *Clause 1: Number, term, standards and conditions of members of the Board of Directors*	The number of members of the Board of Directors is at least ~~five (5~~three (3) members and at most eleven (11) members, the specific number is decided by the General Meeting of Shareholders ~~at the meeting to elect the Board of Directors.~~. The term of members of the Board of Directors is not more than five (5) years; members of the Board of Directors may be re-elected with an unlimited number of terms; the term of independent members of the Board of Directors must not exceed two (2) consecutive terms. The total number of independent members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors. Minimum number of independent members of the Board of Directors is determined by rounding down method.	Revised the minimum number of members of the Board of Directors to at least 3 persons instead of at least 5 persons. In accordance with Article 154.1 of the Law on Enterprises, and consistent with Article 25.1 of the Internal Regulation on Corporate Governance.
11	Article 27.3(g) ***Article 27. Composition and term of members of the Board of Directors*** *Clause 3: Nomination of candidates for the Board of Directors*	Shareholders or groups of shareholders holding from seventy percent (70%) to less than eighty percent (80%) have the right to nominate maximum seven (7) candidates;	Amended for logical consistency and for consistency with Article 25.7 of the Internal Regulation.
12	Article 27.3 ***Article 27. Composition and term of members of the Board of Directors*** *Clause 3: Nomination of candidates for*	If the number of candidates nominated by shareholders or group of shareholders is lower than the number of candidates which they are entitled to nominate, the remaining number is nominated by Board of Directors~~, Board of Supervisors~~ and other shareholders.	Amended for consistency with Article 274.3 of Decree 155/2020/ND-CP.

No.	Article/Clause	Changes	Reason/Legal basis
	the Board of Directors		
13	Paragraph deleted after Article 27.3(h) ***Article 27. Composition and term of members of the Board of Directors*** *Clause 3: Nomination of candidates for the Board of Directors*	~~Employee(s) of an independent audit company that have been auditing the Company within one (01) year must not be nominated to the Board of Directors.~~	This is not one of the standards and conditions for members of the Board of Directors prescribed by law; therefore, this provision is deleted, consistent with Article 25.2 of the Internal Regulation on Corporate Governance.
14	Article 27.4(e) ***Article 27. Composition and term of members of the Board of Directors*** *Clause 4: Cases where a member ceases to be a member of the Board of Directors*	There is evidence demonstrating that such member has lost his/her legal capacity to act.	Added in accordance with Article 25.5 of the Internal Regulation.
15	Paragraph deleted after Article 31.4 ***Article 31. Meetings of the Board of Directors*** *Board of Directors' meeting at the request of the independent auditor*	~~When an independent auditor makes a request, the Chairman of the Board of Directors must convene a meeting of the Board of Directors in order to discuss the audit report and the situation of the Company.~~	Current law no longer provides for this matter in respect of Board of Directors' meetings (the former provision under Circular 121/2012/TT-BTC is no longer in effect).
16	Article 31.9(a) ***Article 31. Meetings of the Board of Directors*** *Clause 9: Voting*	Except for the provisions in Article 31.~~10~~9.(b) of this Charter, each member of the Board of Directors or his/her authorized person being present in person at a meeting of the Board of Directors shall have one (01) vote. Members of Board of Directors may authorize another person to attend meetings and vote on their behalf if approved by a majority of the Board of Directors. Members not directly attending the meeting shall have right to vote by sending a written vote. Written vote shall be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors at least one (1) hour prior to opening of the meeting. Written votes shall only be opened in the presence of all the persons attending the meeting;	Updated the reference in line with the new numbering of Article 31.
17	Article 31.9(c) ***Article 31. Meetings of the Board of Directors*** *Clause 9: Voting*	When an issue arises at a meeting of the Board pursuant to Article 31.~~10~~9.(d) of this Charter regarding the level of interest of a member of the Board of Directors or relating to the voting right of a member, which is not resolved by such member of the Board of Directors voluntarily waiving his/her voting right, such issue shall be referred to the chairman of the meeting whose decision in relation to other members of the Board of Directors shall be final, except where the nature or scope of the interest of the relevant members of the Board of Directors has not been properly announced;	Updated the reference in line with the new numbering of Article 31.
18	Article 34.4(g) ***Article 34. Appointment, dismissal, duties and authorities of the General Director*** *Clause 4: Rights and duties of the*	Prepare the long-term~~,~~ or annual ~~and monthly~~ planned budget of the Company (hereinafter referred to as planned budget) to serve the Company's long-term~~,~~ or annual ~~and monthly~~ management activities according to business plan. Annual planned budget (including balance sheets, operational report and cash flow	Revised in accordance with the Company's internal decision.

No.	Article/Clause	Changes	Reason/Legal basis
	General Director	statements) for each fiscal year will have to be submitted to the Board of Directors for approval and must include the information specified in regulations of the Company;	
19	Article 39.1(a) – Article 39.1(g) ***Article 39. Members of the Board of Supervisors*** *Clause 1: Number, standards and conditions of members of the Board of Supervisors*	Have been trained in one of the majors in economics, finance, accounting, auditing, law, business administration or in a major relevant to the business of the Company; Not being a ~~member of the Board of Directors, the General Director and other executive officers~~manager of the Company; not necessarily being a shareholder or employee of the Company; Not being a related ~~person to~~family member of the ~~members~~managers of the ~~Board of Directors, the General Director and other executive officers of the Company~~company and the parent company; Not being a person working in the accounting and finance department of the Company; Not being a member or employee of an auditor approved to audit the financial statements of the Company for the preceding three (03) years; Not falling into the subjects specified in Clause 2, Article 17 of the Law on Enterprises; Other standards and conditions as prescribed by relevant laws and the company's Charter.	Amended for consistency with Article 31.2 of the Internal Regulation and Article 169 of the Law on Enterprises.
20	Article 39.2 (moved from former Article 39.5) ***Article 39. Members of the Board of Supervisors***	The members of the Board of Supervisors are appointed by the General Meeting of Shareholders and the term of the member of Board of Supervisors are not more than five (5) years; members of the Board of Supervisors may be re-elected with unlimited number of terms. In case members of the Board of Supervisors expires term at the same time but new members of the Board of Supervisors have not been elected, the member of the Board of Supervisors expired term shall continue exercising his rights and performing his obligations until the members of the Board of Supervisors of the new term is elected and taking mission. ~~The members of the Board of Supervisors are appointed by the General Meeting of Shareholders and the term of the Board of Supervisors are not more than five (5) years; members of the Board of Supervisors may be re-elected with unlimited number of terms. In case members of the Board of Supervisors expires term at the same time but new members of the Board of Supervisors have not been elected, the member of the Board of Supervisors expired term shall continue exercising his rights and performing his obligations until the members of the Board of Directors of the new term is elected and taking mission.~~	Moved the provision on the appointment and term of members of the Board of Supervisors to Clause 2 for a more logical structure; revised "term of the Board of Supervisors" to "term of members of the Board of Supervisors" in accordance with Article 168.1 of the Law on Enterprises.
21	Article 39.4(a) – (c) ***Article 39. Members of the Board of***	Shareholders or a group of shareholders holding from five percent (5%) to less than ten percent (10%) of the shares with voting rights are entitled to nominate one (1)	Amended for logical consistency and for consistency with Article 31.3 of the Internal Regulation.

No.	Article/Clause	Changes	Reason/Legal basis
	Supervisors *Clause 4: Nomination of candidates for the Board of Supervisors*	member; Shareholders or a group of shareholders holding from ten percent (10%) to less than thirty percent (30%) are entitled to nominate maximum two (2) members; Shareholders or a group of shareholders holding from thirty percent (30%) to less than forty percent (40%) are entitled to nominate maximum three (3) candidates;	
22	Article 39.4 ***Article 39. Members of the Board of Supervisors*** *Clause 4: Nomination of candidates for the Board of Supervisors*	If the number of candidates nominated by a shareholder or group of shareholders is lower than the number they entitle to nominate, the remaining candidates will be nominated by the Board of ~~Directors, the Board of~~ Supervisors or other shareholders.	Amended for consistency with Article 285.2 of Decree 155/2020/ND-CP.
23	Article 39.5(e) ***Article 39. Members of the Board of Supervisors*** *Clause 5: Cases where a member ceases to be a member of the Board of Supervisors*	Repeatedly or seriously violating the obligations of a member of the Board of Supervisors under the Law on Enterprises and the Company's Charter;	Added in accordance with Article 174.2(c) of the Law on Enterprises.
24	Article 40.3 ***Article 40. Board of Supervisors***	After consulting with the Board of Directors, the Board of Supervisors may issue regulations regarding the meetings of the Board of Supervisors and how the Board of Supervisors operates. For the avoidance of doubt, the operation regulation of the Board of Supervisors must be approved by the General Meeting of Shareholders. The Board of Supervisors must meet at least twice a year and the number of members attending the meetings at least two (2) people.	Added for consistency with Article 16.2(q) of the Charter, Article 30(f) of the Internal Regulation and Article 138.2(l) of the Law on Enterprises.
25	Article 56.1 ***Article 56. Effective date***	This Charter consists of ~~XX~~20 chapters 56 Articles, which is approved by the General Meeting of Shareholders of Viet Brand Invest Joint Stock Company on ~~…… ……~~04 December 2026 and its full contents shall take effective from the approved date.	Updated the number of chapters (20 chapters) and the date of approval in line with the plan to hold the Extraordinary General Meeting of Shareholders on 04 December 2026.
26	Article 56.2(b) ***Article 56. Effective date***	In the event of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail.	Added the principle that the Vietnamese version prevails in case of any discrepancy between the Vietnamese and English versions.

CHARTER

VIET BRAND INVEST JOINT STOCK COMPANY

December 2026

TABLE OF CONTENTS

CHAPTER I. DEFINITION OF TERMS IN THE CHARTER 3
Article 1. Definitions 3
CHAPTER II. GENERAL INFORMATION OF THE COMPANY 4
Article 2. General information of the Company 4
Article 3. Legal representative of the Company 5
CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY 5
Article 4. Operational objectives of the Company 5
Article 5. Scope of business and operation 6
CHAPTER IV. CHARTER CAPITAL, SHAREHOLDERS, FOUNDING SHAREHOLDERS 6
Article 6. Charter capital, shares, founding shareholders 6
Article 7. Book of shareholders registration 7
Article 8. Transfer of shares 8
Article 9. Share withdrawal 8
Article 10. Shares repurchase at the decision of the Company 9
Article 11. Bond issuance 9
CHAPTER V. STRUCTURE OF ORGANIZATION, MANAGEMENT AND CONTROL 9
Article 12. Management and organizational structure 9
CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS 10
Article 13. Rights of shareholders 10
Article 14. Obligations of shareholders 11
Article 15. General Meeting of Shareholders 11
Article 16. Rights and duties of the General Meeting of Shareholders 13
Article 17. Authorized representatives to attend the meeting of the General Meeting of Shareholders 15
Article 18. Change of rights 16
Article 19. Convene the General Meeting of Shareholders, the meeting agenda, and the invitation to the meeting of the General Meeting of Shareholders 16
Article 20. Conditions for conducting the meeting of the General Meeting of Shareholders 17
Article 21. Procedures for conducting meetings and voting at the General Meeting of Shareholders 18
Article 22. Approval of resolutions of the General Meeting of Shareholders 20
Article 23. Competence and procedures for collecting written opinions of shareholders to pass resolutions of the General Meeting of Shareholders 21
Article 24. Minutes of the meeting of the General Meeting of Shareholders 23
Article 25. Request for cancellation of decisions of the General Meeting of Shareholders 23
Article 26. Validation of resolutions of the General Meeting of Shareholders 23
CHAPTER VII. BOARD OF DIRECTORS 24
Article 27. Composition and term of members of the Board of Directors 24
Article 28. Rights and obligations of the Board of Directors 26
Article 29. Independent members of the Board of Directors 28
Article 30. Chairman of the Board of Directors 29
Article 31. Meetings of the Board of Directors 30

CHAPTER VIII. GENERAL DIRECTOR, OTHER MANAGEMENT OFFICER AND COMPANY'S SECRETARIAT 34
Article 32. Organization of management apparatus 34
Article 33. Executive officers 34
Article 34. Appointment, dismissal, duties and authorities of the General Director 34
Article 35. Company's Secretary 36
CHAPTER IX. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, GENERAL DIRECTOR AND EXECUTIVE OFFICERS 36
Article 36. Careful responsibilities of members of the Board of Directors, members of the Board of Supervisors, the General Director and executive officers 36
Article 37. Responsibilities for honesty and avoidance of conflicts of interest 37
Article 38. Liability for damages and compensation 38
CHAPTER X. BOARD OF SUPERVISORS 38
Article 39. Members of the Board of Supervisors 38
Article 40. Board of Supervisors 40
CHAPTER XI. RIGHT TO INVESTIGATE THE BOOKS AND RECORDS OF THE COMPANY 41
Article 41. Rights to investigate books and records 41
CHAPTER XII. DIVISION OF PROFITS 42
Article 42. Dividends 42
Article 43. Other issues related to profit distribution 43
CHAPTER XIII. BANK ACCOUNTS, RESERVE FUND, FISCAL YEAR AND ACCOUNTING SYSTEM 43
Article 44. Bank accounts 43
Article 45. Reserve fund to supplement charter capital 43
Article 46. Fiscal year 43
Article 47. Accounting system 44
CHAPTER XIV. FINANCIAL STATEMENT, ANNUAL REPORT, RESPONSIBILITY TO INFORMATION DISCLOSURE 44
Article 48. Annual, six-month and quarterly financial statements 44
Article 49. Information disclosure and public announcement 44
CHAPTER XV. COMPANY AUDIT 44
Article 50. Auditing 44
CHAPTER XVI. STAMP 45
Article 51. Stamp 45
CHAPTER XVII. TERMINATION OF OPERATION AND LIQUIDATION 45
Article 52. Termination of operation 45
Article 53. Liquidation 45
CHAPTER XVIII. INTERNAL DISPUTE RESOLUTION 46
Article 54. Settlement of internal disputes 46
CHAPTER XIX. SUPPLEMENTATION AND AMENDMENT OF THE CHARTER 46
Article 55. Supplementation and amendment of the Charter 46
CHAPTER XX. EFFECTIVE DATE 47
Article 56. Effective date 47

CHAPTER I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Definitions

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

(a) "**E-voting**" means the Shareholder, the Shareholder's authorized representative vote by electronic means;

(b) "**Executive officer**" means the General Director, Chief Accountant, and other managing positions in the Company approved by the Board of Directors;

(c) "**Major shareholder**" means a shareholder who directly or indirectly owns five percent (05%) or more of the voting shares of the Company;

(d) "**Company**" is Viet Brand Invest Joint Stock Company;

(e) "**Article**" means an article of this Charter;

(f) "**Law on Enterprises**" means Law on Enterprises No. 59/2020/QH14 passed by the National Assembly dated 17 June 2020 and its supplements, amendments from time to time;

(g) "**Law on Securities**" means Law on Securities No. 54/2019/QH14 passed by the National Assembly dated 26 November 2019 and its supplements, amendments from time to time;

(h) "**Date of establishment**" is the date the Company granted with the first enterprise registration certificate;

(i) "**Related person**" means any individual or organization that has a direct or indirect relationship with the Company in the following cases:

(i) The parent company, its executive officer and legal representative, and the person who has the power to designate the executive officer of the parent company;

(ii) The subsidiary company, its executive officer and legal representative;

(iii) Any individual, organization or group of individuals or organizations that can influence the Company's operation through ownership, acquisition of shares/stakes or making decisions of the Company;

(iv) Member of the Board of Directors, the General Director, other executive officer, legal representative, member of the Board of Supervisors;

(v) Spouses, biological parents, adoptive parents, parents-in-laws, biological children, adopted children, children-in-law, biological siblings, siblings-in-law and biological siblings of spouses of the member of the Board of Directors, the General director, other executive officer, legal representative, member of the Board of Supervisors, members and shareholders holding the controlling stakes/shares;

(vi) Any individual that is the authorized representative of the companies or organizations mentioned in points i, ii and iii of this clause;

(vii) Any enterprise in which an individual, company or organization mentioned in points i, ii, iii, iv, v and vi of this Clause has the controlling interest.

(j) "**Laws**" means applicable laws, decrees, circulars, decisions, regulations and other documents having the effect of law in Vietnam issued by the competent authorities of Vietnam;

(k) "**Traditional way**" means the Company conducts the General Meeting of Shareholders or collects written opinions of shareholders without using E-voting;

(l) "**Stock Exchange**" means Vietnam Stock Exchange and its subsidiaries;

(m) "**Term of operation**" is the term of operation of the Company stipulated in Article 2 of this Charter and extension duration (if any) as approved by the General Meeting of Shareholders of the Company via resolutions;

(n) "**Vietnam**" is the Socialist Republic of Vietnam.

(o) **"Charter capital"** is the total par value of issued shares that shareholders made full payment for and recorded in the Company's Charter;

1.2. In this Charter, references to one or more provisions or other documents will include modifications or documents replacing them.

1.3. The headings (chapters, articles of this Charter) are used to facilitate understanding content and do not affect the content of this Charter.

1.4. Words or terms defined in Law on Enterprises (if not conflicting with the subject or context) will have the same meaning in this Charter.

CHAPTER II. GENERAL INFORMATION OF THE COMPANY

Article 2. General information of the Company

2.1. Name of the Company

- Company name in Vietnamese: CÔNG TY CỔ PHẦN ĐẦU TƯ NHÃN HIỆU VIỆT
- Company name in English: VIET BRAND INVEST JOINT STOCK COMPANY
- Company name in abbreviation: VIET BRAND

2.2. The registered address of the Company is: Floor 4, Crescent Residence 3 Building, 109 Ton Dat Tien, Tan My Ward, Ho Chi Minh City, Vietnam.

- Email: info@vbinvest.com.vn
- Website: www.vbinvest.com.vn

2.3. The Company may establish branches and representative offices for operational purposes of the Company in accordance with resolutions of the Board of Directors and to the extent permitted by laws.

2.4. Except when the operation terminates before the deadline as specified in Article 52 of this Charter, the term of operation of the Company will start from the date of its establishment and is indefinite.

Article 3. Legal representative of the Company

3.1. The legal representative of the Company includes the Chairman of the Board of Directors and General Director.

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

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

Article 4. Operational objectives of the Company

4.1. Business lines of the Company include:

No.	Business lines	Code of business line
1.	**Management consultancy services** **(except for financial, accounting and legal consultancy).**	**7020 (Main)**
2.	Activities auxiliary to financial service activities not elsewhere classified Detail: Investment consultancy (except finance, accounting, legal consultancy)	6619
3.	Restaurants and mobile food service activities Detail: Business of restaurant and food service.	5610
4.	Other food service activities Detail: Franchising of food service business.	5629
5.	Wholesale of textiles, clothing and footwear	4641
6.	Wholesale of food Detail: Wholesale of vegetables, tea, coffee (not operating at the office)	4632
7.	Retail sale of clothing, footwear, leather articles and imitation leather in specialized stores	4771
8.	Retail sale of food products in specialized stores Detail: Retailing vegetables, fruits, tea and coffee in specialized stores. (comply with Decision No. 64/2009/QD0UBND dated 31 July 2009 and Decision No. 79/2009/QD-UBND dated 17 October	4722

	2009 of the People's Committee of Ho Chi Minh City on plan of business of agricultural products and foods in Ho Chi Minh City).	
9.	Warehousing and storage (exclude warehouse business)	5210
10.	Construction of other civil engineering projects Detail: Construction of civil, industrial, wharf, traffic and irrigation works; construction of infrastructure of residential areas, industrial zones and tourist areas.	4299
11.	Organization of conventions and trade shows (do not perform fire and explosion effects; do not use explosives, inflammables, chemicals as props, tools for performing arts, events, movies).	8230
12.	Manufacture of other food products not elsewhere classified Detail: Roasting and filtering coffee; Production of coffee products such as: instant coffee, coffee filter, coffee and coffee extract concentrate; Producing coffee substitutes (not operating at the office)	1079

4.2. Operational objectives of the Company are:

(a) The Company is established and operated for maximum profit to its shareholders;

(b) Increase accumulation of production and business development;

(c) To fulfill obligations with the State and society;

(d) Improve the income of employees in the Company.

Article 5. Scope of business and operation

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

CHAPTER IV. CHARTER CAPITAL, SHAREHOLDERS, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

6.1. The charter capital of the Company is VND200,000,000,000 (in words: two hundred billion dong).

6.2. The total charter capital of the Company is divided into 20,000,000 (twenty million) shares with par value of VND 10,000 (ten thousand) per share.

The maximum foreign ownership ratio at the Company is 49% of the charter capital.

6.3. The Company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of laws.

6.4. The shares of the Company on the date of approval of this Charter only have ordinary shares. Rights and obligations attached to ordinary shares are stipulated in Article 13 and Article 14 of this Charter.

6.5. The Company may issue other types of preferred shares after obtaining approval of the General Meeting of Shareholders and in accordance with the provisions of laws.

6.6. Ordinary shares must be prioritized to be offered for sale to existing shareholders at the same ratio corresponding to their ownership ratio of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The Company must announce the share offering, which must state clearly the number of offered shares and the appropriate subscription period of at least twenty (20) working days for shareholders to register to buy. The number of shares not registered to buy by shareholders will be decided at the discretionary of the Board of Directors. The Board of Directors can distribute these shares to shareholders and others in accordance with conditions not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or in the case of shares sold in Stock Exchange/ Securities Trading Center via auction method.

6.7. The Company may purchase shares issued by the Company (including redeemable preferred shares) in the methods specified in this Charter and current laws.

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

Article 7. Book of shareholders registration

7.1. The Company must establish and keep record of book of shareholders registration from the time of being granted with the Enterprise Registration Certificate. Books of shareholders registration may be documents, electronic data sets or both. Books of shareholders registration are kept at head office, in case the Company registers for depository at the Depository Center or being a listed company, books of shareholders registration are also kept at the Depository Center.

7.2. Where shareholders change their permanent address, they must notify the Company promptly to update the book of shareholders registration. The Company is not responsible for not being able to contact with shareholders because of not being informed of the change of shareholders' address.

7.3. Shareholders of the Company are granted with the certificate of share ownership corresponding to the number of shares and type of owned shares. The certificate of share ownership must have the seal of the Company and the signature of legal representative of the Company or authorized person.

7.4. Other securities certificates such as: bonds, preferred shares will be issued with stamp and signature of legal representative of the Company, unless terms and conditions for issuing regulates otherwise. Within thirty (30) days from the date of submission of the complete application for transfer of shares ownership as stipulated by the Company or within two (02) months (or other duration according to specified issuance terms) from the date of full payment of stock purchase as stipulated in the plan of shares issuance of the Company, shares owners will be granted with share certificate. Share owners do not have to pay the printing costs for share certificates.

7.5. In case that certificate of share ownership is lost, broken or destroyed by other methods, the shareholder will be reissued the certificate of share ownership as per request of the shareholder. Request of the shareholder must include following contents:

(a) Information of the share certificate which is lost, broken or destroyed by other methods.

(b) Commitment to be responsible for any disputes arising from the reissuance of the new certificate of share ownership.

Article 8. Transfer of shares

8.1. All shares are freely transferred unless this Charter and the laws regulate otherwise. Shares listed on the Stock Exchange/ Securities Trading Center will be transferred according to the laws on securities and securities market.

8.2. In case that an individual shareholder dies, the heir by will or by law of that shareholder is a shareholder of the Company.

8.3. In case that individual shareholders die without an heir or heirs refusing to accept inheritance or being disqualified, the number of shares will be resolved according to regulations of civil laws.

8.4. Shareholders have the rights to donate part or all of their shares at the Company to others; use shares to pay debts. In this case, the person who is donated or received debt payment by shares will be shareholders of the Company.

8.5. In case shareholders transfer some shares, the old shares shall be canceled and the Company shall issue new shares to record the number of shares transferred and the remaining shares.

8.6. The recipient of shares in the cases specified in this Article only becomes a shareholder of the Company from the time of their information specified in Clause 2, Article 122 of Law on Enterprises fully recorded in the book of shareholders registration.

8.7. Shares that have not been fully paid cannot be transferred and enjoy benefits related such as the right to receive dividends, the right to receive shares in shares issuances to increase share capital from the equity, and the right to buy new shares offered and other rights as per provisions of laws.

Article 9. Share withdrawal

9.1. In case a shareholder fails to pay in full and timely manner the amount for shares purchase, the Board of Directors shall notify and have the right to request that shareholder to pay the remaining amount and to take responsibility corresponding to total par value of shares registered to buy for the Company's financial liabilities arising from the failure to pay in full.

9.2. The above payment notice must specify a new payment term (minimum of seven (07) days from the date of sending the notice), payment method and the notice must specify that in case of no payment as required, the number of shares that have not been paid will be withdrawn.

9.3. The Board of Directors shall have the right to withdraw shares which have not been paid in full and on time in case the requirements in the above notice are not fulfilled.

9.4. Withdrawn shares are considered as unsold shares as stipulated in Clause 4, Article 112 of Law on Enterprises. The Board of Directors may directly or authorize the sale, redistribution according to the conditions and methods which the Board of Directors finds appropriate.

9.5. Shareholders holding withdrawn shares will have to give up their shareholders' status for these shares, but still have to take responsibility corresponding to total par value of shares registered to buy for the arising financial liabilities of the Company as of the time of withdrawal according to decision of the Board of Directors from the date of withdrawal till the date of payment. The Board of Directors has full right to decide the coercive payment of the entire share value at the time of withdrawal.

9.6. Notices of withdrawal will be sent to holders of the withdrawn shares before the withdrawal time. The withdrawal is still valid even if there are errors or carelessness in sending notices.

Article 10. Shares repurchase at the decision of the Company

10.1. The Company has the right to repurchase no more than thirty percent (30%) of the total ordinary shares sold.

10.2. The Board of Directors may decide to repurchase no more than ten percent (10%) of total shares for each category sold within twelve (12) months. In other cases, share repurchase shall be decided by the General Meeting of Shareholders.

10.3. The Board of Directors decides the price of repurchased share. For ordinary shares, the purchase price is not allowed to be higher than the market price at the time of purchase, except for the case specified in Clause 3 of Article 133 of Law on Enterprises. For other shares, if the Company's Charter does not stipulate or the Company and related shareholders have no other agreement, the price for redemption shall not be lower than the market price.

10.4. The repurchase of shares of the Company is only allowed to be carried out without affecting debt payments of the Company and in compliance with the current regulations of corporate and securities laws.

10.5. The redeemed shares are considered as unsold shares under the provisions of Clause 4, Article 112 of Law on Enterprises. The Company must complete procedures to reduce the charter capital corresponding to the total par value of shares repurchased by the Company within ten (10) days, from the date completing the payment of shares repurchase, unless otherwise prescribed by the securities laws.

10.6. After paying all repurchased shares, if the total value of assets recorded in the accounting book of the Company decreases by more than ten percent (10%), the Company must disclose information on website of the Company within fifteen (15) days from the date of payment of all repurchased shares.

Article 11. Bond issuance

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

CHAPTER V. STRUCTURE OF ORGANIZATION, MANAGEMENT AND CONTROL

Article 12. Management and organizational structure

The management and organizational structure of the Company includes:

(a) General Meeting of Shareholders

(b) Board of Director

(c) General Director

(d) Board of Supervisors

CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 13. Rights of shareholders

13.1. Shareholder means persons/entities holding shares of the Company, have the rights and obligations corresponding to the number and the type of shares they own. Shareholders are only responsible for debts and other property obligations of the Company within the amount of capital contributed to the Company.

13.2. Ordinary shareholders have the following rights:

(a) To attend and express opinions at the General Meeting of Shareholders and to exercise the voting right directly or through his/its authorized representative(s) or in other manners as prescribed by the Company's Charter and laws. Each ordinary share shall carry one vote;

(b) Receive dividends rate decided by the General Meeting of Shareholders;

(c) To be given priority in subscribing for new shares corresponding to the ratio of ordinary shares they hold;

(d) Freely transfer his/its shares to others, except for the cases specified in Clause 3, Article 120, Clause 1 Article 127 of Law on Enterprises and other provisions of relevant laws;

(e) To check, review and make an extract of information about names and contact addresses in the list of shareholders eligible to vote; request to amend incorrect information about themselves;

(f) To check, review and make an extract or copy of the Company's Charter, the meeting minutes and resolutions of the General Meeting of Shareholders;

(g) Upon dissolution or bankruptcy of the Company, to receive remaining assets in proportion to their holdings in the Company;

(h) Request the Company to buy back their shares in the circumstances specified in Article 132 of Law on Enterprises;

(i) Other rights stipulated in this Charter and the laws.

13.3. A shareholder or a group of shareholders holding at least five percent (5%) of total ordinary shares has the following rights:

(a) Nominate members of the Board of Directors or Board of Supervisors according to the relevant regulations stipulated in Article 27.3 and Article 39.3 of this Charter;

(b) Request to convene the General Meeting of Shareholders in accordance with the provisions of Article 115 and Article 140 of Law on Enterprises;

(c) Review, search and make an extract of book of meeting minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial statement, reports of the Board of Supervisors, contract, transaction must be approved by the Board of Directors and other documents, except the documents relating to trade secret, business secret of the Company;

(d) Request the Board of Supervisors to check each specific issue related to management and operational activities of the Company when necessary. The request must be in writing; must include following information: full name, contact address, nationality, number of citizen identification card, identity card, passport or other legal personal identification for individual shareholders; name, enterprise code or legal establishment number for institutional shareholders, head office address for institutional shareholders; number of shares and date of share registration of each shareholder, total number of shares of both groups of shareholder and ownership ratio of the total shares of the Company; issues to be checked, examine purposes;

(e) Propose issues to be included in the agenda of the General Meeting of Shareholders in accordance with Article 19.3 of this Charter;

(f) Other rights are stipulated in the laws and this Charter.

Article 14. Obligations of shareholders

Shareholders have the following obligations:

14.1. To pay in full and on time for the shares which has been undertaken to subscribe. Not withdraw capital contributed under the ordinary share from the Company in any form, except where ordinary shares are redeemed by the Company or purchased by other persons. If the shareholders withdraw part or all of the share capital contributed in contravention of the provisions of this clause, such shareholder and person with related interests in the Company must jointly be responsible for debts and other property obligations of the Company to the extent that the value of shares has been withdrawn and damages have occurred.

14.2. Comply with the Company's Charter and regulations of the Company; Abide by the resolutions, decisions of the General Meeting of Shareholders, the Board of Directors;

14.3. Provide the contact address, email address, contact phone number exactly when registering to buy share;

14.4. Protect the confidentiality of information provided by the Company in accordance with the Company's Charter and the laws; only use the provided information to perform and protect their lawful rights and interests; do not spread or share information to any other organization or individual;

14.5. Complete other obligations in accordance with current laws.

Article 15. General Meeting of Shareholders

15.1. The General Meeting of Shareholders, which includes all shareholders with voting rights, is the highest decision-making body of the Company. The annual General Meeting of Shareholders is held once a year. The annual General Meeting of Shareholders must be held within four (04) months from the end of the fiscal year. The Board of Directors decide to extend the time to hold the annual General Meeting of Shareholders where necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. Location of the

meeting of the General Meeting of Shareholders is where the chairman attends the meeting and must be in Vietnam.

15.2. The Board of Directors convenes the annual General Meeting of Shareholders and selects appropriate location. The annual General Meeting of Shareholders decides issues according to the provisions of laws and the Company's Charter, especially approve annual financial statements and financial budgets for the next fiscal year. Independent auditors are invited to attend the meeting to consult for the approval of annual financial statements.

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

(a) The Board of Directors considers it necessary for the benefit of the Company;

(b) Annual accounting balance sheet, quarterly or semi-annual reports or audit reports of fiscal year reflecting the charter capital lost half (1/2) compared to the beginning of the period;

(c) When the number of remaining members of the Board of Directors, Board of Supervisors is less than the minimum number of members stipulated by laws or less than half (1/2) of the members specified in the Charter;

(d) A shareholder or a group of shareholders stipulated in Article 13.3 of this Charter requires convening the General Meeting of Shareholders by a proposal. The proposal for convening must clearly state the reasons and the purpose of the meeting, have full name, permanent address, number of identity card, passport or other legal personal identification for individual shareholders; name, enterprise code or establishment decision number, head office address for shareholders being organizations; number of shares and time of share registration of each shareholder, the total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company and grounds for convening the General Meeting of Shareholders, signed by the relevant shareholders (the request can be made into several copies to get the signatures of all relevant shareholders);

(e) As per request of the Board of Supervisors;

(f) Other cases as prescribed by laws and the Company's Charter.

15.4. Convene an extraordinary General Meeting of Shareholders:

(a) The Board of Directors must convene a General Meeting of Shareholders within a period of thirty (30) days from the date the remaining members of the Board of Directors, the Board of Supervisors are as stipulated in Article 15.3.(c) of this Charter or receiving the request specified at Article 15.3.(d), (e) of this Charter;

(b) Where the Board of Directors does not convene the General Meeting of Shareholders as stipulated in Article 15.4.(a) of this Charter, within the next thirty (30) days, the Board of Supervisors will replace the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3, Article 140 of Law on Enterprises.

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

convene the General Meeting of Shareholders in accordance with Clause 4 Article 140 of the Law on Enterprises.

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

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

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

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

(a) Annual business plan of the Company;

(b) Audited annual financial statements;

(c) Report of the Board of Directors on corporate governance and operation results of the Board of Directors and each member of the Board of Directors;

(d) Report of the Board of Supervisors on the business results of the Company, on the operational results of the Board of Directors, the General Director of the Company;

(e) Report of self-assessment of operation results of the Board of Supervisors and each member of the Board of Supervisors;

(f) Dividend rate for each share of each type;

(g) Other issues under jurisdiction.

16.2. In addition to being discussed and voted on at the Annual General Meeting of Shareholders, the following issues are discussed and approved at the extraordinary General Meeting of Shareholders:

(a) Annual business plan of the Company;

(b) Approving audited annual financial statements;;

(c) Report of the Board of Directors on corporate governance and operation results of the Board of Directors and each member of the Board of Directors;

(d) Report of the Board of Supervisors on the business results of the Company, on the operational results of the Board of Directors, the General Director of the Company;

(e) Report of self-assessment of operation results of the Board of Supervisors and each member of the Board of Supervisors;

(f) Approving the development orientation of the Company;

(g) Decide on the type of shares and the total number of shares of each type to be offered; decide annual dividend rate of each class of shares; Number of members of the Board of Directors;

(h) Approve the list of independent audit companies; select an independent audit company to audit operation of the Company, dismiss the independent auditor where necessary;

(i) Vote, dismiss and remove members of the Board of Directors and Board of Supervisors;

(j) Decide the budget or total remuneration, bonus and other benefits for the Board of Directors and the Board of Supervisors;

(k) Decide to supplement and amend the Company's Charter;

(l) Division, separation, consolidation, merger or conversion of the Company;

(m) Restructuring and dissolve the Company;

(n) Review and handle violations of members of the Board of Directors, members of the Board of Supervisors causing damage to Company and its shareholders;

(o) Decide to invest or sell the Company's or branch's assets with a value equal to or greater than thirty-five percent (35%) of the total assets of the Company recorded in the most recent audited financial statements of the Company;

(p) Approve a decision to repurchase more than ten percent (10%) of the sold shares of each class;

(q) Approve the internal management rules, operation rules of the Board of Directors, the Board of Supervisors;

(r) Approved the following transactions:

(i) Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, General Director, other managers who are not shareholders and related individuals and organizations of these subjects;

(ii) A transaction with a value of 20% or more or a transaction resulting in a total transaction value arising within 12 months from the date of making the first transaction with a value of 20% or more of the total asset value record on the most recent financial statement of the Company between the Company and one of the following subjects:

a. Shareholders, authorized representatives of shareholders holding more than 10% of the total ordinary share capital of the Company and their related persons;

b. Members of the Board of Directors, members of the Board of Supervisors, General Director, other executive officer and related persons of these subjects;

c. Enterprises which members of the Board of Directors, members of the Board of Supervisors, General Director, other executive officer are owners or hold stakes or shares;

d. Enterprises which related parties of the Board of Directors, members of the Board of Supervisors, General Director, other executive officer

are owners, jointly own or individually own stakes or shares more than 10% of charter capital.

(iii) Contracts, loan transactions or sale of assets with a value of more than 10% of the total value of assets recorded on the latest financial statement between the Company and a shareholder owning from 51% of the total number of voting shares or a related person of that shareholder.

(s) Other issues in accordance with the laws and the Company's Charter.

16.3. Shareholders are not allowed to vote in the following cases:

(a) The contracts, transactions specified in Article 16.2 of this Charter when the shareholders or shareholders' related persons is one party of the contracts;

(b) The purchase of shares of such shareholder or shareholders' related persons or the repurchase is conducted through matching orders or public offering on Stock Exchange.

16.4. All Resolutions and issues that have been included in the agenda must be discussed and voted at the General Meeting of Shareholders.

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

17.1. Shareholders, authorized representatives of institutional shareholders can directly attend the meeting or authorize one or several other individuals or organizations to attend the meeting or to attend the meeting via one of the methods stipulated in Article 20.4 of this Charter.

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

(a) When an individual shareholder is the authorizing person, it must be signed by that shareholder and the person authorized to attend the meeting;

(b) Where an institution sharholder is the authorizing person, it must be signed by the authorized representative, the legal representative of the shareholder and the person authorized to attend the meeting;

(c) In other cases, it must be signed by the legal representative of the shareholder and the person authorized to attend the meeting.

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

17.3. The vote of the authorized person attending meetings within the scope of authorization in one of the following cases shall still remain effective if the Company does not receive any notice on the event before opening the General Meeting of Shareholders or before reconvening the meeting:

(a) The principal has died, limited capacity for civil acts or lost the capacity for civil acts;

(b) The principal has canceled the appointment of authorization;

(c) The principal has revoked the authority of the person who performs the authorization.

Article 18. Change of rights

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

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

18.3. Unless otherwise stated in the terms of share issuance, special rights attached to shares with preferred right to some or all of the issues related to the distribution of the Company's profits or assets will not be changed when the Company issues additional shares of the same class.

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

19.1. The Board of Directors convenes the General Meeting of Shareholders, or the General Meeting of Shareholders is convened according to the cases specified at Article 15.4.(b) or Article 15.4.(c) of this Charter.

19.2. The convenor of the meeting of the General Meeting of Shareholders must perform the following tasks:

(a) Making a list of shareholders eligible to participate the meeting. This list shall be made no later than ten (10) days before the date of sending invitation to the meeting of the General Meeting of Shareholders;

(b) Providing information and resolve disputes relating to the list of shareholders;

(c) Preparing the meeting agenda and content;

(d) Preparing documents for the meeting;

(e) Drafting the resolutions of the General Meeting of Shareholders according to the proposed meeting agenda; prepare a list and detailed information about the candidates for members of the Board of Directors, members of the Board of Supervisors;

(f) Determining time and location of the meeting;

(g) Sending invitation to the meeting of the General Meeting of Shareholders to all shareholders entitled to attend meeting;

(h) Other activities serving the meeting.

19.3. A shareholder or a group of shareholders mentioned in Article 13.3 of this Charter is entitled to recommend issues to be included in the agenda of the meeting of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least ten (10) days before the opening day of the meeting of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, the number of each type of shares held, and content proposed to be included in the meeting agenda.

19.4. The convenor of the meeting of the General Meeting of Shareholders is only allowed to refuse the proposal specified in Article 19.3 of this Charter in the following cases:

(a) The proposal is not sent in accordance with Article 19.4 of this Charter;

(b) The proposed issue is not within the jurisdiction of the General Meeting of Shareholders.

In case the convenor of the meeting of the General Meeting of Shareholders rejects the proposal specified in Article 19.3 of this Charter, he/she must respond in writing no later than 02 working days before the date of opening the meeting and clearly state the reason.

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

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

20.1. The meeting of the General Meeting of Shareholders is conducted when the number of attending shareholders representing more than fifty percent (50%) of the total number of votes.

20.2. In case the first meeting does not meet requirement to conduct according to Article 20.1 of this Charter, the invitation for the second meeting must be sent within thirty (30) days from the intended date of the first meeting of the General Meeting of Shareholders. The second meeting of the General Meeting of Shareholders is conducted when total shareholders attending the meeting representing thirty-three percent (33%) or more of total votes.

20.3. In case the second meeting of the General Meeting of Shareholders does not meet requirement to conduct according to Article 20.2 of this Charter, the invitation to the third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third meeting of the General Meeting of Shareholders is conducted regardless of the total number of votes of the attending shareholders.

20.4. Shareholders are considered to attend and vote at the meeting of the General Meeting of Shareholders in the following cases:

(a) Attend and vote directly at the meeting;

(b) Authorize other person, organization to attend and vote at the meeting;

(c) Attend and vote through online conferences, e-voting or other electronic forms;

(d) Send voting slips to the meeting via mail, fax, email.

20.5. Only the General Meeting of Shareholders has the right to change the meeting agenda enclosed the invitation notice as stipulated in Article 19.2 of this Charter.

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

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

A. Procedures for conducting and voting under traditional way

21.1. On the date of the General Meeting of Shareholders, the Company must carry out procedures for shareholder registration and perform registration until all eligible attending shareholders have registered.

21.2. When conducting shareholder registration, the Company will issue to each shareholder or authorized representative with voting right a voting card, on which are registration number, full name of shareholder, full name of the authorized representative and the number of votes of that shareholder. When proceeding voting at the meeting, the number of cards to support the resolution shall be collected in advance, the number of cards against the resolution shall be collected later, finally count the total number of votes for or against to decide. Total votes supporting, opposing each issue or abstaining from voting, will be notified by the Chairman immediately after proceeding voting on that issue. The meeting will choose among the delegates who are responsible for voting scrutiny or supervising voting scrutiny and if the meeting does not select, the Chairman will select those people. The number of members of voting scrutiny committee shall not exceed three people.

21.3. Shareholders attending the General Meeting of Shareholders late have the rights to register immediately and then have the rights to participate and vote at the meeting. Chairman is not responsible for stopping the conference for shareholder coming late to register and validity of voting sessions conducted before shareholders arrived shall not be affected.

21.4. The General Meeting of Shareholders shall be chaired by the Chairman of the Board of Directors, in case of the Chairman of the Board of Directors is absent, the Chairman of the Board of Directors will appoint a member of Board of Directors to chair. In case the Chairman of the Board of Directors doesn’t appoint anyone, the person who is elected by the General Meeting of Shareholders will chair the meeting. In case none of them can chair the meeting, members of the Board of Directors with the highest position present will hold a meeting to elect the Chairman of the General Meeting of Shareholders, the chairman is not necessarily a member of the Board of Directors. Chairman of the Board of Directors or Chairman elected by the General Meeting of Shareholders shall nominate a secretary to make the meeting minutes. In case of electing the Chairman, name of the Chairman nominated and the number of votes for the Chairman must be public.

21.5. Chairman's decision on sequence, procedures or events arising out of the agenda of the General Meeting of Shareholders will bear the highest judgment.

21.6. Agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. Agenda must clarify the time for each item in the agenda.

21.7. The Chairman has the right to adjourn the meeting of the General Meeting of Shareholders having enough number of delegates needed to another time no later than three (03) days from the intended date of the opening and shall only permitted to adjourn the meeting or change the location of the meeting in the following cases:

(a) Meeting venue does not have enough convenient seats for all attendees;

(b) The media at the meeting venue does not guarantee shareholders to attend the meeting, discuss and vote;

(c) There are attendees who obstruct, disturb the order, and potentially make the meeting not conducted in a fair and legal manner.

21.8. In case the chairman postpones or suspends the General Meeting of Shareholders in contravention of the regulations stipulated in Article 21.7 of this Charter, the General Meeting of Shareholders elects another person among the participants to replace the chairman of the meeting until the end; validation of approved resolutions at that meeting is not affected.

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

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

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

(a) Adjust the number of people present at the main venue of the meeting of the General Meeting of Shareholders;

(b) Ensure safety for everyone present at that venue;

(c) Facilitate shareholders attending (or continue to attend) the meeting.

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

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

(a) Notify that the meeting will be conducted at the place indicated in the notice and the chairman of the meeting will be there ("Main venue of the meeting");

(b) Arrange and organize so that shareholders or authorized representatives do not attend the meeting under this provision or those, who wish to participate in different location from the Main venue of the meeting, can attend the meeting simultaneously;

(c) Notify of meeting organization does not need to detail the organization measures stipulated in this provision.

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

B. Procedures for conducting meeting and voting at online meeting or at direct meeting having E-voting way: Processing in accordance with the regulation on organization of online General Meetings of Shareholders and e-voting of the Company.

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

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

(a) Amendments and supplements to the Company's Charter;

(b) Orientation for development of the Company;

(c) Type of shares and number of each type of shares;

(d) Election and dismissal or members of the Board of Directors and the Board of Supervisors;

(e) Investment project or selling assets having a value equal to or greater than thirty-five percent (35%) of the total value of assets of the Company recorded in the most recent financial statements;

(f) Approval of the annual financial statement;

(g) Reorganizing and dissolving the Company.

22.2. Except the cases specified in Article 22.4 of this Charter, Resolutions on the following contents are approved if the number of shareholders representing at least sixty-five percent (65%) of the total votes of all shareholders attending and voting at the meeting approve (in case of meeting) or at least sixty-five percent (65%) of the total votes of shareholders having voting right approve (in case of collecting written opinions of shareholders):

(a) Type of shares and number of each type of shares;

(b) Changes of business lines and sector of business;

(c) Changes of structure of management of the Company;

(d) Investment project or selling assets having a value equal to or greater than thirty-five percent (35%) of the total value of assets of the Company recorded in the most recent financial statements;

(e) Reorganizing and dissolving the Company.

22.3. Other resolutions are approved if the number of shareholders holding more than fifty percent (50%) of the total number of votes of all attending shareholders approve (in case of meeting) or more than fifty percent (50%) of the total votes of shareholders with voting rights approve (in case of collecting written opinions of shareholders), except for the cases specified in Article 22.2 and Article 22.4 of this Charter.

22.4. Election of members of the Board of Directors and the Board of Supervisors is conducted in the principle of cumulative voting. The elected winners for members of the Board of Directors or members of the Board of Supervisors shall be determined according to the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members is sufficient as stipulated in the Company's Charter.

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

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

23.1. The Board of Directors has the right to collect written opinions of the shareholders to pass resolutions of the General Meeting of Shareholders in accordance with Article 22.1 of this Charter if it deems necessary for the benefit of the Company. The collection of written opinion can be processed via traditional way or E-voting.

23.2. Collecting written opinions via traditional way:

(a) The Board of Directors must prepare opinion forms, draft resolutions of the General Meeting of Shareholders, and documents explaining the draft resolutions. A written opinion form attached with draft resolutions and explanatory documents must be sent by a guaranteed method to the address of each shareholder. The Board of Directors must ensure to send and disclose documents to shareholders in reasonable time to consider voting and must send at least ten (10) days before the expiration date of receiving opinion form.

(b) The written opinion form must contain the following main contents:

(i) Name, address of head office, enterprise code;

(ii) Purpose of collecting opinions;

(iii) Full name, contact address, nationality, number of citizen identification card, Passports or other legal personal documents of individual shareholders; name, enterprise code or establishment decision number, address of the head office of the institutional shareholders or full name, contact address, nationality, number of citizen identification card, passport, or other legal personal documents of the authorized representative of the institutional shareholders; number of each type of shares and number of votes of shareholders;

(iv) Issues need to get opinions to pass;

(v) Voting options include approval, disapproval and no opinion;

(vi) The deadline to return to the Company with the answered opinion form;

(vii) Full name and signature of the Chairman of the Board of Directors.

(c) A shareholder may send the answered written opinion form to the Company in one of the following methods:

(i) Send mail: The answered written opinion form must be signed by the individual shareholder, the authorized representatives or legal representatives of institutional shareholders. Opinion form sent to the Company must be contained in a sealed envelope and no one is entitled to open it before voting scrutiny;

(ii) Send fax or email: Opinion forms sent to the Company via fax or email must be kept secret until the time of voting scrutiny;

(iii) The opinion forms sent to the Company after the deadline specified in the content of the opinion form or opened in the case of mailing and disclosed in the case of sending a fax, e-mail are invalid. The opinion forms not sent are considered to be a non-participating voting.

(d) The Board of Directors shall organize vote counting and make the vote counting minutes under the witness of the Board of Supervisors or of shareholders who do not hold management positions. The vote counting minutes must have the following main contents:

(i) Name, head office address, enterprise code;

(ii) Purpose and issues that need to be consulted to pass the resolution;

(iii) Number of shareholders with the total number of votes participating in voting, in which the number of valid voting and invalid voting is distinguished, attached with an appendix of list of shareholders participating in voting;

(iv) Total number of votes for, against and no opinion on each issue;

(v) Adopted issues and ratio of approved vote accordingly;

(vi) Full name and signature of the Chairman of the Board of Directors, voting supervisor and voting counter.

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

(e) Vote counting minutes and resolutions must be published on the Company's website within twenty-four (24) hours or sent to shareholders within a period of fifteen (15) days from the date of finishing vote counting. When the Company has its own website, sending of vote counting minutes can be replaced by posting on the Company's website;

(f) The answered opinion forms, vote counting minutes, passed resolutions and related documents attached to the opinion forms must be kept at the head office of the Company;

(g) A resolution passed in the form of collecting written opinion of shareholders has the same value as a resolution passed at the meeting of the General Meeting of Shareholders.

23.3. Collecting written opinions via E-voting: processing in accordance with the Regulation on E-voting guide of the Company.

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

24.1. The meeting of the General Meeting of Shareholders must be recorded by a minute and might be recorded in sound recording or written and archived under other electronic methods. Minutes and resolutions of the General Meeting of Shareholders must be disclosed on the Company's website within twenty-four (24) hours or send to all shareholders within fifteen (15) days from the date of the General Meeting of Shareholders ends; sending vote counting minutes can be replaced by posting on the Company's website.

24.2. Minutes of the General Meeting of Shareholders are considered as proof of the work conducted at the General Meeting of Shareholders unless there is an objection to the content of the minutes in accordance with correct procedure within ten (10) days from the date of sending minutes. Minutes must be made in Vietnamese and English, signed by the Chairman of the meeting and Secretary, and made in accordance with the Law on Enterprises and this Charter. Meeting minutes of the General Meeting of Shareholders, appendixes of the list shareholders attending the meeting, approved resolution and related documents attached to the meeting invitation must be kept at the head office of the Company.

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

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

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

25.2. Contents of resolutions violate the laws or the Company’s Charter.

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

26.1. Resolutions of the General Meeting of Shareholders shall take effect from the date of approval or from the time of validation stated in that resolution.

26.2. Resolutions of the General Meeting of Shareholders passed by one hundred percent (100%) of the total shares with voting rights are legal and effective even if the orders and procedures for convening the meeting and approving resolutions violated provisions of Law on Enterprises and this Charter.

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

CHAPTER VII. BOARD OF DIRECTORS

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

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

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

- Not fall into the subjects specified in Clause 2, Article 17 of the Law on Enterprises;

- Possess professional qualifications and experience in business administration or in the field, industry of the Company's business, and are not necessarily shareholders of the Company;

- A member of the Board of Directors may only simultaneously be a member of the Board of Directors or the Board of Members in a maximum of 05 other companies;

27.2. Where all members of the Board of Directors end the terms simultaneously, these members continue to be members of the Board of Directors until new members are elected for replacement and take over the work.

27.3. Shareholders holding at least five percent (05%) of the shares have the right to gather together to nominate candidates of the Board of Directors:

(a) Shareholders or groups of shareholders holding from five percent (5%) to less than ten percent (10%) of the total shares with voting rights have the right to nominate one (1) candidate;

(b) Shareholders or groups of shareholders holding from ten percent (10%) to less than thirty percent (30%) have the right to nominate up to two (2) candidates;

(c) Shareholders or groups of shareholders holding from thirty percent (30%) to less than forty percent (40%) have the right to nominate maximum three (3) candidates;

(d) Shareholders or groups of shareholders holding from forty percent (40%) to below fifty percent (50%) have the right to nominate maximum four (4) candidates;

(e) Shareholders or groups of shareholders holding from fifty percent (50%) to under sixty percent (60%) have the right to nominate maximum five (5) candidates;

(f) Shareholders or groups of shareholders holding from sixty percent (60%) to below seventy percent (70%) have the right to nominate maximum six (6) candidates;

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

(h) Shareholders or groups of shareholders holding from eighty percent (80%) to less than ninety percent (90%) have the right to nominate maximum eight (8) candidates.

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

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

(a) That member is not qualified as a member of the Board of Directors in accordance with the Law on Enterprises or prohibited by laws from being members of the Board of Directors;

(b) That member sends a written application to resign to the Company's head office and such resignation is approved;

(c) That member is dismissed from members of the Board of Directors in accordance with the decision of the General Meeting of Shareholders;

(d) Not participating in Board of Directors activities for 06 consecutive months, except in cases of force majeure;

(e) There is evidence demonstrating that such member has lost his/her legal capacity to act.

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

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

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

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

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

a. Full name, date of birth;

b. Educational level;

c. Professional qualifications;

d. Work experience;

e. Companies where the candidate currently holds positions as a member of the Board of Directors and other management positions;

f. Interests related to the Company (if any);

g. Other information (if any).

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

Article 28. Rights and obligations of the Board of Directors

28.1. The Board of Directors is the management body of the Company with full authority to on behalf of the Company decide and carry out all rights and obligations of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.

28.2. The Board of Directors is responsible for supervising the General Director and other executive officers.

28.3. Rights and obligations of the Board of Directors shall be governed by Laws, the Charter, internal regulations of the Company, and decisions of the General Meeting of Shareholder. Specifically, the Board of Directors has the following rights and duties:

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

(b) Appointment and dismissal of the Company's executive officers at the request of the General Director and decide their salary;

(c) Decide the organizational structure of the Company;

(d) Propose the types of shares to be issued and the total number of issued shares for each type;

(e) Propose the issuance of bonds, convertible bonds into shares and warrants allowing owners to buy stocks at a predetermined price;

(f) Decide the offering price of bonds, stocks and convertible securities;

(g) Election, dismissal Chairman of the Board of Directors; appointment, dismissal and entering into agreement, termination of agreement with the General Director and executive officers of the Company; decide salary, remuneration, bonus and other benefit of such executive officers; appoint authorized representative to join Member's Council or General Meeting of Shareholders in other companies, decide salary and other benefit of such person;

(h) Propose annual dividends and determine temporary dividends; organize dividend payment;

(i) Propose the restructuring or dissolution of the Company;

(j) Approve the agenda, content of the documents serving for the meeting of the General Meeting of Shareholders, convene the General Meeting shareholders or collect written opinions for the General Meeting of Shareholders to approve the decision;

(k) Submit audited annual financial statements to the General Meeting of Shareholders;

(l) Decide to promulgate the Operation regulations of the Board of Directors, Internal regulations on corporate governance after being approved by the General Meeting of Shareholders; decide to promulgate the Regulation on information disclosure of the Company;

(m) Develop and issue regulations on E-voting guide in accordance with the current E-voting regulation;

(n) Establish branches or representative offices of the Company;

(o) Establish subsidiaries of the Company;

(p) Decide capital contribution or purchase of shares of other companies;

(q) Decide the implementation, modification and cancellation of major contracts of Company (including contracts for buying, selling, merging, acquiring companies and joint ventures) except for the contracts under the approval authority of the General Meeting of Shareholders;

(r) Borrowing, lending and implementation of mortgages, warrantees, guarantees and compensation of the Company;

(s) The valuation of non-cash assets contributed to the Company related to the issuance of shares or bonds of the Company, including gold, land use rights, ownership rights of intellectual property, technology and confidential technology;

(t) Decide on investment or the sale of assets of the Company or branch with value equal or less than thirty-five percent (35%) of the total value of assets of the Company recorded in the latest audited financial statements;

(u) The signing of contracts with people specified in Clause 1, Article 167 of the Law on Enterprises with value equal to or less than twenty percent (20%) of the total value of assets of the Company recorded in the latest audited financial statements;

(v) Approve agreements of sale, purchase, and other agreements and other transactions with value equal or more than twenty percent (20%) of the total value of assets of the Company recorded in the latest audited financial statements, except for the agreements, transactions under the approval authority of the General Meeting of Shareholders;

(w) The purchase and the purchase price, or withdraw by the Company of no more than ten percent (10%) of each type of shares;

(x) Decide on selling unsold shares within number of issued shares of each type; decide on capital mobilization by other method;

(y) Decide the solutions for market development, marketing and technology;

(z) Pay dividends to shareholders in accordance with the law after approval by the Annual General Meeting of Shareholders;

(aa) Other rights and obligations provided in Law on Enterprises and the Company's Charter.

28.4. The Board of Directors must report to the General Meeting of Shareholders on its activities, specifically about supervision of the Board of Directors for the General Director and other executive officers in fiscal year.

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

28.6. The remuneration for each member of the Board of Directors is calculated to business expense of the Company as per regulations of corporate income tax, and indicated in a separate section in annual finance statement of the Company and must report to the General Meeting of Shareholders in the annual meeting.

28.7. Members of the Board of Directors hold executive positions (including the position of Chairman), or a member of the Board of Directors working at the subcommittees of the Board of Directors, or perform other tasks that, in the opinion of the Board of Directors, are beyond the normal scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a full-time wages, salary, commission, percent of profits, or other forms as decided by the Board of Directors.

28.8. Members of the Board of Directors have the right to be paid all travel, meal and accommodation expenses, and other reasonable expenses they have paid when performing responsibilities of members of the Board of Directors, including the costs incurred in attending the meetings of the Board of Directors, or subcommittees of the Board of Directors or General Meeting of Shareholders.

28.9. Rights to be provided information of members of the Board of Directors:

(a) Members of the Board of Directors have the right to request the General Director, managers of units in the Company provide information and documents on the financial situation, business operations of the Company and units in the Company.

(b) Managers are required to provide timely, complete and accurate information and resources at the request of members of the Board of Directors.

28.10. The Board of Directors has the right to authorize, decentralization or delegate to the Company's authorized representative at another organization to perform its responsibilities, obligations and powers as an owner, shareholder or capital contributor at another organization according to the appointment decision. Accordingly, the authorized representative shall fully comply with the responsibilities, powers and obligations as an owner, shareholder or capital contributor at another organization as prescribed in the Law on Enterprises, the Company's charter and the charters of such organizations, internal regulations and resolutions/decisions of the Board of Directors.

Article 29. Independent members of the Board of Directors

29.1. Independent members of the Board of Directors must meet following standards and conditions:

(a) not be a current employee of the Company, the Company's parent company or subsidiaries;

(b) not be a person that used to work for the Company, the Company's parent company or subsidiaries over the last three (3) consecutive years;

(c) not be a person receiving salaries, wages from the Company, except for the allowance to which members of the Board of Directors are entitled;

(d) not have a spouse, birth parent, adoptive parent, birth child, adopted child, or sibling being a major shareholder of the Company; being a manager of the Company or the Company's subsidiaries;

(e) not directly or indirectly hold at least one percent (1%) of the Company's voting shares;

(f) not ever hold the position of member of the Board of Directors, the Board of Supervisors over at least the last five (5) consecutive years, except the case of appointment for 2 consecutive periods.

29.2. Independent members of the Board of Directors must notify the Board of Directors about the failure of meeting the conditions prescribed in Article 29.1 of this Charter and of course no longer being independent members of the Board of Directors since the date of failing to meet the conditions. The Board of Directors must notify the case that independent members of the Board of Directors no longer meet the requirements at the nearest meeting of the General Meeting of Shareholders or convene the General Meeting of Shareholders to elect additional members or replace independent members of the Board of Directors within six (6) months from the date of receiving the notice of the relevant independent member of the Board of Directors.

29.3. Independent members of the Board of Directors have the same duties and authorities as other members of the Board of Directors, having the following additional rights:

(a) Propose to the Board of Directors to hold an extraordinary General Meeting of Shareholders or propose to the Board of Supervisors to organize the extraordinary General Meeting of Shareholders in case the Board of Directors opposes this proposal;

(b) Hire consulting or auditing organizations to perform their duties;

(c) Issue an independent opinion on issues related to reward plan and remuneration for members of the Board of Directors and managers of the Company;

(d) Issue an independent opinion on relevant major transactions and report to the regulatory authority when considering necessary.

Article 30. Chairman of the Board of Directors

30.1. The Chairman of the Board of Directors is elected, dismissed, removed among the members of the Board of Directors. The Chairman of the Board of Directors can't currently hold the position of the General Director.

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

(a) Prepare the program and operation plan of the Board of Directors;

(b) Prepare programs, contents and documents for meetings; convene and preside over meetings of the Board of Directors;

(c) Organize the adoption of resolutions of the Board of Directors;

(d) Supervise the process of implementing the resolutions of the Board of Directors;

(e) Chair meetings of the General Meetings of Shareholders, to sign on behalf of the General Meeting of Shareholders for resolutions which have been approved by the General Meeting of Shareholders;

(f) Decide on matters within the authority and responsibility of shareholders/owners/capital contributors at the Company's subsidiaries in accordance with the law and the charters of those subsidiaries.

(g) Other rights and obligations in accordance with Law on Enterprises and the Company's Charter.

30.3. The Chairman of the Board of Directors must be responsible for ensuring that the Board of Directors sends annual financial reports, operational reports of the Company, audit reports and inspection reports of the Board of Directors to shareholders at the General Meeting of Shareholders.

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

Article 31. Meetings of the Board of Directors

31.1. In case where the Board of Directors is to elect the Chairman, then the initial meeting of the term of the Board of Directors in order to elect the Chairman and to pass other resolutions within its authority must be conducted within a time-limit of seven (7) working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened and chaired by the member who gains the highest number of votes or the highest ratio of vote. If more than one member has the highest and equal votes or ratio of vote, these members elect one of them to convene a meeting of the Board of Directors according to the principle of majority.

31.2. Regular meetings: The Board of Directors shall hold at least a meeting per quarter. The Chairman of the Board of Directors shall convene a regular meeting of the Board of Directors, prepare the agenda of the meeting and determine the time and location of the meeting within a period of at least three (3) days before the proposed date of the meeting. The Chairman may convene meetings at any time where considered necessary, but there must be at least one meeting every quarter.

31.3. Extraordinary meetings: The Chairman must convene a meeting of the Board of Directors, which shall not be delayed without a legitimate reason, where any of the following make a written request specifying the objective and issues which need to be discussed:

(a) The General Director or at least five (05) executive officers;

(b) At least two (02) members of the Board of Directors;

(c) The Chairman of the Board of Directors;

(d) The Board of Supervisors or independent member of the Board of Directors.

31.4. A meeting of the Board of Directors as stipulated in Article 31.3 of this Charter must be conducted within a time-limit of seven (7) working days after the request for such meeting is made. If the Chairman of the Board of Directors does not agree to convene such a meeting upon the request, then the Chairman of the Board of Directors shall be liable for losses caused to the Company; any person who makes the request for the meeting as referred to in Article 31.3 of this Charter may himself/herself convene a meeting of the Board of Directors.

31.5. Venue of the meeting: Meetings of the Board of Directors shall take place at the registered address of the Company or at another address in Vietnam or abroad as decided by the Chairman of the Board of Directors or by the person that convenes the meeting .

31.6. Notice and agenda of a meeting of the Board of Directors: The notice of a meeting of the Board of Directors must be sent to members of the Board of Directors and the members of the Board of Supervisors at least three (3) calendar days prior to the date on which the meeting is to be held; members of the Board of Directors may refuse in writing the notice of meeting and such refusal could be changed or cancelled in writing by such member. The notice of the meeting of the Board of Directors could be made in writing and in Vietnamese or in English and it must provide sufficient information on the agenda, the time and location of the meeting; and it must be accompanied with necessary documents on the issues to be discussed and voted on at the meeting of the Board of Directors and include voting slips for members of the Board of Directors who will be unable to attend the meeting.

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

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

31.7. Minimum number of attending members:

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

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

(a) Attend and vote directly at the meeting;

(b) Authorize another person to attend the meeting and vote if approved by a majority of members of the Board of Directors.

(c) Attend and vote through online conferences, e-voting or other similar forms;

(d) Send votes to the meeting via letter, fax, and email.

31.9. Voting:

(a) Except for the provisions in Article 31.9.(b) of this Charter, each member of the Board of Directors or his/her authorized person being present in person at a meeting of the Board of Directors shall have one (01) vote. Members of Board of Directors may authorize another person to attend meetings and vote on their behalf if approved by a majority of the Board of Directors. Members not directly attending the meeting shall have right to vote by sending a written vote. Written vote shall be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors at least one (1) hour prior to opening of the meeting. Written votes shall only be opened in the presence of all the persons attending the meeting;

(b) A member of the Board of Directors is not permitted to vote on contracts, transactions or proposals in which such member or his/her related person has an interest.

(c) When an issue arises at a meeting of the Board pursuant to Article 31.9.(d) of this Charter regarding the level of interest of a member of the Board of Directors or relating to the voting right of a member, which is not resolved by such member of the Board of Directors voluntarily waiving his/her voting right, such issue shall be referred to the chairman of the meeting whose decision in relation to other members of the Board of Directors shall be final, except where the nature or scope of the interest of the relevant members of the Board of Directors has not been properly announced;

(d) Any member of the Board of Directors who benefits from one of the contracts stipulated at Article 37.4.(a), (b) of this Charter shall be considered to have a significant interest in such contract;

(e) Members of the Board of Supervisors have the right to attend the Board of Directors' meeting and the right to discuss, but are not allowed to vote.

31.10. Disclosure of interest: Any member of the Board of Directors who directly or indirectly benefits from a contract or transaction which has been signed or is intended to be signed with the Company, and where such member is aware that he/she has an interest, shall be required to disclose the nature and content of such interest at the meeting where the Board of Directors considers the signing of such contract or transaction for the first time; or such member may disclose the interest at the first meeting of the Board of Directors held after such member becomes aware that he/she has or will have an interest in the relevant contract or transaction.

31.11. Voting by the majority: The Board of Directors shall pass resolutions and make decisions in compliance with the assent of the majority of members of the Board of Directors attending the meeting. In case the number of assent votes is equal to the number of dissent votes, the vote of Chairman shall be decisive.

31.12. Meeting on the phone or collecting written opinions or other forms: A meeting of the Board of Directors may be conducted by way of a conference call between members of the Board of Directors where all or a number of members are at different places, provided that each attending member is able to:

(a) Listen to other members of the Board of Directors expressing their opinions in the meeting;

(b) Express his/her opinions at the same time as other attending members if he/she wishes to do so.

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

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

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

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

31.13. Resolution in the form of collecting written opinions is adopted on the basis of the approval of the majority of members of the Board of Directors with voting rights. This resolution is valid and valuable as the resolution adopted at the meeting. Resolution can be signed by Chairman of the Board of Directors.

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

31.15. Sub-committees of the Board of Directors: The Board of Directors may establish sub-committees in charge of development policy, human resources, remuneration and bonus, internal audit and risk management. Membership of a sub-committee may consist of one or more members of the Board of Directors and one or more non-board members pursuant to a decision of the Board of Directors. During the course of performance of authorized powers, the sub-committees must comply with the rules stipulated by the Board of Directors. Such rules may regulate or permit the admission of additional persons being non-board members to the sub-committees and may permit such persons to vote in their capacity as members of the

sub-committees, but (a) the number of non-board members must be less than half the total number of members of the sub-committee, and (b) resolutions of the sub-committee shall only take effect when the majority of members attending and voting at a meeting of the sub-committee are members of the Board of Directors.

31.16. Legal effect of actions: Actions taken to implement resolutions of the Board of Directors, of sub-committees under the Board of Directors, or of a person with membership on a sub-committee under the Board of Directors shall be deemed to be legally effective even when there may have been an error in the election and appointment of a member to the sub-committee or to the Board of Directors.

31.17. The execution of decision of the Board of Directors, or sub-committees of the Board of Directors, or member of sub-committees of the Board of Directors must comply with the applicable laws and the regulations of the Company's Charter.

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

Article 32. Organization of management apparatus

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

Article 33. Executive officers

33.1. At the proposal of the General Director and approval of the Board of Directors, the Company is allowed to use the number and type of executive officers necessary or in accordance with the management structure and practice of the Company proposed by the Board of Directors from time to time. The executive officer must have the right diligently necessary for the Company's activities and organizations to achieve the set objectives.

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

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

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

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

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

(a) Not fall into the subjects specified in Clause 2, Article 17 of the Law on Enterprises;

(b) Not be a person in the family relationship of the enterprise managers, members of the Board of Supervisors of the Company and the parent company; representative of state capital share, representative of enterprise capital share in Company and parent company;

(c) Not be related to the business manager, the Company's and parent company's controller, the representative of state capital, or the representative of enterprise capital in the Company and parent company as stipulated in point d, clause 46, Article 4 of the Securities Law;

(d) Have qualifications and experience in business administration of the Company.

34.4. Rights and duties:

The General Director has the following rights and responsibilities:

(a) Implement resolutions of the Board of Directors and the General Meeting of Shareholders, the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders;

(b) Decide all issues relating to daily business works of the Company that not belong to authorities of the Board of Directors, including signing financial and commercial contracts, organizing and operating activities of the Company on behalf of the Company according to best management practices;

(c) Propose the number and titles of managers that the Company needs to hire to let the Board of Directors appoint or dismiss when necessary in order to apply activities as well as good management structures proposed by the Board of Directors, and consult for the Board of Directors to decide the level of salary, remuneration, and other benefits and provisions of labor contracts of executive officers;

(d) In the first quarter of each year, the General Director must submit to the Board of Directors for approval of detailed business plan for that fiscal year on the basis of meeting the requirements of the appropriate budget;

(e) Implement the annual business plan approved by the General Meeting of Shareholders and the Board of Directors;

(f) Propose measures to improve operations and management of the Company;

(g) Prepare the long-term or annual planned budget of the Company (hereinafter referred to as planned budget) to serve the Company's long-term or annual management activities according to business plan. Annual planned budget (including balance sheets, operational report and cash flow statements) for each fiscal year will have to be submitted to the Board of Directors for approval and must include the information specified in regulations of the Company;

(h) Perform all other activities in accordance with this Charter and regulations of the Company, resolutions of the Board of Directors, labor contracts of the General Director and laws;

(i) Signing the appointment decision, dismissing titles under the approval of the policy of the Board of Directors;

(j) Appoint and dismiss management title of the Company, except the title belong to authorities of the Board of Directors;

(k) Decide remuneration and other benefit of employees of the Company, even for management title belong to rights of appointment of the General Director;

(l) Recruit employees;

(m) Propose dividend payment plan or plan for handle loss in business;

(n) Other rights and obligations provided by laws, Company's Charter and resolutions, decisions of the Board of Directors.

34.5. Report to the Board of Directors and shareholders: The General Director is responsible before the Board of Directors and the General Meeting of Shareholders for the implementation of duties and authority assigned and must report to these agencies when requested.

34.6. Dismissal: The Board of Directors may dismiss the General Director when two thirds or more of members of the Board of Directors votes approving (in this case, voting of the General Director is not counted) and appoints a new General Director for replacement.

Article 35. Company's Secretary

35.1. The Board of Directors will appoint one (1) or more people to be the Company's Secretary with term and provisions decided by the Board of Directors. The Board of Directors can dismiss the Company's Secretary when necessary but not contrary to the current provisions of labor laws. The Board of Directors may also appoint one or more the Company's Secretary Assistant from time to time. Roles and duties of the Secretary of the Company include:

(a) Organize meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders in accordance with order of the Chairman of the Board of Directors or Board of Supervisors;

(b) Make meetings minutes;

(c) Consult procedures of meetings;

(d) Provide financial information, copies of meeting minutes of the Board of Directors and other information for members of the Board of Directors and Board of Supervisors.

35.2. The Company's Secretary is responsible for keeping the information confidential in accordance with the laws and the Company's Charter.

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

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

Members of the Board of Directors, members of the Board of Supervisors, the General Director and executive officers entrusted have responsibilities to honesty perform their duties, including tasks as members of subcommittees of the Board of Directors, and in a manner that they believe to bring

highest benefit to the Company and with a degree of caution that a careful person often has when undertaking the same position and in the same context.

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

37.1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and executive officers are not allowed to make use of business opportunities that may benefit the Company for personal purpose; at the same time, not use the information obtained by their position to benefit themselves or to serve the interests of other organizations or individuals.

37.2. Members of the Board of Directors, members of the Board of Supervisors, the General Director and managers have obligations to notify the Board of Directors all benefits that may conflict with interests of the Company that they can be enjoyed through economic entities, transactions or other individuals. The above objects are only allowed to use these opportunities when the members of Board of Directors with no related interests have decided not to investigate this issue.

37.3. The Company is not allowed to issue loans, guarantees, or credit to members of the Board of Directors, members of the Board of Supervisors, the General Director, executive officers and their families or legal entities from which these people have financial benefits, unless otherwise decided by the General Meeting of Shareholders, and at the same time, members with related benefits do not have voting rights.

37.4. Contracts or transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, executive officers, or people related to them or the company, partners, associations, or organizations in which one or more members of the Board of Directors, executive officers or people related to them as members, or related financial interests, will not be disabled because of the above-mentioned relationships, or because of that member of the Board of Directors or that executive officer is present or participates in a meeting related to or on the Board of Directors or subcommittee allowing the performance of contracts or transactions, or because of their votes are also counted when voting on that purpose, if:

(a) For contracts valued less than twenty percent (20%) of the total value of assets recorded in the most recent financial statements, important elements of contracts or transactions as well as relationships and benefits of executive officers or members of the Board of Directors have been reported to the Board of Directors or relevant subcommittee. At the same time, the Board of Directors or subcommittee has allowed to perform such contract or transaction honestly by majority of votes of Board members without related interests; or

(b) For contracts valued at more than twenty percent (20%) of the total value of assets recorded in the most recent financial statements, important elements about this contract or transaction as well as relationships and benefits of executive officers or members of the Board of Directors have been disclosed to shareholders with no related interests to vote on that issue, and these shareholders voted agree for these contracts or transactions;

(c) The contracts or transactions considered to be fair and reasonable by an independent advisory organization in all respects regarding the shareholders of the Company at the time of the transaction or the contract are allowed to perform, approved by the Board of Directors or a subcommittee or the shareholders.

37.5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, executive officers or related persons are not allowed to buy or sell or trade in one or another way shares of the Company or subsidiaries of the Company at the time they obtained information certainly affecting the price of those shares and other shareholders do not know this information.

Article 38. Liability for damages and compensation

38.1. Responsibility for damage: Members of the Board of Directors, the General Director and executive officers violating obligations to act honestly, not fulfilling its obligations with care, diligence and professional competence will be responsible for damages caused by his/her violation behaviors.

38.2. Indemnification: The Company will indemnify those who have been or are at risk of becoming a related party in complaints, lawsuits and prosecutions (including civil and administrative cases and not the lawsuits filed by the Company) if the person has been or is a member of the Board of Directors, executive officers, employee or authorized representative for the Company or that person has been or is doing at the request of the Company as a member of the Board of Directors, executive officers, employee or authorized representative for the Company provided that the person has acted honestly, cautiously, diligently for or not against the highest benefit of the Company, on basis of compliance with laws; and there is no evidence to confirm that that person has violated his/her responsibilities. When performing functions or tasks as authorized by the Company, members of the Board of Directors, members of the Board of Supervisors, executive officers, employees or authorized representative of the Company are indemnified when becoming a related party in complaints, lawsuits and prosecutions (except lawsuits filed by the Company) in the following cases:

(a) Act honestly, cautiously, diligently for the benefit and not in conflict with the interests of Company;

(b) Comply with laws and there is no evidence confirms that he/she has not performed its responsibilities;

38.3. Compensation costs include: expenses incurred (including attorneys' fees), judgment fees, fines, and payments incurred in actual or considered as a reasonable level when dealing with these cases within the framework of the laws, provided that the person acted honestly, cautiously, diligently and with capacity expertise in the manner that he or she believes it is for the benefit or not against the highest benefit of the Company, on the basis of compliance with the laws; and there is no discovery or confirmation that that person violates his responsibilities. The Company has the right to buy insurance for those people to avoid the above compensation responsibilities.

CHAPTER X. BOARD OF SUPERVISORS

Article 39. Members of the Board of Supervisors

39.1. The number of members of the Board of Supervisors must be from three (3) to five (5) members. Members of the Board of Supervisors must meet standards and conditions as specified below:

(a) Have been trained in one of the majors in economics, finance, accounting, auditing, law, business administration or in a major relevant to the business of the Company;

(b) Not being a manager of the Company; not necessarily being a shareholder or employee of the Company;

(c) Not being a related family member of the managers of the company and the parent company;

(d) Not being a person working in the accounting and finance department of the Company;

(e) Not being a member or employee of an auditor approved to audit the financial statements of the Company for the preceding three (03) years;

(f) Not falling into the subjects specified in Clause 2, Article 17 of the Law on Enterprises;

(g) Other standards and conditions as prescribed by relevant laws and the company's Charter.

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

39.3. The Head of the Board of Supervisors is elected among members of the Board of Supervisors; election and dismissal of the Head of the Board of Supervisors is conducted in accordance to the majority rule. The Board of Supervisors must include more than half of members residing in Vietnam. The Head of the Board of Supervisors must have a university or higher degree in one of the majors in economics, finance, accounting, auditing, law, business administration or a major related to the business activities. Rights and obligations of the Head of the Board of Supervisors are as follow:

(a) Convene a meeting of the Board of Supervisors;

(b) Request the Company to provide relevant information to report to members of the Board of Supervisors;

(c) Prepare and sign the report of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

39.4. Shareholders who hold from five percent (05%) of shares can gather together to nominate candidates to the Board of Supervisors.

(a) Shareholders or a group of shareholders holding from five percent (5%) to less than ten percent (10%) of the shares with voting rights are entitled to nominate one (1) member;

(b) Shareholders or a group of shareholders holding from ten percent (10%) to less than thirty percent (30%) are entitled to nominate maximum two (2) members;

(c) Shareholders or a group of shareholders holding from thirty percent (30%) to less than forty percent (40%) are entitled to nominate maximum three (3) candidates;

(d) Shareholders or a group of shareholders holding from forty percent (40%) to less than fifty percent (50%) are entitled to nominate maximum four (4) candidates;

(e) Shareholders or a group of shareholders holding from fifty percent (50%) to less than sixty percent (60%) are entitled to nominate maximum five (5) candidates.

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

39.5. The members of the Board of Supervisors are no longer members in the following cases:

(a) That member is prohibited by laws from being a member of the Board of Supervisors;

(b) That member resigns with a written notice sent to the head office of the Company and such resignation is approved;

(c) That member was dismissed from being member of the Board of Supervisors according to the decision of the General Meeting of Shareholders;

(d) Failing to complete assigned duties and tasks;

(e) Repeatedly or seriously violating the obligations of a member of the Board of Supervisors under the Law on Enterprises and the Company's Charter;

(f) Failing to exercise his/her rights and perform his/her obligations for 06 consecutive months, except in cases of force majeure.

Article 40. Board of Supervisors

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

(a) Supervise the Board of Directors, the General Director in management and operation of the Company;

(b) Check reasonability, legality, truthfulness and carefulness in management, operation of business activities; check the systematic, consistent and appropriate of accounting, statistics and preparing financial statements;

(c) Verify the completeness, legality and truthfulness of the Company's annual and 6-month business reports, financial statements, management evaluation reports of the Board of Directors and submit appraisal reports at the annual General Meeting of Shareholders. Review contracts and transactions with related persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions that require approval by the Board of Directors or the General Meeting of Shareholders;

(d) Review, inspect and evaluate the effectiveness and efficiency of the internal control system, internal audit, risk management and early warning of the Company;

(e) Review accounting books, accounting records and other documents of the Company, the management and operation of the Company when deeming it necessary or according to the resolutions of the General Meeting of Shareholders or at the request of the shareholder or group of shareholders as stipulated in Article 13.3 of this Charter;

(f) At the request of a shareholder or a group of shareholders as provided for in Article 13.3 of this Charter, the Board of Supervisors shall carry out an inspection within 07 working days from the date of receipt of the request. Within 15 days from the end of the inspection, the Board of Supervisors must report on the issues that are required to be inspected to the Board of Directors and the shareholder or group of shareholders who request it. The inspection of the Board of Supervisors as stipulated in this Clause must not obstruct the normal operation of the Board of Directors, not disrupt the operation of the Company's business activities;

(g) Propose measures to amend, supplement, improve the organizational structure, management, supervision and operation of the Company's business operations to the Board of Directors or the General Meeting of Shareholders;

(h) When detecting a member of the Board of Directors, the General Director violates the provisions of Article 36, Article 37 of this Charter must immediately notify in writing to the Board of Directors, request the person acting violations to stop the act of violation and take measures to overcome the consequences;

(i) Attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors and other meetings of the Company;

(j) Use the independent consultant, the internal audit department of the Company to perform the assigned tasks;

(k) The Board of Supervisors can consult with the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;

(l) Other rights and obligations provided in Law on Enterprises, Company's Charter and resolution of the General Meeting of Shareholders.

40.2. Members of the Board of Directors, the General Director and executive officers must provide all information and documents related to the Company's operations requested by the Board of Supervisors. The Company's Secretary must ensure that all copies of financial information, other information provided to members of the Board of Directors and copies of meeting minutes of the Board of Directors shall be provided to members of the Board of Supervisors at the same time they are provided to the Board of Directors.

40.3. After consulting with the Board of Directors, the Board of Supervisors may issue regulations regarding the meetings of the Board of Supervisors and how the Board of Supervisors operates. For the avoidance of doubt, the operation regulation of the Board of Supervisors must be approved by the General Meeting of Shareholders. The Board of Supervisors must meet at least twice a year and the number of members attending the meetings at least two (2) people.

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

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

Article 41. Rights to investigate books and records

41.1. Shareholders or group of shareholders mentioned in Article 13.3 of this Charter have the right to directly or through a lawyer or an authorized person send a written request to be checked during working hours and at the Company's main business location to extract their information in the list of shareholders, minutes and resolutions of the General Meeting of Shareholders and copying or extracting of such minutes and resolutions. The examine request by representative attorney or other authorized representative of shareholders must be accompanied by the shareholder's power of attorney that the person or a notarized copy of this power of attorney.

41.2. Members of the Board of Directors, members of the Board of Supervisors, the General Director and executive officers have the right to check the Company's shareholders registration book, the list of shareholders and other books and records of the Company for the purposes relevant to their position with the condition that such information must be kept confidential.

41.3. The Company shall do filling this Charter and amendments to the Charter and Enterprise Registration Certificate, regulations, documents proving property ownership, meeting minutes of General Meeting of Shareholders and Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and any other documents prescribed by laws at head office or another place provided that the shareholders and the business registration agency are notified the location of these documents.

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

CHAPTER XII. DIVISION OF PROFITS

Article 42. Dividends

42.1. According to the decision of the General Meeting of Shareholders and the provisions of laws, dividends will be announced and paid from retained earnings of the Company but not exceeding the level set by the Board of Directors proposed after consulting shareholders at the General Meeting of Shareholders.

42.2. Under the provisions of the Law on Enterprises, the Board of Directors may decide to advance dividends interim if it is considered that this payment is appropriate to the profitability of the Company.

42.3. The Company does not pay interest on dividends or payments related to a type of stock in case shareholders do not exercise their rights according to the announced time limit.

42.4. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of dividends in cash, by shares of the Company, or a combination of both.

42.5. In case dividends or other amounts related to a share paid in cash, the Company shall pay in Vietnamese Dong and can pay by check or deposit order delivered via the post to the registered address of the beneficiary shareholder and in case of arising risks (from the registered address of shareholders), the shareholder must bear this risk. In addition, dividends payments or other cash payments related to a type of share can be paid via bank transfer when the Company has detailed information about the bank of shareholders to allow the Company to make direct transfer to Bank account of shareholders. Where the Company has transferred the money according to the correct banking information provided by shareholders but shareholder do not receive cash, the Company does not responsible for the money transferred to beneficiary shareholders. Dividend payment for shares listed at the Stock

Exchange/Securities Trading Center can be conducted through securities companies or Depository Center.

42.6. In case that with approval of the General Meeting of Shareholders, the Board of Directors may decide and inform that common shareholders are entitled to receive dividends by shares instead of cash. Additional shares for dividend are recorded as fully paid shares on the basis that the value of the shares for dividend is equivalent to the amount of cash dividends.

42.7. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors may approve resolution specifying a date to close the list of shareholders of the Company. Based on the list finalized on that day, shareholders will receive shareholders' rights in accordance with the laws.

42.8. The Company shall only distribute profits to ordinary shareholders when the Company meets following conditions:

(a) The Company completed tax obligation and other financial obligations according to laws;

(b) The Company has appropriated funds and covered the previous loss in accordance with the provisions of law and the Company's Charter;

(c) Upon paying all dividends, the Company still ensures to pay all due debts and other property obligations.

Article 43. Other issues related to profit distribution

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

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

Article 44. Bank accounts

44.1. The Company will open at least an account at a Vietnamese bank or foreign banks allowed to operate in Vietnam.

44.2. Subject to approval of the competent authority, in case of necessity, the Company can open overseas bank accounts in accordance with laws.

44.3. The Company will conduct payments and accounting transactions through the accounts in Vietnamese currency or foreign currency at banks where the Company opens accounts.

Article 45. Reserve fund to supplement charter capital

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

Article 46. Fiscal year

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

Article 47. Accounting system

47.1. The accounting system used by the Company is the Vietnamese Accounting System (VAS) or other accounting system approved by the Ministry of Finance, complying with accounting regimes for securities company issued by the Ministry of Finance and other guiding documents. The Company must be subject to inspection of the State authority on the implementation of accounting- statistic regimes.

47.2. The Company makes accounting books in Vietnamese. The Company will keep accounting records by type of the business activities that the Company involves in. These records must be accurate, updated, systematic and sufficient to demonstrate and explain the Company's transactions.

47.3. The Company uses Vietnam dong as a currency unit used in accounting.

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

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

48.1. The Company must prepare an annual financial statement which is audited in accordance with provision of laws. The Company must public its annual audited financial statement in accordance with laws on information disclosure in the securities market and submit to the competent authorities.

48.2. Annual financial statement must include reports, annexes, notes in accordance with regulations on corporation accounting. The annual financial statement must reflect honestly and objectively the operational situation of the Company.

48.3. The Company must prepare and publish the reviewed 6-month financial statement and quarterly financial statement in accordance with the laws on information disclosure in the securities market and submit to competence authorities.

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

Article 49. Information disclosure and public announcement

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

CHAPTER XV. COMPANY AUDIT

Article 50. Auditing

50.1. At the annual General Meeting of Shareholders, an independent auditing Company will be appointed, legally operates in Vietnam and was approved by the State Securities Commission to provide audit services for listed companies for the next fiscal year based on terms and conditions agreed with the Board of Directors.

50.2. The Company will have to prepare and send annual financial statements to an independent audit company after the end of fiscal year.

50.3. An independent audit company checks, certifies and reports on annual financial statements displaying the Company's revenues and expenditures, makes an audit report and submits it to the Board of Directors within three months from the end of the fiscal year. Staffs of independent audit company who perform auditing for the Company must be approved by the State Securities Commission.

50.4. A copy of the audit report will be sent attached to annual accounting reports of the Company.

50.5. Auditors performing audit of the Company will be allowed to attend any General Meeting Shareholders and are entitled to receive notices and other information related to the General Meeting Shareholders that shareholders are entitled to receive and express their opinions at the meeting about issues related to auditing.

CHAPTER XVI. STAMP

Article 51. Stamp

51.1. The legal representative has the right to decide the form, quantity and content of the seal of the Company.

51.2. Usage and management of the stamp shall be complied with internal regulations of the Company and current laws.

CHAPTER XVII. TERMINATION OF OPERATION AND LIQUIDATION

Article 52. Termination of operation

52.1. The Company may be dissolved or terminated in the following cases:

(a) The Enterprise Registration Certificate of the Company is withdrawn;

(b) Dissolve according to the decision of the General Meeting of Shareholders; or

(c) Other cases prescribed by laws.

52.2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and the Board of Directors shall implement. Procedure of dissolution shall be conducted under the laws.

Article 53. Liquidation

53.1. At least six (06) months before the end of the Company's operation term or after issuing a decision to dissolve the Company, the Board of Directors must establish a liquidation committee consisting of three members, in which there is at least one member from an independent auditing company. The Liquidation Committee will prepare its operational regulations. Members of the Liquidation Committee may be selected among the employees of the Company or independent expert. All costs related to liquidation will be prioritized for payment by the Company before other debts of the Company.

53.2. The Liquidation Committee shall report to the business registration authority on the date of establishment and date of operational inception. From that time, the Liquidation Committee will act on behalf of the Company in all issues related to liquidation of the Company before Courts and administrative agencies.

53.3. The proceeds from the liquidation will be paid in the following order:

(a) The cost of liquidation;

(b) Salary debts, severance pay, social insurance, health insurance, unemployment insurance in accordance with law and other benefits of the employee under the signed collective labor agreement and labor contract;

(c) Taxes liabilities;

(d) Other debts;

(e) The remaining balance after paying all debts from item (a) to (d) above will be divided for shareholders. Preferred shares will be prioritized for payments.

CHAPTER XVIII. INTERNAL DISPUTE RESOLUTION

Article 54. Settlement of internal disputes

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

(a) Shareholders and the Company; or

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

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

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

54.3. The parties shall bear their own costs related to negotiation and reconciliation procedures.

CHAPTER XIX. SUPPLEMENTATION AND AMENDMENT OF THE CHARTER

Article 55. Supplementation and amendment of the Charter

55.1. The supplementation and amendment of this Charter must be considered and decided by the General Meeting of Shareholders.

55.2. In case there are legal provisions relating to activities of the Company not mentioned in this Charter or in the case of new regulations of the law are different from the provisions of this Charter, regulations of the laws will be apparently applied and governed the Company's operations.

CHAPTER XX. EFFECTIVE DATE

Article 56. Effective date

56.1. This Charter consists of 20 chapters 56 Articles, which is approved by the General Meeting of Shareholders of Viet Brand Invest Joint Stock Company on 04 December 2026 and its full contents shall take effective from the approved date.

56.2. The Charter is made in two (02) copies (01 Vietnamese copies and 01 English copies), with the same value, in which:

(a) This is the sole and official Charter of the Company;

(b) In the event of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail

(c) Copies or extracts of the Charter of the Company shall be valid when they bear signature of Chairman of the Board of Directors or General Director or signatures of at least half of the total members of Board of Directors.

Ho Chi Minh City, 04 December 2026
VIET BRAND INVEST JOINT STOCK COMPANY
(Sign by legal representative)

LAN, WAN-CHEN

SUMMARY OF PROPOSED AMENDMENTS – INTERNAL REGULATION ON CORPORATE GOVERNANCE OF VIET BRAND INVEST JOINT STOCK COMPANY

Note: Text in ~~strikethrough~~ indicates deleted content; text that is underlined indicates added content. Changes are listed in the order in which they appear in the document.

No.	Article/Clause	Changes	Reason/Legal basis
1	Article 2.1(j) ***Article 2. Interpretation of terms*** *Clause 1: Definitions* *Point (j): Definition of "Independent Member of BOD"*	Not being a person who is currently working for the Company, its parent company or its subsidiaries; Not being a person who used to work for the Company, its parent company or its subsidiaries for at least 03 previous years;	Amended for consistency with Article 25.2(b) of this Regulation, Article 29.1 of the Charter and Article 155.2 of the Law on Enterprises.
2	Article 2.1(m) ***Article 2. Interpretation of terms*** *Clause 1: Definitions*	"E-voting" means the Shareholder, the Shareholder's authorized representative vote under electric form ~~via E-voting system of Vietnam Securities Depository~~.	Consistent with the definition of "E-voting" in Article 1.1(a) of the Charter; e-voting is no longer limited to the e-voting system of the Vietnam Securities Depository.
3	Article 2.1(n) ***Article 2. Interpretation of terms*** *Clause 1: Definitions*	"Traditional way" means the Company conducts the meeting~~, voting~~ or, collecting written opinion ~~under the way stipulated in the Law on Enterprise~~ and not ~~including~~using the E-voting way.	Clarified the definition, consistent with the definition of "Traditional way" in Article 1.1(k) of the Charter.
4	Article 4.2(a) ***Article 4. Authority to convene the GMS*** *Clause 2: Convening the Extraordinary GMS*	The BOD must convene the GMS within 30 days from the date when the number of remaining members of the BOD, ~~independent members of the BOD~~ or the BOS is less than as stipulated in Article 15.3.(c) of the Company Charter or receives required to be specified in Article 15.3.(d), (e) of the Company Charter.	Amended for consistency with Article 15.3 of the Charter and Article 140.1 of the Law on Enterprises.
5	Article 4.2(c) ***Article 4. Authority to convene the GMS*** *Clause 2: Convening the Extraordinary GMS*	In case the BOS fails to convene a GMS as prescribed in Point b, Clause 2 of this Article, a shareholder or a group of shareholders defined in Article15.3.(d) of the Company may ~~request a representative of~~represent the Company to convene a GMS in accordance with regulations of the Law on Enterprises;	Amended for consistency with Article 15.4(c) of the Charter and Article 140.4 of the Law on Enterprises.
6	Article 6 ***Article 6. Notice of closing the list of shareholders having rights to attend the GMS***	The BOD held a meeting and issued a resolution of the BOD to approve the record date date and set up a list of shareholders entitled to attend the meeting. The ~~resolutions of the BOD must be~~record date is disclosed ~~at least twenty (20) days before the record date.~~according to regulation of law about disclosure on the security market.	The record date is disclosed in accordance with the law on information disclosure on the securities market (currently Circular 96/2020/TT-BTC), instead of specifying a fixed time limit in the Regulation.
7	Article 7 ***Article 7. Notice to convene the GMS***	Notice of the GMS must include meeting agenda and related information concerning issues that will be discussed and voted at the meeting. For shareholders completing depository of stocks, the notice of the GMS may be sent to the depository ~~organization~~shareholders, and at the same time announced on the media of Stock Exchange, on the Company's website~~, a central newspaper or a local newspaper where the Company is headquartered~~. For shareholders who have not completed depository, notice of the GMS may be sent to shareholders' hand or send by post to the registered address of shareholders, or to the address provided by the shareholder to serve the sending of information. Where shareholders have notify the Company in writing about the fax number or email address, notice of the General Meeting can be sent to that fax	In accordance with Article 143.1 of the Law on Enterprises: the notice of the GMS is sent to all shareholders and, at the same time, published on the Company's website.

No.	Article/Clause	Changes	Reason/Legal basis
		number or email address. Where shareholders are employees of the Company, the notice can be in a sealed envelope sent to their hand in workplace. Notice of the GMS must be sent no later than twenty one (21) days before the GMS (from the date when the notice is sent or legally transferred~~, paid fee or put into the mailbox).~~). When the Company has a website, notice of GMS must be announced on the Company's website ~~at the same time of sending~~and send notice to shareholders.	
8	Article 15.1 ***Article 15. Conditions for ratification of resolutions of the GMS***	A resolution on one of the following issues will be ratified if it is voted for by a number of shareholders that represent at least sixty five percent (65%) of votes of all participants, except for the cases specified in Clauses ~~3, 4~~2 and ~~6~~3 of this Article and Clause 4, Article 21 of this Regulation:	Amended for consistency with Article 22 of the Charter and Article 21 of this Regulation.
9	Article 15.2 ***Article 15. Conditions for ratification of resolutions of the GMS***	Election of members of the BOD and BOS must ~~comply with the provisions of Clause 3, Article 148 of the Law on Enterprises~~be conducted by the method of cumulative voting. Elected members of the BOD or members of the BOS shall be determined based on the number of votes in descending order, starting from the candidate with the highest number of votes until the number of members prescribed in the Company Charter is reached.	Amended for consistency with Article 22 of the Charter and Article 21 of this Regulation.
10	Article 15.3 ***Article 15. Conditions for ratification of resolutions of the GMS***	A resolution will be ratified when it is voted for by a number of shareholders that hold more than 50% of the votes of all participants, except for the cases specified in Clauses 1~~, 6~~ and 2 of this Article and Clause 4, Article 21 of this Regulation.	Amended for consistency with Article 22 of the Charter and Article 21 of this Regulation.
11	Article 17 ***Article 17. Method to protest resolutions of the GMS***	Within ninety (90) days from the date of receipt of the resolution or the meeting minutes of the GMS or results minutes of voting scrutiny for polling of the GMS, shareholders and group of shareholders in accordance with the provisions in Article 13.3 of the Company Charter, have the rights to request the Court or Arbitration to consider and cancel decisions of the GMS in the following cases:	Amended for consistency with Article 25 of the Charter and Article 151 of the Law on Enterprises.
12	Article 17(a) ***Article 17. Method to protest resolutions of the GMS*** *Grounds for requesting cancellation of resolutions*	The orders and procedures for convening the GMS ~~do not comply with regulations of Laws~~seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Article 26.2 of the Company Charter;	Amended for consistency with Article 25 of the Charter and Article 151 of the Law on Enterprises.
13	Article 17(b) ***Article 17. Method to protest resolutions of the GMS*** *Grounds for requesting cancellation of resolutions*	~~The orders and procedures for making decisions and contents of decisions~~The contents of the resolution violate the laws or the Company Charter.	Amended for consistency with Article 25 of the Charter and Article 151 of the Law on Enterprises.
14	Paragraph deleted after Article 17(b) ***Article 17. Method to protest resolutions of the GMS***	~~When the decision of the GMS is canceled by decision of the Court or Arbitrators, the one who convene a canceled GMS may consider reorganizing the GMS within sixty (60) days in accordance with the orders and procedures specified in the Law on Enterprise and Company Charter.~~	This provision follows the old model Regulation under Circular 95/2017/TT-BTC, which is no longer in effect. The model Regulation under Circular 116/2020/TT-BTC and current regulations do not separately provide for re-convening the GMS where a

No.	Article/Clause	Changes	Reason/Legal basis
			resolution is cancelled. Therefore, this provision is deleted.
15	Article 21.1 ***Article 21. Order and procedures for the GMS to pass resolutions by collecting written opinions***	The BOD held a meeting and issued a resolution of the BOD to approve the record date date and set up a list of shareholders entitled to pass the Resolution by collecting opinion in writing. The ~~resolutions of the BOD must be~~record date is disclosed ~~at least twenty (20) days before the record date~~according to regulation of law about disclosure on the security market.	The record date is disclosed in accordance with the law on information disclosure on the securities market (currently Circular 96/2020/TT-BTC); consistent with Article 6 of this Regulation.
16	Article 21.3(a) ***Article 21. Order and procedures for the GMS to pass resolutions by collecting written opinions*** *Clause 3: Collecting written opinions via traditional way*	The BOD must prepare opinion forms and draft decisions of the GMS and documents explaining the draft decision. A written opinion form with a draft decision and explanatory documents must be sent by a guaranteed method to the ~~permanent~~address of each shareholder. The BOD must ensure to send and disclose documents to shareholders in reasonable time to consider voting and must send at least ten (10) days before the deadline to return the opinion form.	Generally, the address used is the address registered by the shareholder. Therefore, to reflect practice and for consistency with Article 23.2(a) of the Charter, it is revised to "address" instead of "contact address" or "permanent address".
17	Article 21.3(b)(iii) ***Article 21. Order and procedures for the GMS to pass resolutions by collecting written opinions*** *Clause 3: Collecting written opinions via traditional way* *Point (b): Main contents of the written opinion form*	Full name, permanent address, nationality, number of identity card, Passports or other legal personal ~~identification~~documents of individuals shareholders; name, business Number or establishment decision Number, address of the head office of the organizational shareholder or full name, permanent address, nationality, number of identity card, Passports or other legal ~~identity card,~~personal documents of an authorized representative of an organizational shareholders; number of each type of shares and number of votes of shareholders;	Removed "identity card" as it is no longer used under the Law on Identification 2023; aligned the term "personal documents" with Article 23.2(b)(iii) of the Charter.
18	Article 21.3(b)(vii) ***Article 21. Order and procedures for the GMS to pass resolutions by collecting written opinions*** *Clause 3: Collecting written opinions via traditional way* *Point (b): Main contents of the written opinion form*	Full name and signature of the Chairman of the BOD ~~and the legal representative of the Company~~.	Amended in accordance with Article 149.3 of the Law on Enterprises.
19	Article 21.4 ***Article 21. Order and procedures for the GMS to pass resolutions by collecting written opinions*** *Clause 4: Conditions for passing resolutions by collecting written opinions*	~~The decision~~In case a resolution is passed ~~in the form of shareholders' written opinion~~by collecting written opinions, the resolution shall be passed and shall have the same validity as a resolution passed at a meeting of the GMS if: a. A resolution on the following issues shall be passed if it is approved by a number of shareholders representing at least sixty-five percent (65%) of the total votes of all shareholders having voting rights, except for the cases specified in points b and c, Clause 4 of this Article: - Types of shares and total number of shares of each type; - Change of business lines and sectors; - Change of the Company's organizational and management structure;	Revised for consistency with Article 22 of the Charter and Article 15 of this Regulation.

No.	Article/Clause	Changes	Reason/Legal basis
		- Investment projects or sale of assets valued at 35% or more of the total asset value recorded in the latest financial statements of the Company, unless the Charter provides for a different percentage or value; - Reorganization or dissolution of the Company; - Other issues as stipulated in the Company Charter. b. Election of members of the BOD and BOS must be conducted by the method of cumulative voting. Elected members of the BOD or members of the BOS shall be determined based on the number of votes in descending order, starting from the candidate with the highest number of votes until the number of members prescribed in the Company Charter is reached. c. Other resolutions shall be passed when approved by a number of shareholders ~~owning~~holding more than fifty percent (50%) of the total ~~number of shares with~~votes of all shareholders having voting rights ~~and has value as a decision approved at the GMS~~, except for the cases specified in points a and b, Clause 4 of this Article.	
20	Article 22 ***Article 22. Order and procedures for the GMS to pass resolutions by online conference***	Processing in accordance with the procedure, order stipulated in the ~~Statutes~~regulation on ~~holding~~organizing the online ~~conference~~General Meeting of Shareholders built up and issued by the Board of Directors.	Updated the name of the regulation; consistent with Article 21 (Section B) of the Charter.
21	Article 23 ***Article 23. Order and procedures for the GMS to pass resolutions by in-person conference combined with online conference***	Processing in accordance with the procedure, order stipulated in the ~~Statutes~~regulation on ~~holding~~organizing the online ~~conference~~General Meeting of Shareholders built up and issued by the Board of Directors.	Updated the name of the regulation; consistent with Article 21 (Section B) of the Charter.
22	Article 24(p) ***Article 24. Roles, rights and obligations of the BOD, responsibilities of members of the BOD***	Decision to promulgate regulation on operation of BOD, internal regulations on management after being approved by the GMS; decided to promulgate the Regulation on ~~operation of the Auditing Committee under the BOD, the Regulation on~~ information disclosure of the company;	The Company is organized under the model with a Board of Supervisors and without an Audit Committee (Article 12 of the Charter and Article 137 of the Law on Enterprises). Therefore, the reference to the Audit Committee regulation is deleted as it is not applicable.
23	Article 25.1 ***Article 25. Nomination, candidacy, election, dismissal and removal of members of the BOD*** *Clause 1: Term, quantity and structure of members of the BOD*	The number of members of the BOD is ~~five (05~~a minimum of three (03) and a maximum of eleven (11) members~~.~~, with the specific number to be determined by the General Meeting of Shareholders. The term of members of the BOD is not more than ~~three (03~~five (05) years; members of the BOD may be re-elected with an unlimited number of terms; the term of independent members of the BOD must not exceed two (02) consecutive terms. The total number of non-executive members or independent members of the BOD must account for at least one-third (1/3) of the total number of members of the BOD. Minimum number of independent members of the BOD is determined by rounding down method.	Revised the number of BOD members to at least 3 persons instead of at least 5 persons; in accordance with Article 154.1 of the Law on Enterprises, and consistent with Article 27.1 of the Charter.
24	Article 25.2(b)(i) ***Article 25. Nomination, candidacy, election, dismissal and removal of members of the***	Independent Members of BOD are not be a current employee of the company, its parent company or its subsidiaries; not be a person that used to work for the company, its parent company or the company's subsidiaries over the previous three (03) consecutive	In accordance with Article 155.2(dd) of the Law on Enterprises and Article 29.1 of the Charter.

No.	Article/Clause	Changes	Reason/Legal basis
	BOD *Clause 2: Standards and conditions of members of the BOD* *Point (b): Standards and conditions of independent members of the BOD*	years; not be a person receiving salaries, wages from the company, except for the benefits to which Members of BOD are entitled; not have a spouse, birth parent, adoptive parent, birth child, adopted child, or sibling being a major shareholder of the company, being a manager of the company or the company's subsidiary; not directly or indirectly hold at least one percent (01%) of the company's voting shares; not ever hold the position of Member of the BOD, the BOS over at least the previous five (05) consecutive years~~.~~, except in the case of being consecutively appointed for two (02) terms	
25	Article 25.4 ***Article 25. Nomination, candidacy, election, dismissal and removal of members of the BOD*** *Clause 4: Method for election of members of the BOD*	Voting to elect members of the BOD must be implemented ~~by secret ballot at the general meeting~~ in accordance with the method of cumulative voting at a General Meeting of Shareholders or by obtaining written opinions from shareholders; Each shareholder or authorized person ~~to attend the meeting who~~ has his/her total votes corresponding to the total shares with voting rights (including owned and authorized) multiplied by the number of elected members of the BOD.	Cumulative voting is a general principle under Article 22.4 of the Charter and Article 148.3 of the Law on Enterprises. Article 22.1(d) of the Charter and Articles 148 and 149 of the Law on Enterprises: the General Meeting of Shareholders may pass resolutions on the election, dismissal and removal of members of the Board of Directors by voting at a meeting or by collecting written opinions. Removed the phrase "to attend the meeting" so that the provision also applies where shareholders' written opinions are collected.
26	Article 25.5 ***Article 25. Nomination, candidacy, election, dismissal and removal of members of the BOD*** *Clause 5: Cases of dismissal, removal and addition of members of the BOD*	The dismissal or removal or addition of a member of the Board of Directors is approved at a General Meeting of Shareholders or by obtaining the written consent of shareholders.	Article 22.1(d) of the Charter and Articles 148 and 149 of the Law on Enterprises: the General Meeting of Shareholders may pass resolutions on the election, dismissal and removal of members of the Board of Directors by voting at a meeting or by collecting written opinions.
27	Article 25.5(a) ***Article 25. Nomination, candidacy, election, dismissal and removal of members of the BOD*** *Clause 5: Cases of dismissal, removal and addition of members of the BOD*	That member sends a written application to resign to the Company's head office and such resignation is approved;	Amended for consistency with Article 27.4 of the Charter and Article 160.1(b) of the Law on Enterprises.
28	Article 25.5(a) ***Article 25. Nomination, candidacy, election, dismissal and removal of members of the BOD*** *Clause 5: Cases of dismissal, removal and addition of members of the BOD*	~~That member has a mental disorder and other members of the BOD have specialized~~ There is evidence demonstrating that ~~the person is no longer have the~~such member has lost his/her legal capacity ~~for behaviors~~to act;	Wording revised, consistent with Article 27.4(e) of the Charter.
29	Article 27.6(a) ***Article 27. Order and procedures for holding meetings of the BOD***	Except for the provisions in Article 31.~~10~~9.(b) of the Company Charter, each member of the BOD or his/her authorized person being present in person at a BOD meeting will	Amended for consistency with Article 31.10(b) (renumbered as Article 31.9(b)) of the Charter and Article 291.4 of Decree 155/2020/ND-CP. Excluding

No.	Article/Clause	Changes	Reason/Legal basis
	Clause 6: Voting methods	have one (01) vote. Members not directly attending the meeting will have right to vote by sending a written vote. Written vote will be enclosed in a sealed envelope and delivered to the Chairman of the BOD at least one (01) hour prior to opening of the meeting. Written vote will only be opened in the presence of all the persons attending the meeting; A member of the BOD may not be permitted to vote on contracts, transactions or proposals ~~in~~ which bring benefits to such member or his/her Related people ~~has benefits. A member of the BOD will not be included in the minimum number of attendees required to be present in order to hold a BOD meeting regarding decisions on which such member does not have the right to vote~~.	such interested members from the minimum quorum may result in a meeting being unable to satisfy the conditions for holding it even when all BOD members attend (e.g., where ⅖ of the members share an interest in a matter, the ¾ attendance ratio under Clause 5 of this Article cannot be achieved).
30	Article 27.6(b) ***Article 27. Order and procedures for holding meetings of the BOD*** *Clause 6: Voting methods*	According to the provisions in Article 31.~~10~~9.(d) of the Company Charter, when an issue arises at a BOD meeting regarding the level of benefits of a member of the BOD or relating to the voting right of a member, which is not resolved by such member of the BOD voluntarily waiving his/her voting right, such issues will be referred to the chairman of the meeting whose decision in relation to all other members of the BOD will be final, except where the nature or scope of the benefit of the relevant members of the BOD has not been properly disclosed;	Updated the reference in line with the Charter.
31	Article 31.1 ***Article 31. Term, quantity and structure of members of the BOS*** *Clause 1: Term, quantity and structure of members of the BOS*	The number of members of the Board of Supervisors is from three (3) members~~.~~ to five (05) members. The term of a member of the BOS is not more than ~~three (03~~five (05) years and may be re-elected for an unlimited number of terms.	In accordance with Article 168.1 of the Law on Enterprises, and consistent with Article 39.1 of the Charter.
32	Article 31.2(b) ***Article 31. Term, quantity and structure of members of the BOS*** *Clause 2: Standards and conditions of members of the BOS*	Not being a person related to a family member of the ~~BOD, General Director and other managers~~manager of the company and of the parent company;	In accordance with Article 169.2 of the Law on Enterprises.
33	Article 31.2(e) ***Article 31. Term, quantity and structure of members of the BOS*** *Clause 2: Standards and conditions of members of the BOS*	Not ~~Being~~being a member ~~of~~or employee of the ~~independent accredited~~approved audit organization that is auditing the Company's financial statements over the last ~~ba~~three (03) years;	Amended for consistency with Article 39.1(e) of the Charter.
34	Article 31.4(a) ***Article 31. Term, quantity and structure of members of the BOS*** *Clause 4: Method for election of members of the BOS*	Voting to elect members of the BOS ~~must be~~is implemented ~~by secret ballot at the general meeting~~ in accordance with the method of cumulative voting at a General Meeting of Shareholders or by obtaining written opinions from shareholders;	Cumulative voting is a general principle under Article 22.4 of the Charter and Article 148.3 of the Law on Enterprises. Article 22.1(d) of the Charter and Articles 148 and 149 of the Law on Enterprises: the General Meeting of Shareholders may pass resolutions on the election, dismissal and removal of members of the Board of Supervisors by voting at a meeting or by collecting written opinions.

No.	Article/Clause	Changes	Reason/Legal basis
35	Article 31.4(b) ***Article 31. Term, quantity and structure of members of the BOS*** *Clause 4: Method for election of members of the BOS*	Each shareholder or authorized person ~~to attend the meeting who~~ has his/her total votes corresponding to the total shares with voting rights (including owned and authorized) multiplied by the number of elected members of the BOS.	Removed the phrase "to attend the meeting" so that the provision also applies where shareholders' written opinions are collected.
36	Article 31.5(d) – Article 31.5(e) ***Article 31. Term, quantity and structure of members of the BOS*** *Clause 5: Cases of dismissal or removal of members of the BOS*	That member fails to complete the assigned duties and tasks; That member repeatedly or seriously violates the obligations of a member of the BOS in accordance with the Law on Enterprises and the Company Charter;	Revised for consistency with Article 39.5 of the Charter and Article 174 of the Law on Enterprises.
37	Article 31.5(f) ***Article 31. Term, quantity and structure of members of the BOS*** *Clause 5: Cases of dismissal or removal of members of the BOS*	The dismissal or removal of a member of the BOS is approved at a General Meeting of Shareholders or by obtaining the written opinions of shareholders.	Article 22.1(d) of the Charter and Articles 148 and 149 of the Law on Enterprises: the General Meeting of Shareholders may pass resolutions on the election, dismissal and removal of members of the Board of Supervisors by voting at a meeting or by collecting written opinions.
38	Article 32(e) ***Article 32. Roles, responsibilities, rights and obligations of the General Director*** *Rights and obligations of the General Director*	~~Every~~Within the first quarter of each year ~~before December 31st~~, the General Director must submit to the BOD for approval of detailed business plan for ~~the next~~that fiscal year on the basis of meeting the requirements of the appropriate budget;	Revised in accordance with the Company's internal decision.
39	Article 32(h) ***Article 32. Roles, responsibilities, rights and obligations of the General Director*** *Rights and obligations of the General Director*	Prepare the long-term~~,~~ or annual ~~and monthly~~ planned budget of the Company (hereinafter referred to as planned budget) to serve the Company's long-term~~,~~ or annual ~~and monthly~~ management activities according to business plan. Annual planned budget (including balance sheets, operational report and cash flow statements) for each fiscal year will have to be submitted to the BOD for approval and must include the information specified in regulations of the Company;	Revised in accordance with the Company's internal decision.
40	Article 33.1 ***Article 33. Appointment, dismissal, conclusion and termination of the contract with the General Director*** *Clause 1: Term, appointment, standards and conditions of the General Director*	The BOD will appoint a member of the Board or other person as General Director and will sign a contract that regulates salaries, remuneration, benefits and other terms related to recruitment. The term of the General Director is not more than five (05) years ~~unless the Board of Directors has other regulations~~ and may be reappointed for an unlimited number of terms.	Amended for consistency with Article 34.2 of the Charter and Article 162.2 of the Law on Enterprises.
41	Article 33.1(c) ***Article 33. Appointment, dismissal, conclusion and termination of the contract with the General Director*** *Clause 1: Term, appointment, standards and conditions of the General Director*	Not be related to the business manager, the company'sCompany's and parent company's controller, the representative of state capital, or the representative of enterprise capital in the companyCompany and parent company as stipulated in point d, clause 46, Article 4 of the Securities Law;	Added for consistency with Article 34.3(c) of the Charter and Article 291.6 of Decree 155/2020/ND-CP.
42	Article 34.4(b)	Prepare long-term~~,~~ or annual ~~and quarterly~~ estimates of the Company (hereinafter called an Estimate) for long-term~~,~~ or annual ~~and quarterly~~ management activities of the	Revised in accordance with the Company's internal decision.

No.	Article/Clause	Changes	Reason/Legal basis
	Article 34. Coordination of activities between the BOD, the BOS and the General Director *Clause 4: Cases where the General Director and the BOS propose to convene meetings of the BOD and issues that need to be consulted with the BOD* *Point (b): Issues that need to be consulted with the BOD*	Company according to the business plan. The annual budget (including the balance sheet, income statement and expected cash flow statement) for each fiscal year must be submitted to the BOD for approval and must include information specified in the regulations of the Company;	
43	Article 34.5 ***Article 34. Coordination of activities between the BOD, the BOS and the General Director*** *Clause 5: Reports of the General Director to the BOD on the performance of assigned duties and powers*	~~Quarterly and annually~~Annually to report on the financial situation, the situation of business activities of the Company;	Revised in accordance with the Company's internal decision.
44	Article 34.7(a) ***Article 34. Coordination of activities between the BOD, the BOS and the General Director*** *Clause 7: Issues to be reported and notified by the General Director and method of notification to the BOD and the BOS* *Point (a): Reports and information provided by the General Director to the BOD*	When preparing long-term~~,~~ or annual ~~and quarterly~~ estimates of the Company (hereinafter called an Estimate) for long-term~~,~~ or annual ~~and quarterly~~ management activities of the Company according to the business plan. The annual cost estimates (including the balance sheet, income statement and expected cash flow statement) for each fiscal year must be submitted by the General Director to the BOD for approval;	Revised in accordance with the Company's internal decision.
45	Article 34.8(c) ***Article 34. Coordination of activities between the BOD, the BOS and the General Director*** *Clause 8: Cooperation in control, administration and supervision among the BOD, the BOS and the General Director* *Point (c): Coordination of activities between the General Director and the BOD*	Prepare long-term~~,~~ or annual ~~and quarterly~~ budgets of the Company (hereinafter referred to as the budget) for long-term~~,~~ or annual ~~and quarterly~~ management activities of the Company according to the business plan. The annual budget (including the balance sheet, statement of income and expected cash flow statement) for each fiscal year must be submitted to BOD for approval and must include information specified in the regulations of the Company;	Revised in accordance with the Company's internal decision.
46	Article 41.3 ***Article 41. Amendment of the Internal Regulation on Corporate Governance***	In the event of any inconsistency between these Regulations and the Charter regarding the same matter, the provisions of the Charter shall prevail.	Added the principle that the Charter prevails in case of inconsistency, ensuring that the Charter has the highest effect among the Company's internal regulations.
47	Article 42 ***Article 42. Effective date***	This Regulation consists of 9 Chapters and 42 Articles, which is approved by the ~~Annual~~ GMS 2026 on ~~April 24th,~~04 December 2026 and is effective from this date. In the event of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail.	Updated the date of approval in line with the plan to hold the Extraordinary General Meeting of Shareholders on 04 December 2026. Added the principle that the Vietnamese version prevails in case of any discrepancy between the Vietnamese and English versions.

BẢNG TÓM TẮT CÁC ĐỀ XUẤT SỬA ĐỔI – QUY CHẾ TỔ CHỨC ĐẠI HỘI ĐỒNG CỔ ĐÔNG TRỰC TUYẾN, BỎ PHIẾU ĐIỆN TỬ CỦA CÔNG TY CỔ PHẦN ĐẦU TƯ NHÃN HIỆU VIỆT

SUMMARY OF PROPOSALS FOR AMENDMENTS – REGULATION ON ORGANIZING ONLINE GENERAL MEETINGS OF SHAREHOLDERS AND E-VOTING OF VIET BRAND INVEST JOINT STOCK COMPANY

Ghi chú: Nội dung bị ~~gạch ngang~~ là nội dung bị xóa; nội dung được gạch chân là nội dung bổ sung. Bảng liệt kê theo thứ tự xuất hiện trong văn bản.

Note: *Text in ~~strikethrough~~ indicates deleted content; text that is underlined indicates added content. Changes are listed in the order in which they appear in the document.*

STT ***No.***	**Điều khoản** ***Article/Clause***	**Nội dung thay đổi** ***Changes***	**Lý do/cơ sở pháp lý** ***Reason/Legal basis***
1	Điều 4.3 / Article 4.3 ***Điều 4. Điều kiện, cách thức cổ đông tham gia*** *Khoản 3: Cách thức thực hiện* ***Article 4. Conditions and methods for shareholders to attend*** *Clause 3. How to do it*	- Cổ đông được ghi nhận là tham gia đại hội trực tuyến/bỏ phiếu điện tử khi họp trực tiếp/lấy ý kiến cổ đông bằng văn bản theo phương thức bỏ phiếu điện tử khi tài khoản truy cập của Cổ đông ở trạng thái đăng nhập thành công vào hệ thống trực tuyến trong thời gian mở cửa hệ thống trực tuyến và đã xác nhận tham gia/tham dự theo Điều 6 Quy chế này. *Shareholders are recorded as participating in the online GMS/e-voting when in-person meeting/collection of opinions by e-voting when the Shareholder's access account is in a state of successfully logging into the online system during the time the online system is open and have confirmed their participation/attendance in accordance with Article 6 of this Regulation.~~.~~*	Bổ sung điều kiện cổ đông đã xác nhận tham gia/tham dự, bảo đảm thống nhất với cách thức ghi nhận cổ đông tham dự tại Điều 6 Quy chế này. *Added the condition that the shareholder has confirmed participation/attendance, for consistency with the method of recording attending shareholders in Article 6 of this Regulation.*
2	Điều 7.2 / Article 7.2 ***Điều 7. Quy định về ủy quyền tham gia đại hội trực tuyến hoặc lấy ý kiến bằng phương thức điện tử*** ***Article 7. Provisions on authorization to attend online GMS and collection of shareholders' opinions via e-voting***	2. Các cổ đông cần tuân thủ cung cấp đầy đủ các thông tin để thực hiện ủy quyền, đặc biệt cung cấp thông tin của bên nhận ủy quyền: số Căn cước công dân, số Căn cước hoặc hộ chiếu, số điện thoại, địa chỉ liên lạc và địa chỉ email. Đây là cơ sở để cấp tài khoản truy cập đối với bên nhận ủy quyền *Shareholders need to comply with the provision of full information to perform the authorization, especially providing information of the party receiving the authorization: Citizen Identification number or passport number, phone number, Contact address and email address. This is the basis for granting access accounts to the authorized party.*	Bổ sung hộ chiếu để áp dụng cho bên nhận ủy quyền là người nước ngoài. *Added passports to cover authorized persons who are foreigners.*
3	Điều 7.3 / Article 7.3 ***Điều 7. Quy định về ủy quyền tham gia đại hội trực tuyến hoặc lấy ý kiến bằng phương thức điện tử*** *Khoản 3: Hiệu lực của ủy quyền* ***Article 7. Provisions on authorization to attend online GMS and collection of shareholders' opinions via e-voting*** *Clause 3: Validity of authorization*	- Công ty nhận được Văn bản ủy quyền (bản chính hoặc bản điện tử có chữ ký số hợp lệ) trước lúc khai mạc đại hội hoặc trước lúc biểu quyết điện tử lấy ý kiến cổ đông bằng văn bản. *The Company receives the ~~official~~ Authorization Document (original hard copy or electronic document bearing a valid digital signature) before the opening of the meeting or before carrying out e-voting to collect shareholders' opinion.*	Sửa đổi cho thống nhất với khoản 1 Điều này (việc ủy quyền có thể được ký bằng chữ ký số). *Revised to be in accordance with Clause 1 of this Article (authorization can be signed by digital signature).*
4	Điều 15 / Article 15 ***Điều 15. Tham dự họp Đại hội đồng cổ đông*** ***Article 15. Attending the GMS***	Điều 15.~~Thông báo triệu tập~~Tham dự họp Đại hội đồng cổ đông *Article 15. ~~Notice of convening~~Attending the GMS*	Sửa tiêu đề cho phù hợp với nội dung Điều 15. *Revised the title to reflect the content of Article 15.*

SOCIAL REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

INTERNAL REGULATION ON CORPORATE GOVERNANCE
VIET BRAND INVEST JOINT STOCK COMPANY

December 2026

Table of Contents

CHAPTER I. GENERAL PROVISIONS 1

Article 1. Scope and subject of application 1
Article 2. Interpretation of terms 1

CHAPTER II. GENERAL MEETING OF SHAREHOLDERS 2
Section 1: General Provisions 3

Article 3. Roles, rights and obligations of the GMS 3

Section 2: Order and procedures for the AGM to pass a resolution by way of voting at the AMS 4

Article 4. Authority to convene the GMS 4
Article 5. Make a list of shareholders with rights to attend the meeting 5
Article 6. Notice of closing the list of shareholders having rights to attend the GMS 5
Article 7. Notice to convene the GMS 5
Article 8. Agenda and contents of the GMS 5
Article 9. Authorization for representatives to attend the GMS 5
Article 10. Method to register for attending the GMS 6
Article 11. Conditions for conducting the GMS 6
Article 12. Form of passing resolutions of the GMS 6
Article 13. Method to vote in the GMS 7
Article 14. Method of scrutiny votes 7
Article 15. Conditions for ratification of resolutions of the GMS 7
Article 16. Notice of vote scrutiny results 8
Article 17. Method to protest decisions of GMS 8
Article 18. Preparation of meeting minutes of the GMS 8
Article 19. Resolution disclosure of GMS 8
Article 20. The cases collect opinion in writing and not collecting opinion in writing 8
Article 21. Order and procedures for the GMS to pass the Resolution by collecting opinion in writing 9
Article 22. Order and procedures for the GMS to pass resolutions by the form of online conferences 10
Article 23. Order and procedures for the GMS to pass resolutions by direct conference combined with online 10

CHAPTER III. MEMBER OF THE BOARD OF DIRECTORS AND THE BOARD OF DIRECTORS 10

Article 24. Roles, rights and obligations of the BOD, responsibilities of members of the BOD 10
Article 25. Nomination, candidacy, election, dismissal and removal of members of the BOD 11
Article 26. Remunerations and other benefits of members of the BOD 14
Article 27. Order and procedures for holding meetings of the BOD 15
Article 28. Subcommittees under the BOD 17
Article 29. Selection, appointment and dismissal of the person in charge of corporate governance 17

CHAPTER IV. MEMBER OF THE BOS AND THE BOS 18

Article 30. Roles, rights and obligations of the member of the BOS 18
Article 31. Term, quantity and structure of members of the BOS 19

CHAPTER V. GENERAL DIRECTOR 20

Article 32. Roles, responsibilities, rights and obligations of the General Director 20
Article 33. Designation, dismissal, conclusion and termination of the contract with the General Director 21

CHAPTER VI. OTHER ACTIVITIES 22

Article 34. Coordinate activities between BOD, BOS and the General Director 22

Article 35. Regulations on annual assessment of rewarding and discipline for members of BOD, members of BOS, General Director and other business executives 27
CHAPTER VII. PREVENTION OF CONFLICTS OF INTERESTS 27
Article 36. Responsibility for prudence 27
Article 37. Responsibility for honesty and avoidance of conflicts of interests 27
Article 38. Responsibility for damages and compensation 28
CHAPTER VIII. SUPERVISION AND HANDLING VIOLATIONS 29
Article 39. Supervision 29
Article 40. Handling violations 29
CHAPTER IX. TERMS OF EXECUTION 29
Article 41. Amendment of Internal regulations on Corporate governance 29
Article 42. Effective date 29

INTERNAL REGULATION ON CORPORATE GOVERNANCE
VIET BRAND INVEST JOINT STOCK COMPANY

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

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

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

CHAPTER I. GENERAL PROVISIONS

Article 1. Scope and subject of application

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

Article 2. Interpretation of terms

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

- Ensuring the benefits of shareholders and other organizations, individuals related to the Company;
- Ensuring fair treatment between shareholders;
- Publicly transparent all operations of the Company.

f. "Public company" means a joint stock company as specified in clause 1 Article 32 of the Law on Securities;

g. "Major shareholder" means a shareholder who owns five percent (05%) of the total voting shares of the Company;

h. "Management officers" is the General Director, Deputy General Director, Chief Accountant, and other managing positions in accordance with decisions of BOD based on the proposal of the General Director;

i. "Non-executive Member of BOD" (hereinafter referred to as Non-executive Member) means a member of the BOD who is not the General Director, Deputy General Director, Chief Accountant, and other managing positions in accordance with the provisions of Company Charter;

j. "Independent Member of BOD" (hereinafter referred to as Independent member) means a member of the BOD who meets the following conditions:

- Not being a person who is currently working for the Company, its parent company or its subsidiaries; Not being a person who used to work for the Company, its parent company or its subsidiaries for at least 03 previous years;
- Not currently receiving salaries, remuneration from the Company, except for allowances enjoyed by members of the Board of Directors as prescribed;
- Not being a spouse, father, foster-father, mother, foster-mother, biological children, foster-child, biological siblings who are the major shareholders of the Company; are managers of the Company or its subsidiaries;
- Not being a person directly or indirectly owning at least one percent (01%) of the total voting shares of the Company;
- Not being a person who has been a member of the BOD, BOS of the Company for at least 05 previous years, except in the case of being appointed for two consecutive terms

k. "Related people" means individuals or organizations specified in clause 46 Article 4 of the Law on Securities No. 54/2019/QH14;

l. "Company Charter" means organization and operational Charter of Viet Brand Invest Joint Stock Company.

m. "E-voting" means the Shareholder, the Shareholder's authorized representative vote under electric form.

n. "Traditional way" means the Company conducts the meeting or, collecting written opinion and not using the E-voting way.

2. In this Regulation, references to one or more provisions or legal documents will include modifications or documents replacing them.

CHAPTER II. GENERAL MEETING OF SHAREHOLDERS

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

Section 1: General Provisions

Article 3. Roles, rights and obligations of the GMS

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

jointly own or individually own stakes or shares more than 10% of charter capital.

iii. Contracts, loan transactions or sale of assets with a value of more than 10% of the total value of assets recorded on the latest financial statement between the Company and a shareholder owning from 51% of the total number of voting shares or a related person of that shareholder.

n. Other rights and obligations in accordance with the laws and the Company Charter.

2. The GMS discusses and approves the following issues:
   a. Annual business plan of the Company;
   b. Annual audited financial statements;
   c. Report of the BOD on corporate governance and operation results of the BOD and each member of the BOD;
   d. Report of the BOS on the business results of the Company, on the operational results of Board of Directors, General Director of the Company;
   e. Report of self-assessment of operation results of the Board of Supervisors and each member of the BOS
   f. Dividend rate for each share of each type;
   g. Other issues as stipulated by law and the Company Charter.

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

Article 4. Authority to convene the GMS

1. Convene the Annual GMS

   The GMS is the highest authority of the Company. The Annual GMS is held once a year. The GMS must be held annually within four (04) months from the end of the fiscal year. The BOD decides to extend the annual GMS where necessary, but not more than six (06) months, from the end of the fiscal year. The venue of the meeting of the GMS is determined to be the place where the chair attends the meeting and must be in the territory of Vietnam.

2. Convene the Extraordinary GMS
   a. The BOD must convene the GMS within 30 days from the date when the number of remaining members of the BOD, or the BOS is less than as stipulated in Article 15.3.(c) of the Company Charter or receives required to be specified in Article 15.3.(d), (e) of the Company Charter.
   b. In case the BOD does not convene the GMS as prescribed at Point a, Clause 2 of this Article, within the next thirty (30) days, the BOS must replace the BOD to convene the GMS according to regulations in Clause 3 Article 140 of the Law on Enterprises.
   c. In case the BOS fails to convene a GMS as prescribed in Point b, Clause 2 of this Article, a shareholder or a group of shareholders defined in Article15.3.(d) of the Company may representat the Company to convene a GMS in accordance with regulations of the Law on Enterprises;

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

expenses spent by shareholders when attending the GMS, including expenses for accommodation and travel.

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

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

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

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

The BOD held a meeting and issued a resolution of the BOD to approve the record date date and set up a list of shareholders entitled to attend the meeting. The record date is disclosed according to regulation of law about disclosure on the security martket.

Article 7. Notice to convene the GMS

Notice of the GMS must include meeting agenda and related information concerning issues that will be discussed and voted at the meeting. For shareholders completing depository of stocks, the notice of the GMS may be sent to the depository shareholders, and at the same time announced on the media of Stock Exchange, on the Company's website. For shareholders who have not completed depository, notice of the GMS may be sent to shareholders' hand or send by post to the registered address of shareholders, or to the address provided by the shareholder to serve the sending of information. Where shareholders have notify the Company in writing about the fax number or email address, notice of the General Meeting can be sent to that fax number or email address. Where shareholders are employees of the Company, the notice can be in a sealed envelope sent to their hand in workplace. Notice of the GMS must be sent no later than twenty one (21) days before the GMS (from the date when the notice is sent or legally transferred). When the Company has a website, notice of GMS must be announced on the Company's website and send notice to shareholders.

Article 8. Agenda and contents of the GMS

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

Article 9. Authorization for representatives to attend the GMS

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

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

Article 10. Method to register for attending the GMS

1. Shareholders may confirm their attendance at the GMS by one of the following methods: send a confirmation paper of attending the GMS to the Company; confirm with the person named in the Notice of meeting invitation who is on behalf of the Company to receive confirmation of attending the GMS.
2. Shareholders entitled to attend the meeting of the GMS in accordance with laws may authorize individuals, representative to attend. In cases the shareholder is an organization without an authorized representative prescribed in clause 4 Article 14 of the Law on Enterprises 2020, another person is authorized to attend the GMS. In cases more than one authorized representative is appointed, the number of shares and the number of votes of each representative must be specified.
3. On the day the GMS is held, the Company must conduct the procedures for registering shareholders for the attending shareholders entitled to attend the meeting.

Article 11. Conditions for conducting the GMS

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

Article 12. Form of passing resolutions of the GMS

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

Article 13. Method to vote in the GMS

1. Procedures for voting under traditional way.
    a. When conducting the shareholder registration, the Company will issue a voting card to each shareholder or authorized representative having voting right, in which, stating the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes of that shareholder. When voting at the general meeting, the number of cards approving resolution is collected in advance, the number of cards disapproving the resolution is collected later, finally counting the total number of approval or disapproval votes to decide. The total number of votes

    approving, disapproving on each issue or abstaining, will be notified by the Chairman

    immediately after voting on that issue.
    b. Shareholders who come after the opening of the GMS have the rights to register immediately and then have the rights to participate and vote at the general meeting immediately after registration. The Chairman does not have the responsibility to stop the general meeting so that the late shareholders register and the validity of the previously voted sessions will not be affected.
2. Procedures for voting under E-voting way: processing in accordance with the Regulation on E-voting guide of the Company.

Article 14. Method of scrutiny votes

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

Article 15. Conditions for ratification of resolutions of the GMS

1. A resolution on one of the following issues will be ratified if it is voted for by a number of shareholders that represent at least sixty five percent (65%) of votes of all participants, except for the cases specified in Clauses 2 and 3 of this Article and Clause 4, Article 21 of this Regulation:
    a. Types of shares and quantity of each type;
    b. Change of the company's business lines;
    c. Change of the company's organizational structure;
    d. Investment or sale of assets that are worth at least 35% of the total assets written in the latest financial statement, unless another ratio or value is specified in the Company Charter;
    e. Reorganization or dissolution of the company;
    f. Other issues specified in the Company Charter.
2. Election of members of the BOD and BOS must be conducted by the method of cumulative voting. Elected members of the BOD or members of the BOS shall be determined based on the number of votes in descending order, starting from the candidate with the highest number of votes until the number of members prescribed in the Company Charter is

reached.

3. A resolution will be ratified when it is voted for by a number of shareholders that hold more than 50% of the votes of all participants, except for the cases specified in Clauses 1 and 2 of this Article and Clause 4, Article 21 of this Regulation.

Article 16. Notice of vote scrutiny results

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

Article 17. Method to protest decisions of GMS

1. Within ninety (90) days from the date of receipt of the resolution or the meeting minutes of the GMS or results minutes of voting scrutiny for polling of the GMS, shareholders and group of shareholders in accordance with the provisions in Article 13.3 of the Company Charter, have the rights to request the Court or Arbitration to consider and cancel decisions of the GMS in the following cases:
    a. The orders and procedures for convening the GMS seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Article 26.2 of the Company Charter;
    b. The contents of the resolution violate the laws or the Company Charter.

Article 18. Preparation of meeting minutes of the GMS

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

Article 19. Resolution disclosure of GMS

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

II. PROVISIONS ON COLLECTING OPINION IN WRITING OF SHAREHOLDERS

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

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

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

1. The BOD held a meeting and issued a resolution of the BOD to approve the record date date and set up a list of shareholders entitled to pass the Resolution by collecting opinion in writing. The record date is disclosed according to regulation of law about disclosure on the security martket.
2. The BOD has the right to consult shareholders opinion in writing to approve the decisions of GMS at any time if it deems necessary for the benefit of the Company. The voting can be processed via traditional way or E-voting.
3. Collecting written opinions via traditional way:
    a. The BOD must prepare opinion forms and draft decisions of the GMS and documents explaining the draft decision. A written opinion form with a draft decision and explanatory documents must be sent by a guaranteed method to the address of each shareholder. The BOD must ensure to send and disclose documents to shareholders in reasonable time to consider voting and must send at least ten (10) days before before the deadline to return the opinion form.
    b. The written opinion form must contain the following main contents:
        i. Name, address of head office, business number;
        ii. Purpose of collecting opinions;
        iii. Full name, permanent address, nationality, number of identity card, Passports or other legal personal documents of individuals shareholders; name, business Number or establishment decision Number, address of the head office of the organizational shareholder or full name, permanent address, nationality, number of identity card, Passports or other legal personal documents of an authorized representative of an organizational shareholders; number of each type of shares and number of votes of shareholders;
        iv. Issues need to get opinions to approve decisions;
        v. Voting options include in favor, against, and no opinion;
        vi. The deadline to return to the Company with the answered opinion form
        vii. Full name and signature of the Chairman of the BOD.
    c. A shareholder may send a written opinion form to the Company in one of the following methods as follows:
        i. Send mail: The answered written opinion form must be signed by the individual
        shareholder, the authorized representatives, or legal representatives of institutional shareholders. Opinion form sent to the Company must be contained
        in a sealed envelope and no one is entitled to open it before voting scrutiny;
        ii. Send fax or email: Opinion forms sent to the Company via fax or email must be
        kept secret until the time of voting scrutiny;
        iii. The opinion forms sent to the Company after the deadline specified in the content of the opinion form or opened in the case of mailing and disclosed in the case of sending a fax, e-mail is illegal. The opinion forms not sent are considered to be a non-participating voting.
    d. Results minutes of voting scrutiny must be published on the Company's website

within twenty-four (24) hours or sent to shareholders within a period of fifteen (15) days from the date of finishing voting scrutiny. When the Company has its own website, sending of voting scrutiny minutes can be replaced by posting on the Company's website;

e. The answered written opinion forms, vote scrutiny minutes, the full text of approved resolutions and related documents attached to the opinion forms must be kept at the head office of the Company.

4. In case a resolution is passed by collecting written opinions, the resolution shall be passed and shall have the same validity as a resolution passed at a meeting of the GMS if:
   a. A resolution on the following issues shall be passed if it is approved by a number of shareholders representing at least sixty-five percent (65%) of the total votes of all shareholders having voting rights, except for the cases specified in points b and c, Clause 4 of this Article:
      - Types of shares and total number of shares of each type;
      - Change of business lines and sectors;
      - Change of the Company's organizational and management structure;
      - Investment projects or sale of assets valued at 35% or more of the total asset value recorded in the latest financial statements of the Company, unless the Charter provides for a different percentage or value;
      - Reorganization or dissolution of the Company;
      - Other issues as stipulated in the Company Charter.
   b. Election of members of the BOD and BOS must be conducted by the method of cumulative voting. Elected members of the BOD or members of the BOS shall be determined based on the number of votes in descending order, starting from the candidate with the highest number of votes until the number of members prescribed in the Company Charter is reached.
   c. Other resolutions shall be passed when approved by a number of shareholders holding more than fifty percent (50%) of the total votes of all shareholders having voting rights, except for the cases specified in points a and b, Clause 4 of this Article.
5. Collecting written opinions via E-voting: processing in accordance with the Regulation on E-voting guide of the Company.

III. ONLINE CONFERENCE FORM

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

Processing in accordance with the procedure, order stipulated in the regulation on organizing the online General Meeting of Shareholders built up and issued by the Board of Directors.

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

Processing in accordance with the procedure, order stipulated in the regulation on organizing the online General Meeting of Shareholders built up and issued by the Board of Directors.

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

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

The BOD has the following rights and obligations:

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

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

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

   The number of members of the BOD is a minimum of three (03) and a maximum of eleven (11) members, with the specific number to be determined by the General Meeting of Shareholders. The term of members of the BOD is not more than five (05) years; members of the BOD may be re-elected with an unlimited number of terms; the term of

independent members of the BOD must not exceed two (02) consecutive terms. The total number of non-executive members or independent members of the BOD must account for at least one-third (1/3) of the total number of members of the BOD. Minimum number of independent members of the BOD is determined by rounding down method.

2. Standards and conditions of the members of the BOD
    a. Members of the BOD must meet the following criteria and conditions:
        i. Not subject to the regulations of Article 17.2 of the Enterprises Law;
        ii. Have qualifications and experience in business administration or in the field of busines lines of the Company and not necessarily shareholders of the Company, unless otherwise regulated by the Company Charter;
        iii. A member of the Board of Directors may only simultaneously be a member of the Board of Directors or the Board of Members in a maximum of 05 other companies;
    b. Independent Members of BOD must meet the following criteria and conditions:
        i. Independent Members of BOD are not be a current employee of the company, its parent company or its subsidiaries; not be a person that used to work for the company, its parent company or or the company's subsidiaries over the previous three (03) consecutive years; not be a person receiving salaries, wages from the company, except for the benefits to which Members of BOD are entitled; not have a spouse, birth parent, adoptive parent, birth child, adopted child, or sibling being a major shareholder of the company, being a manager of the company or the company's subsidiary; not directly or indirectly hold at least one percent (01%) of the company's voting shares; not ever hold the position of Member of the BOD, the BOS over at least the previous five (05) consecutive years, except in the case of being consecutively appointed for two (02) terms
        ii. Independent Members of BOD must notify the BOD about the failure of meeting the conditions prescribed in Clause 2 of this Article and of course no longer being independent members of the BOD since the date of failing to meet the conditions. BOD must notify the case that members of the independent Board of Directors no longer meet the requirements at the nearest GMS or convene GMS to elect additional members or replace independent members of the BOD within six (06) months from the date of receiving the notice of the relevant independent of BOD.
3. Nomination and candidacy for members of the BOD

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

a. Full name, date of birth;
b. Academic level;
c. Professional qualification;
d. Working experience;
e. Companies where the candidate holds the position of the BOD members and other managerial positions;
f. Benefits related to the Company (if any);
g. Other information (in any).

4. Method for election of members of the BOD
   a. Voting to elect members of the BOD must be implemented in accordance with the method of cumulative voting at a General Meeting of Shareholders or by obtaining written opinions from shareholders;
   b. Each shareholder or authorized person has his/her total votes corresponding to the total shares with voting rights (including owned and authorized) multiplied by the number of elected members of the BOD.
5. Cases of dismissal, removal and addition of members of the BOD

   The dismissal or removal or addition of a member of the Board of Directors is approved at a General Meeting of Shareholders or by obtaining the written consent of shareholders.
   a. Members of the BOD will no longer have status of members of the BOD in the following cases:
      - That member is not qualified as a member of the BOD in accordance with the Law on Enterprises or prohibited by laws from being members of the BOD;
      - That member sends a written application to resign to the Company's head office and such resignation is approved;
      - There is evidence demonstrating that such member has lost his/her legal capacity to act;
      - That member is absent from attending the meetings of the BOD continuously within six (06) months, except in cases of force majeure;
      - The member is dismissed from members of the BOD in accordance with the decision of the GMS.
   b. Electing additional members to the BOD:

      The election of additional members of the BOD shall comply with the provisions of Clause 2,3,4,5 of this Article.

6. Notice on the election, dismissal and removal of members of the BOD

   Election, dismissal or removal of members of the BOD must be noticed in accordance with the Company Charter.
7. Method to introduce candidates for position of members of the BOD
   a. Shareholders holding at least five percent (05%) or more of the shares have the right to gather together to nominate candidates of the Board of Directors:
      - Shareholders or groups of shareholders holding from five percent (05%) to less than ten percent (10%) of the total shares with voting rights have the right to nominate one (01) candidate;
      - Shareholders or groups of shareholders holding from ten percent (10%) to less than thirty percent (30%) have the right to nominate up to two (02) candidates;

- Shareholders or groups of shareholders holding from thirty percent (30%) to less than forty percent (40%) have the right to nominate maximum three (03) candidates;
- Shareholders or groups of shareholders holding from forty percent (40%) to less than fifty percent (50%) have the right to nominate maximum four (04) candidates;
- Shareholders or groups of shareholders holding from fifty percent (50%) to less than sixty percent (60%) have the right to nominate maximum five (05) candidates;
- Shareholders or groups of shareholders holding from sixty percent (60%) to less than seventy percent (70%) have the right to nominate maximum six (06) candidates;
- Shareholders or groups of shareholders holding from seventy percent (70%) to less than eighty percent (80%) have the right to nominate maximum seven (07) candidates;
- Shareholders or groups of shareholders holding from eighty percent (80%) to less than ninety percent (90%) have the right to nominate maximum eight (08) candidates.

b. If the number of candidates for the BOD passing nomination and candidacy is still not enough for the amount needed, the current BOD can nominate additional candidates or organize nomination in accordance with the Company's Charter or Internal Regulations on Corporate Governance. The BOD's introduction of additional candidates must be clearly disclosed before the GMS votes to elect BOD members, in accordance with applicable laws and regulations.

8. Election, dismissal and dismissal of the Chairman of the BOD
   a. The Chairman of the BOD shall be elected during the first meeting of the BOD within 07 working days from the election of that BOD. This meeting shall be convened and chaired by the member that received the highest number of votes. In case more than one member received the same highest number of votes, one of them will be elected by the members under majority rule to convene the meeting of the BOD.
   b. The Chairman of the BOD is elected, dismissed and removed among the members of the BOD.
   c. The Chairman of the BOD cannot concurrently hold the General Director

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

1. The Company entitles to pay remuneration to members of the BOD based on the result and effectiveness of business. Member of the BOD are entitled to receive remuneration and bonus. The remuneration is calculated based on the number of working days which is necessary to complete the duties of members of the Board of Directors and daily remuneration. The BOD estimates the remuneration for each member on the principle of consensus. The total remuneration and bonus of the BOD is decided by the GMS at the annual meeting.
2. The remuneration for each member of the BOD is calculated to business expense of the Company as per regulations of corporate income tax, and indicated in a separate section in annual finance statement of the Company and must report to the GMS in the annual meeting.

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

1. Minimum number of meetings of the BOD

   Meetings of the BOD shall be held at least quarterly.

2. Cases that must convene extraordinary meetings of the BOD

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

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

3. Notice of the BOD meeting

   a. Notice and agenda of a BOD meeting: The notice of a BOD meeting must be sent to members of the BOD and the members of BOS at least three (03) calendar days prior to the date on which the meeting is to be held; members of the Board may refuse in writing the notice of meeting and such refusal could be changed or cancelled in writing of such member. The notice of the BOD meeting could be made in Vietnamese or English and it must provide sufficient information on the agenda, the time and location of the meeting; and it must be accompanied with necessary documents on the issues to be discussed and voted on at the BOD meeting and include voting slips for members of the Board who will be unable to attend the meeting.

      For extraordinary BOD meetings specified in Clause 2, Article 27 of this Regulation, the meeting notice may be sent within twenty-four (24) hours before the meeting by fax, email or other electronic means, provided that it is delivered to the registered addresses of each BOD member and each member of the Board of Supervisors at the Company.

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

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

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

5. Conditions for holding meetings of the BOD

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

6. Voting methods

   a. Except for the provisions in Article 31.9.(b) of the Company Charter, each member of the BOD or his/her authorized person being present in person at a BOD meeting will

have one (01) vote. Members not directly attending the meeting will have right to vote by sending a written vote. Written vote will be enclosed in a sealed envelope and delivered to the Chairman of the BOD at least one (01) hour prior to opening of the meeting. Written vote will only be opened in the presence of all the persons attending the meeting;

A member of the BOD may not be permitted to vote on contracts, transactions or proposals which bring benefits to such member or his/her Related people.

b. According to the provisions in Article 31.9.(d) of the Company Charter, when an issue arises at a BOD meeting regarding the level of benefits of a member of the BOD or relating to the voting right of a member, which is not resolved by such member of the BOD voluntarily waiving his/her voting right, such issues will be referred to the chairman of the meeting whose decision in relation to all other members of the BOD will be final, except where the nature or scope of the benefit of the relevant members of the BOD has not been properly disclosed;

c. Any member of the BOD who benefits from a contract stipulated at Article37.4.(a), (b) of the Company Charter will be considered to have a significant benefit in such contract.

7. Method to approve resolutions of the BOD
   a. The BOD will approve resolutions and make decisions in compliance with the assent of the majority of attending BOD members more than fifty percent (50%). In case the number of assent votes is equal to the number of dissent votes, the vote of Chairman will be decisive.
   b. Resolution in the form of collecting written opinions is approved on the basis of the approval of the majority of members of the BOD with voting rights. This resolution is valid and valuable as the resolution approved at the meeting. Resolution can be signed by Chairman of the BOD.
8. Authorization of other persons to participate in meetings of the BOD
   Members of the BOD may authorize others to attend the meeting and vote if they are approved by a majority of the members of the BOD.
9. Preparation of meeting minutes of the BOD
   Minutes of the meetings of BOD: The meetings of the BOD must be made in minutes and may be recorded in sound recording, or written and archived in other electrical form at the Company's head office. The Chairman of the BOD shall be responsible to deliver minutes of meeting of the BOD to Board members, and such minutes shall be deemed a bona fide record at such meeting unless an opinion against the content of the minutes is provided within a time-limit of ten (10) days from the date of delivery of such minutes. The minutes of the meeting of the Board of Directors must be prepared in Vietnamese and English, and must bear full names and the signatures of all the attending Board members; the person writing the minutes and the chairman. The chairman of the meeting and the person writing the minutes are jointly responsible for the accuracy and truthfulness of the minutes of the meeting of the Board of Directors.
10. In case the chairperson and/or secretary refuses to sign the minutes of the meeting of the BOD
    Where the resolutions of the BOD ware passed in accordance with the laws, but there is a

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

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

11. Notice of resolutions, decisions of the BOD

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

Article 28. Subcommittees under the BOD

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

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

1. Standards of the person in charge of corporate governance

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

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

CHAPTER IV. MEMBER OF THE BOS AND THE BOS

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

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

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

ratification;

g. Submit reports to the GMS in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31st, 2020 elaborating some Articles of the Law on Securities;
h. Have the right to access the Company's records and documents kept at its head office, branches and other locations, and to visit the workplaces of the Company's managers and employees;
i. Request the BOD, its members, General Director and other managers to provide accurate, adequate and timely information and documents about the Company's management and operation;
j. Other rights and obligations prescribed by law and the Company Charter.

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

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

   The number of members of the Board of Supervisors is from three (3) members to five (05) members. The term of a member of the BOS is not more than five (05) years and may be re-elected for an unlimited number of terms.
2. Standards and conditions of the members of the BOS
   a. Being trained in one of the majors in economics, finance, accounting, auditing, law, business administration or a major in accordance with the business activities of the enterprise
   b. Not being a person related to a family member of the manager of the company and of the parent company;
   c. Not a manager of the Company; not necessarily shareholders or employees of the Company;
   d. Not working in the accounting and finance department of the Company;
   e. Not being a member or employee of the approved audit organization that is auditing the Company's financial statements over the last three (03) years;
   f. Not falling within the categories of persons specified in Clause 2, Article 17 of the Law on Enterprises 2020;
   g. Other standards and conditions as prescribed by relevant laws and the Company Charter.
3. Nomination and candidacy for members of the BOS
   a. Shareholders holding at least five percent (05%) of shares can gather together to nominate candidates to the Board of Supervisors.
      - Shareholders or a group of shareholders holding from five percent (05%) to less than ten percent (10%) of the shares with voting rights are entitled to nominate one (01) member;
      - Shareholders or a group of shareholders holding from ten percent (10%) to less than thirty percent (30%) are entitled to nominate maximum two (02) members;
      - Shareholders or a group of shareholders holding from thirty percent (30%) to less than forty percent (40%) are entitled to nominate maximum three (03) candidates;
      - Shareholders or a group of shareholders holding from forty percent (40%) to less than fifty percent (50%) are entitled to nominate maximum four (04) candidates;
      - Shareholders or a group of shareholders holding from fifty percent (50%) to less than sixty percent (60%) are entitled to nominate maximum five (05) candidates.

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

4. Method to elect Supervisors
   a. Voting to elect members of the BOS is implemented in accordance with the method of cumulative voting at a General Meeting of Shareholders or by obtaining written opinions from shareholders;
   b. Each shareholder or authorized person has his/her total votes corresponding to the total shares with voting rights (including owned and authorized) multiplied by the number of elected members of the BOS.
5. Cases of dismissal or removal of member of the BOS

   Members of the BOS will no longer have status of members in the following cases:
   a. That member is prohibited by the laws from being members of the BOS;
   b. That member resigns by sending a written notice to the Company's head office and such resignation is approved;
   c. That member fails to exercise his/her rights and perform his/her obligations for six (06) consecutive months, except in cases of force majeure;
   d. That member fails to complete the assigned duties and tasks;
   e. That member repeatedly or seriously violates the obligations of a member of the BOS in accordance with the Law on Enterprises and the Company Charter;
   f. The member is dismissed from members of the BOS in accordance with the decision of the GMS.
6. Notice on the election, dismissal and removal of member of the BOS

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

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

CHAPTER V. GENERAL DIRECTOR

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

The General Director has the following rights and obligations:

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

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

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

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

The BOD will appoint a member of the Board or other person as General Director and will sign a contract that regulates salaries, remuneration, benefits and other terms related to recruitment. The term of the General Director is not more than five (05) years and may be reappointed for an unlimited number of terms.

The General Director must meet following requirements and standards:

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

2. <u>Signing the employment contract with the General Director:</u>

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

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

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

CHAPTER VI. OTHER ACTIVITIES

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

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

Company Charter, but the person committing the violation has not ceased the violation or has taken measures to remedy the consequences.

❖ General Director may propose to convene a meeting of BOD in the following cases:

- When considering the rights of the General Director as stipulated in Article 34.4 of the Company Charter is not enforced;
- When detecting a violation of the law or a violation of the Company Charter of other business executives after giving written notice to BOD but the person committing the violation has not ceased the violation or has taken measures to remedy the consequences.

b. Issues that need to be consulted by the BOD

- Propose to the BOD the organizational structure plan, internal management regulations of the Company;
- Proposing measures to improve operations and management of the Company;
- Proposing the number and manager of the business that the Company needs to recruit for the BOD to appoint or dismiss according to the internal governance regulations and recommend remuneration, salary and other benefits for the business operator to decided by the BOD;
- Consult the BOD to decide the number of employees, the appointment, dismissal, salary, allowances, benefits and other terms related to their labor contract;
- Consult the BOD to approve the detailed business plan for the next fiscal year on the basis of the requirements of the appropriate budget as well as the five (05) year financial plan;
- Prepare long-term, annual and quarterly estimates of the Company (hereinafter called an Estimate) for long-term, annual and quarterly management activities of the Company according to the business plan. The annual budget (including the balance sheet, income statement and expected cash flow statement) for each fiscal year must be submitted to the BOD for approval and must include information specified in the regulations of the Company;
- Propose plans to pay dividends or deal with business losses;
- Other contents when considering the interests of the Company.

5. Reports of the General Director to the BOD on performance of assigned duties and authority
    - Report on the implementation of resolutions of the BOD and the GMS, business and investment plans of the Company approved by the BOD and the GMS;
    - Quarterly and annually to report on the financial situation, the situation of business activities of the Company;
    - Report on improvements in organizational structure, policy, management;
    - Annual report on implementation of obligations towards environment, community and employees
    - Report on the implementation of the other contents authorized by the BOD and GMS;
    - Report other issues as requested by the BOD.
6. Review of the implementation of resolutions and resolution of other issues authorized by

the BOD to the General Director;

Based on the General Director's report on the performance of assigned tasks and powers as prescribed in Article 32 of this Regulation, the BOD will review the results of the implementation of the resolutions and other authorized issues of the BOD with the General Director.

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

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

- In case the BOS detects a violation of the law or the Company Charter by the General Director, the BOS shall notify the General Director in writing within forty-eight (48) hours, request the person to act violation stops and take measures to overcome the consequences;
- Members of the BOS have the right to request the General Director to facilitate access to records and documents related to the Company's business activities at the Head Office or where the records are kept;
- For information, documents on business management and administration and reports on business performance, financial statements, written request for provision of the BOS must be sent to the Company at least forty-eight (48) hours business hours from the intended date of receipt of the response. The Supervisory Board is not allowed to use the information that has not been disclosed of the Company or disclosed to others to perform related transactions;
- Proposed contents on measures to amend, supplement and improve the organizational structure, management, supervision and execution of BOS's business operations must be sent to the General Director at least seven (07) working days in advance of the intended date of receipt of the response.

c. Coordination of activities between the General Director and BOD: The General Director is the person acting on behalf of the Company's operations, ensuring the Company operates continuously and effectively
   - The General Director is responsible to the GMS and BOD for the performance of assigned duties and powers and must report to these agencies when required;
   - When proposing measures to improve the operation and management of the Company, the General Director sends to BOD as soon as possible but not less than ten (10) working days before the date the content needs to be decided;
   - Prepare long-term or annual budgets of the Company (hereinafter referred to as the budget) for long-term or annual management activities of the Company according to the business plan. The annual budget (including the balance sheet, statement of income and expected cash flow statement) for each fiscal year must be submitted to BOD for approval and must include information specified in the regulations of the Company;
   - The General Director must make a plan for BOD to approve issues related to recruitment, resignation, salary, social insurance, welfare, reward and discipline for employees and management staff;
   - The General Director must prepare a plan for BOD to approve matters relating to the Company's relationship with trade unions in accordance with best management standards, practices and policies, and regulatory policies and practices in the Charter, the regulations of the Company and current laws;
   - The General Director is obliged to inform BOD of transactions between the Company, its subsidiaries, and companies controlled by Viet Brand Invest Joint Stock Company with such own members or with affiliated persons of such members according to the laws;
   - Other contents that need to be consulted as stipulated in Clause 4, Article 34 of this Regulation, BOD must be sent at least ten (10) working days in advance of

the intended date of receiving the response of BOD.

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

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

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

CHAPTER VII. PREVENTION OF CONFLICTS OF INTERESTS

Article 36. Responsibility for prudence

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

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

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

time, the BOD or subcommittee has allowed to perform such contract or transaction honestly by majority of votes of Board members without related interests; or

b. For contracts valued at more than twenty percent (20%) of the total value of assets recorded in the most recent financial statements, important elements about this contract or transaction as well as relationships and benefits of management staffs or members of the BOD have been disclosed to shareholders with no related interests to vote on that issue, and these shareholders voted agree for these contracts or transactions;

c. The contracts or transactions considered to be fair and reasonable by an independent advisory organization in all respects regarding the shareholders of the Company at the time of the transaction or the contract are allowed to perform, approved by the BOD or a subcommittee.

d. Members of the BOD, members of BOS, General Director, managers or related persons are not allowed to buy or sell or trade in one- or another-way shares of companies or subsidiaries of the Company at the time they obtained information certainly affecting the price of those shares and other shareholders do not know this information.

Article 38. Responsibility for damages and compensation

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

believes it is for the benefit or not against the highest benefit of the Company, on the basis of compliance with the laws; and there is no good discovery or confirmation that that person violates his responsibilities. The Company has the right to buy insurance for those people to avoid the above compensation responsibilities.

CHAPTER VIII. SUPERVISION AND HANDLING VIOLATIONS

Article 39. Supervision

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

Article 40. Handling violations

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

CHAPTER IX. TERMS OF EXECUTION

Article 41. Amendment of Internal regulations on Corporate governance

1. The amendment, supplement, and replacement of this Regulation must be prepared by the BOD and submitted to the GMS for approval.
2. In case there are legal provisions relating to operations of the Company not mentioned in this Regulation or in the case of new regulations of the laws are different from the provisions of this Regulation then the regulations of the laws will be apparently applied and adjusted the operations of the Company.
3. In the event of any inconsistency between these Regulations and the Charter regarding the same matter, the provisions of the Charter shall prevail.

Article 42. Effective date

This Regulation consists of 9 Chapters and 42 Articles, which is approved by the GMS 2026 on 04 December 2026 and is effective from this date. In the event of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail.

ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN OF BOARD OF DIRECTORS

LAN, WAN-CHEN

QUY CHẾ

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

REGULATION ON

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

(ban hành kèm theo Quy Chế Nội Bộ Về Quản Trị Công Ty được Đại Hội Đồng Cổ Đông Công ty Cổ phần Đầu Tư Nhãn Hiệu Việt thông qua ngày 04 tháng 12 năm 2026*)*

(Issued under The Internal Regulations on Corporate Governance, approved by GMS of ABR dated 04 December 2026)

TP HCM, Tháng 12 năm 2026

HCMC, December 2026

CHƯƠNG I- QUY ĐỊNH CHUNG

CHAPTER I- GENERAL PROVISIONS

Điều 1. Phạm vi và đối tượng áp dụng

Article 1. Scopes and applicable objects

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

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

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

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

Điều 2. Giải thích từ ngữ

Article 2. Definitions

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Article 3. Convening and Notifying the online GMS

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

Based on the actual situation, the Board of Directors ("BOD") decides to convene a general meeting in the form of an online GMS or In-person meeting with e-voting or

obtaining shareholders' opinions in writing via electronic voting or a combined online with offline GMS in accordance with the provisions of these Regulations. In case the congress is organized online, the BOD can proactively deploy procedures and work to serve organization.

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

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

Điều 4. **Điều kiện, cách thức cổ đông tham gia:**

Article 4. Conditions and methods for shareholders to attend

1. Điều kiện tham gia/*Conditions of participation:*

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

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

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

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

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

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

2. Yêu cầu kỹ thuật:

   Technical requirements

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

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

   - Cổ đông, người đại diện hợp pháp của cổ đông cung cấp chính xác địa chỉ email, số điện thoại di động để nhận tài khoản truy cập vào hệ thống trực tuyến. Cổ đông, người đại diện hợp pháp của cổ đông tự chịu trách nhiệm về độ chính xác của thông tin đã cung cấp.
     Shareholders and legal representatives of shareholders must provide the correct email address and mobile phone number to receive an access account to participate in the online GMS from the online system. Shareholders and their legal representatives are solely responsible for the accuracy of the information provided

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

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

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

- Cổ đông được ghi nhận là tham gia đại hội trực tuyến/bỏ phiếu điện tử khi họp trực tiếp/lấy ý kiến cổ đông bằng văn bản theo phương thức bỏ phiếu điện tử khi tài khoản truy cập của Cổ đông ở trạng thái đăng nhập thành công vào hệ thống trực tuyến trong thời gian mở cửa hệ thống trực tuyến và đã xác nhận tham gia/tham dự theo Điều 6 Quy chế này.

  Shareholders are recorded as participating in the online GMS/e-voting when in-person meeting/collection of opinions by e-voting when the Shareholder's access account is in a state of successfully logging into the online system during the time the online system is open and have confirmed their participation/attendance in accordance with Article 6 of this Regulation.

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

Article 5. Providing access accounts and conducting electronic voting

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

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

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

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

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

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

representative of the shareholder is shown in the valid Power of Attorney has been sent to the Company.

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

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

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

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

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

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

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

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

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

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

      Other objective incidents and obstacles.

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

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

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

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

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

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

Hội đồng quản trị có quyền ban hành các Quy chế tổ chức, hướng dẫn cần thiết phục vụ cho công tác tổ chức Đại hội trực tuyến hoặc lấy ý kiến bằng văn bản theo phương thức điện tử và bỏ phiếu điện tử phù hợp với hệ thống của đơn vị cung cấp dịch vụ trực tuyến khi tổ chức Đại hội.
The BOD has the right to issue organizational regulations and necessary instructions to serve the organization of online congresses or collecting and electronic voting in accordance with the system of the online service provider when organizing the GMS.

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

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

1. Việc ủy quyền phải lập thành văn bản theo mẫu do Công ty phát hành hoặc hình thức khác do Công ty thông báo.Văn bản ủy quyền có thể được ký bằng chữ ký số theo quy định pháp luật.
   Authorization must be in writing using the form issued by the Company or another form as notified by the Company. Authorization can be signed by digital signature according to regulations of laws.

2. Các cổ đông cần tuân thủ cung cấp đầy đủ các thông tin để thực hiện ủy quyền, đặc biệt cung cấp thông tin của bên nhận ủy quyền: số Căn cước công dân, số Căn cước hoặc hộ chiếu, số điện thoại, địa chỉ liên lạc và địa chỉ email. Đây là cơ sở để cấp tài khoản truy cập đối với bên nhận ủy quyền
   Shareholders need to comply with the provision of full information to perform the authorization, especially providing information of the party receiving the authorization: Citizen Identification number or passport number, phone number, Contact address and email address. This is the basis for granting access accounts to the authorized party.

3. Hiệu lực của ủy quyền: việc ủy quyền chỉ có hiệu lực pháp lý khi thỏa mãn các điều kiện sau:
   Validity of authorization: authorization is only legally effective when the following conditions are met:
   - Khi cổ đông điền đầy đủ các thông tin đăng ký ủy quyền trực tuyến và hoàn thành thao tác ủy quyền trên hệ thống trực tuyến.
     When the shareholder fully fills in the online authorization registration information and completes the authorization process on the online system.
   - Công ty nhận được Văn bản ủy quyền (bản chính hoặc bản điện tử có chữ ký số hợp lệ) trước lúc khai mạc đại hội hoặc trước lúc biểu quyết điện tử lấy ý kiến cổ đông bằng văn bản.
     The Company receives the Authorization Document (original hard copy or electronic document bearing a valid digital signature) before the opening of the meeting or before carrying out e-voting to collect shareholders' opinion.

4. Hủy bỏ ủy quyền đối với cổ đông đã ủy quyền trực tuyến: cổ đông gửi bản gốc văn bản đề nghị hủy ủy quyền trực tuyến về trụ sở Công ty trước thời điểm đại hội khai mạc chính thức hoặc trước lúc biểu quyết điện tử lấy ý kiến cổ đông bằng văn bản. Thời gian ghi nhận việc hủy ủy quyền có hiệu lực được tính theo thời điểm Công ty nhận được bản gốc văn bản đề nghị hủy ủy quyền trực tuyến.
   Cancel authorization for shareholders who have authorized online: shareholders send the original written request to cancel online authorization to the Company's headquarters before the official opening of the meeting or before carrying out e-voting to collect shareholders'

opinion. The time to record the effective authorization cancellation is calculated based on the time the Company receives the original online authorization cancellation request.

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

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

Điều 8. Thời gian bỏ phiếu điện tử

Article 8. Electronic voting time

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

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

Điều 9. Cách thức bỏ phiếu điện tử

Article 9. How to vote electronically

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

   Cổ đông, người đại diện hợp pháp của cổ đông bỏ phiếu theo Quy chế tổ chức Đại hội hoặc thông báo lấy ý kiến bằng phương thức điện tử của Công ty. Cổ đông, người đại diện hợp pháp của cổ đông chọn lựa một trong ba phương án biểu quyết (i) Tán thành, (ii) Không tán thành hoặc (iii) Không có ý kiến với mỗi vấn đề được đưa ra biểu quyết tại Đại hội hoặc được đưa ra lấy ý kiến đã được cài đặt tại hệ thống trực tuyến. Sau đó, Cổ đông, người đại diện hợp pháp của cổ đông tham dự ĐHĐCĐ trực tuyến tiến hành xác nhận biểu quyết để hệ thống bỏ phiếu ghi nhận kết quả.
   Shareholders and legal representatives of shareholders vote according to the instructions in the Regulations on organizing the GMS or notice for collecting written opinion via e-voting. Shareholders and legal representatives of shareholders choose one of three voting options (i) Approve, (ii) Disapprove or (iii) No opinion on each issue raised for voting at the Congress or raised for collecting opinion has been installed in the online system. After that, the Shareholder, the legal representative of the confirms the vote so that the voting system records the results.

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

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

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

installed in the online system. After that, the Shareholder, the legal representative of the shareholder confirms the election so that the online system records the results.

Điều 10. Cách thức kiểm phiếu

Article 10. Method of counting votes

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

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

2. Ban kiểm phiếu tiến hành lập Biên bản kiểm phiếu căn cứ trên kết quả kiểm phiếu biểu quyết, phiếu bầu cử xuất ra từ hệ thống trực tuyến.

   The Vote counting committee prepares a Vote Counting Minute based on the results of vote counting, election ballots exported from the online system.

Điều 11. Biên bản họp và Nghị quyết Đại hội đồng

Article 11. Minutes and Reslution of GMS

a. Việc ghi và lập Biên bản họp, Nghị quyết Đại hội đồng cổ đông trực tuyến được thực hiện như đối với cuộc họp Đại hội đồng cổ đông trực tiếp theo Điều lệ Công ty và Luật Doanh nghiệp.

   Recording and making Minutes and Resolution of the online GMS is carried out as for an in- person GMS according to the provisions of the Company Charter and the Enterprise Law.

b. Việc ghi và lập Biên bản kiểm phiếu lấy ý kiến bằng phương thức điện tử và Nghị quyết đại hội đồng cổ đồng được thực hiện như hình thức lấy ý kiến bằng văn bản theo phương thức truyền thống quy định tại Điều lệ Công ty và Luật Doanh nghiệp.

   The recording and making Minutes of collection of opinions via e-voting and the resolutions of GMS shall be carried out as for collecting written opinions via traditional way in accordance with the Company's Charter and the Enterprise Law.

Điều 12. Quyền và nghĩa vụ của Cổ đông

Article 12. Rights and obligations of Shareholders

1. Cổ đông tham dự cuộc họp ĐHĐCĐ trực tuyến hoặc họp trực tiếp có bỏ phiếu điện tử hoặc lấy ý kiến bằng phương thức điện tử có đầy đủ các quyền, nghĩa vụ như tham gia theo phương thức truyền thống theo quy định tại Điều lệ Công ty và các quy định pháp luật có liên quan..

   Shareholders attending the online GMS or in-person meeting with e-voting or collecting opinions via e-voting have all the same rights and obligations as participating via traditional way according to the provisions of the Company's Charter and relevant legal regulations.

2. Cổ đông phải tuân thủ các hướng dẫn liên quan đến công tác tổ chức và bỏ phiếu điện tử nhằm đảm bảo cho việc tổ chức một cách có trật tự, ổn định, hợp lệ.

   Shareholders must comply with instructions related to the organization and electronic voting to ensure that the organization takes place in an orderly, stably and legitimately.

   Cổ đông, người đại diện hợp pháp của cổ đông phải có trách nhiệm bảo mật các thông tin truy cập để đảm bảo rằng chỉ có Đại biểu mới có quyền thực hiện việc bỏ phiếu trên hệ thống trực tuyến. Mọi kết quả bỏ phiếu của cổ đông, người đại diện hợp pháp của cổ đông trên hệ thống trực tuyến sẽ được mặc nhiên coi là quyết định cuối cùng của người đó. Cổ đông, người đại diện hợp pháp của cổ đông chịu mọi trách nhiệm trước pháp luật, trước Công ty về kết quả bỏ phiếu diện tử đã được thực hiện của người đó trên hệ thống trực tuyến, trừ trường hợp cổ đông, người đại diện hợp pháp của cổ đông chứng minh được có lỗi của Công ty hoặc bên thứ ba bất kỳ làm sai lệch kết quả bỏ phiếu của cổ đông.

   Shareholders and legal representatives of shareholders must be responsible for securing access information to ensure that only Delegates have the right to vote on the online system. All voting

results of shareholders or legal representatives of shareholders on the online system will be automatically considered the final decision of that person. Shareholders and legal representatives of shareholders are responsible before the law and the Company for the results of the electronic voting performed by that person on the online system, except in the case of the shareholder or the shareholder's legal representative can prove that the Company or any third party is at fault in falsifying the shareholder's voting results.

3. Cổ đông, người đại diện hợp pháp của cổ đông phải thông báo ngay cho Công ty để kịp thời xử lý khi phát hiện tài khoản truy cập bị mất, đánh cắp, bị lộ, hoặc nghi bị lộ bằng cách liên hệ với Công ty để thực hiện khóa tài khoản truy cập hoặc thực hiện các biện pháp ngăn chặn cần thiết khác nhằm tránh việc truy cập không hợp pháp. Cổ đông, người đại diện hợp pháp của cổ đông phải chịu trách nhiệm về những thiệt hại, tổn thất và rủi ro khác xảy ra trước thời điểm Công ty khoá tài khoản truy cập, trừ trường hợp việc lộ thông tin quy định tại điều này không do lỗi của Cổ đông, người đại diện hợp pháp của cổ đông.

   Shareholders and legal representatives of shareholders must immediately notify the Company for timely handling when discovering that the access account is lost, stolen, exposed, or suspected of being exposed, by contacting the Company to block access accounts or take other necessary preventive measures to avoid illegal access. Shareholders and legal representatives of shareholders must be responsible for damages, losses and other risks that occur before the Company locks access accounts, except in the case of disclosure of information specified in this Article is not due to the fault of the Shareholder, the legal representative of the Shareholder.

4. Đối với họp Đại hội đồng cổ đông trực tuyến, nếu cổ đông, người đại diện hợp pháp của cổ đông sau khi đã tham dự Đại hội trực tuyến thành công nhưng không thể tham dự liên tục đến hết chương trình thì có thể thực hiện biểu quyết đối với các nội dung cần xin ý kiến của cổ đông trước khi đăng xuất khỏi hệ thống trực tuyến.

   For online GMS, if a shareholder or legal representative of a shareholder successfully attends the online meeting but cannot continuously attend until the end of the program, they can vote on the necessary contents. Ask for shareholders' opinions before logging out of the online system.

Điều 13. **Thảo luận tại Đại hội Đồng Cổ đông trực tuyến**

Article 13. Discussion at the online GMS

1. Thảo luận tại ĐHĐCĐ trực tuyến tuân theo sự điều khiển của Chủ toạ và thuộc phạm vi các vấn đề trình bày trong nội dung chương trình đã được ĐHĐCĐ thông qua.
   Discussion at the online GMS follows the direction of the Chairman and falls within the scope of issues presented in the program content approved by the GMS.

2. Cổ đông tham gia thảo luận điền nội dung thảo luận vào mục tương ứng trên hệ thống trực tuyến. Hệ thống trực tyến sẽ ghi nhận và gửi ý kiến cổ đông đến Ban Thư ký Đại hội.

   Shareholders participating in the discussion fill the discussion content in the corresponding section on the online system. The online system will record and send shareholder comments to the GMS Secretariat.

3. Ban Thư ký chịu trách nhiệm tổng hợp ý kiến cổ đông và gửi Chủ toạ xem xét trả lời trong khuôn khổ nội dung và thời gian thảo luận của cuộc họp.

   The Secretariat is responsible for synthesizing shareholder opinions and sending them to the Chairman for consideration and response within the content and discussion time of the meeting.

Điều 14. Công bố Nghị quyết Đại hội đồng cổ đông trực tuyến

Article 14. Disclosure of Resolution of online GMS

Nghị quyết của cuộc họp Đại hội đồng cổ đông trực tuyến phải được công bố trên trang thông tin điện tử của Công Ty trong hai mươi bốn (24) giờ kể từ khi được ban hành. Ngày tài liệu được công bố trên trang thông tin điện tử của Công ty được coi là ngày Cổ đông nhận được tài liệu.

Resolutions of the online GMS must be published on the Company's website within twenty-four (24) hours of issuance. The date the document is published on the Company's website is considered the date the Shareholders receive the document.

CHƯƠNG III - ĐẠI HỘI CỔ ĐÔNG KẾT HỢP TRỰC TIẾP VÀ TRỰC TUYẾN/ *COMBINED ONLINE AND IN-PERSON GMS*

Điều 15. Tham dự họp Đại hội đồng cổ đông

Article 15. Attending the GMS

1. Cổ đông có thể tham dự họp Đại hội đồng cổ đông trực tiếp tại địa điểm diễn ra đại hội hoặc tham dự họp thông qua hội nghị trực tuyến. Cổ đông chỉ được chọn một trong hai hình thức tham gia trực tiếp hoặc trực tuyến.

   Shareholders can attend the GMS directly at the meeting location or attend the meeting via online conference. Shareholders can only choose one of two forms of participation: in person or online.

2. Việc đăng ký tham dự họp Đại hội đồng cổ đông theo phương thức kết hợp này được thực hiện như sau:

   Registration to attend the GMS according to this combined method is done as follows:

   a. Đối với các Cổ đông tham dự họp trực tiếp: thực hiện đăng ký theo quy định tại Quy chế nội bộ về quản trị công ty, Quy chế làm việc, quy chế tổ chức đại hội.

      For Shareholders attending the meeting in person: register according to the provisions of the Internal Regulations on corporate governance, working regulation, regulation on holding congress.

   b. Đối với các Cổ đông tham dự họp trực tuyến: thực hiện đăng ký theo quy định tại Quy chế này.

      For Shareholders attending the online meeting: register as prescribed in This Regulation

Điều 16. Điều kiện tiến hành

Article 16. Conditions for implementation

1. Cuộc họp Đại hội đồng cổ đông theo phương thức kết hợp này được tiến hành khi có tổng số Cổ đông/Người được ủy quyền dự họp tham dự trực tiếp và trực tuyến đáp ứng tỷ lệ quy định tại Điều lệ Công ty.

   The GMS in this combined method is conducted when the total number of Shareholders/Authorized Persons attending the meeting in person and online meets the ratio specified in the Company's Charter.

2. Cách thức bỏ phiếu, kiểm phiếu, thông báo kết quả kiểm phiếu, lập biên bản họp Đại hội đồng cổ đông, hình thức thông qua nghị quyết của Đại hội đồng cổ đông và Công bố Nghị quyết Đại hội đồng cổ đông sẽ áp dụng như quy định tại Điều lệ Công ty, Quy chế nội bộ về quản trị công ty./*The method of voting, counting votes, announcing vote counting results, preparing minutes of the GMS, the form to approve Resolution of GMS and announcing the Resolution of the GMS will apply as prescribed in the Company's Charter and Inter.al Regulations on corporate governance.*

CHƯƠNG IV. ĐIỀU KHOẢN KHÁC

CHAPTER IV. OTHER PROVISIONS

Điều 17. Điều khoản khác

Article 17. *Other provisions*

1. Các nội dung liên quan khác không đề cập trong Quy chế này mặc nhiên thực hiện theo quy định tại Điều lệ Công ty, Quy chế nội bộ về quản trị công ty và quy định pháp luật có liên quan.

   Other related contents not mentioned in this Regulation are automatically implemented in accordance with the provisions of the Company's Charter, internal regulations on corporate governance and relevant legal regulations.

2. Quy chế này là một Phụ lục đính kèm trong Quy chế nội bộ về quản trị công ty./*This Regulation is an integral part (Appendix) attached to the Internal Regulations on corporate governance.*

Điều 18. Hiệu lực thi hành

Article 18. Implementation and Date of validity

1. Quy chế này này gồm 4 Chương, 18 Điều và có hiệu lực từ ngày 04/12/2026. Quy chế này có thể được chuyển ngữ sang tiếng Anh để tham khảo, tuy nhiên bản tiếng Việt được xem là bản chính thức và có giá trị ưu tiên trong mọi trường hợp.

   These Regulations includes 4 Chapters, 18 Articles and takes effect from 04 December 2026. These Regulations may be translated into English for referenc. However, the Vietnamese version is considered the official version and has priority in all cases.

2. Cổ đông, người đại diện hợp pháp của cổ đông và các cá nhân, tổ chức, phòng ban liên quan có trách nhiệm thực hiện theo Quy chế này.

   Shareholders, legal representatives of shareholders and individuals, related rganizations and departments are responsible for complying with this Regulation.

TP. HCM, Ngày 04 tháng 12 năm 2026
Ho Chi Minh city, 04 December 2026

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

LAN, WAN-CHEN

CÔNG TY CỔ PHẦN ĐẦU TƯ NHÃN HIỆU VIỆT ***VIET BRAND INVEST JOINT STOCK COMPANY***	**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM** **Độc lập – Tự do – Hạnh phúc** ***SOCIALIST REPUBLIC OF VIETNAM*** ***Independence – Freedom - Happiness***
Số/ No.: 1311-002/TTr-HĐQT.2026	*TP. Hồ Chí Minh, ngày 13 tháng 11 năm 2026* *Ho Chi Minh City, dated 13 November 2026*

TỜ TRÌNH ĐẠI HỘI ĐỒNG CỔ ĐÔNG BẤT THƯỜNG NĂM 2026

SUBMISSION TO EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 2026

V/v: Sửa đổi Quy chế hoạt động của Hội đồng quản trị

Re: Amendments to the Regulation on operation of Board of Directors

Căn cứ/ *Pursuant to*:

– *Luật chứng khoán số 54/2019/QH14 ngày 26/11/2019;*

Law on Securities No. 54/2019/QH14 dated 26 November 2019;

– *Luật doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;*

Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;

– *Điều lệ Công Ty Cổ Phần Đầu Tư Nhãn Hiệu Việt ("**Nhãn Hiệu Việt**" hoặc "**Công Ty**").*

*Charter of Viet Brand Invest Joint Stock Company ("**Viet Brand**" or "**Company**").*

Hội Đồng Quản Trị Công Ty kính trình Đại Hội Đồng Cổ Đông thông qua các vấn đề sau:

Board of Directors of the Company would like to propose to General Meeting of Shareholders to approve the following issues:

1. Thông qua việc sửa đổi Quy chế hoạt động của Hội đồng quản trị

To approve the amendment to the Regulation on operation of Board of Directors

Hội Đồng Quản Trị Công Ty kính trình Đại Hội Đồng Cổ Đông thông qua việc sửa đổi Quy chế hoạt động của Hội đồng quản trị. Tóm tắt các đề xuất sửa đổi Quy chế hoạt động của Hội đồng quản trị và dự thảo Quy chế hoạt động của Hội đồng quản trị sửa đổi được đính kèm theo tờ trình này.

The Board of Directors of the Company would like to submit to the General Meeting of Shareholders to approve the amendment to the Regulation on operation of Board of Directors. Summary of proposals for amendments to the Regulation on operation of Board of Directors and the draft amended Regulation on operation of Board of Directors are attached hereto.

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

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

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

The Board of Directors would like to submit the Extraordinary General Meeting of Shareholders of 2026 for consideration and approval.

Trân trọng.

Best regards.

Đính kèm/ Enclosure:

- Tóm tắt các đề xuất sửa đổi Quy chế hoạt động của Hội đồng quản trị/ *Summary of proposals for amendments to the Regulation on operation of Board of Directors;*
- Dự thảo Quy chế hoạt động của Hội đồng quản trị sửa đổi/ *Draft amended Regulation on operation of Board of Directors.*

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

CÔNG TY CỔ PHẦN ĐẦU TƯ NHÃN HIỆU VIỆT

LAN, WAN-CHEN

SUMMARY OF PROPOSALS FOR AMENDMENTS – REGULATION ON OPERATION OF THE BOARD OF DIRECTORS OF VIET BRAND INVEST JOINT STOCK COMPANY

Note: Text in ~~strikethrough~~ indicates deleted content; text that is underlined indicates added content. Changes are listed in the order in which they appear in the document; Article/clause numbers follow the version with all changes accepted.

No.	Article/Clause	Changes	Reason/Legal basis
1	Article 5.1 ***Article 5. Term and number of members of the Board of Directors***	~~The Board of Directors has 05 (five) members~~The number of members of the Board of Directors is at least three (3) members and at most eleven (11) members, the specific number is decided by the General Meeting of Shareholders.	In accordance with Article 154.1 of the Law on Enterprises, and consistent with Article 27.1 of the Charter and Article 25.1 of the Internal Regulation on Corporate Governance.
2	Article 5.2 ***Article 5. Term and number of members of the Board of Directors***	Term of members of the Board of Directors is not more than ~~03 (three)~~05 (five) 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 of the Company for no more than 02 (two) consecutive terms.	In accordance with Article 154.2 of the Law on Enterprises, and consistent with Article 27.1 of the Charter and Article 25.1 of the Internal Regulation on Corporate Governance.
3	Article 9.4 ***Article 9. Methods of election, dismissal and removal of members of the Board of Directors***	The election, dismissal and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders under the polling principle at the meeting of General Meeting of Shareholders or by collecting shareholders' written opinion.	Article 22.1(d) of the Charter and Articles 148 and 149 of the Law on Enterprises: the General Meeting of Shareholders passes resolutions on the election, dismissal and removal of members of the Board of Directors by voting at a meeting or by collecting written opinions.
4	Article 11.2(h) ***Article 11. Rights and obligations of the Board of Directors*** *Clause 2: Specific rights and obligations of the Board of Directors*	Approve purchase contracts, sale contracts, borrowing contracts, lending contracts, other contracts and transactions with the value of 35% (thirty five percent) or more of the total asset value as written in the latest Financial Statements of the Company, unless otherwise provided in the Company's Charter regarding a different ratio or value and~~,~~ contracts and transactions under the decision-making authority of the General Meeting of Shareholders under the regulations of Articles 138.2.d, 167.1 and 167.3 of the Enterprises Law;	Added to avoid inconsistency with the Charter and to ensure compliance with Article 153.2(h) of the Law on Enterprises: the Board of Directors approves contracts and transactions with a value of 35% or more of the total asset value, unless otherwise provided in the company's charter regarding a different ratio or value, and except for contracts and transactions under the authority of the General Meeting of Shareholders.
5	Article 15.6 ***Article 15. Meeting of the Board of Directors***	Chairman of the Board of Directors or the person who convenes the meeting of the Board of Directors must send the Invitation letter at least 03 (three) calendar days before the meeting date, unless otherwise provided in the Company's Charter . The Invitation letter must specify the time and location of the meeting, agenda, issues to be discussed and decisions. The Invitation letter must be enclosed to the documents used at the meeting and the Voting papers of the members.	Article 157.6 of the Law on Enterprises: the notice of a Board of Directors' meeting must be sent at least 03 working days before the meeting date, unless otherwise provided in the company's charter. Article 31.6 of the Charter sets out a specific time limit for sending meeting notices for extraordinary meetings; this wording is therefore added to ensure consistency with the Charter.
6	Article 23.2 ***Article 23. Implementation effect***	In the event of any inconsistency between these Regulations and the Charter regarding the same matter, the provisions of the Charter shall prevail. In the event of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail.	Added the principle that the Charter prevails, ensuring that the Charter has the highest effect. In addition, added the principle that the Vietnamese version prevails in case of any inconsistency between the English and Vietnamese versions.

VIET BRAND INVEST JOINT STOCK COMPANY	**SOCIALIST REPUBLIC OF VIETNAM**
--------	**Independence - Freedom - Happiness**

No.: 001/QC-HĐQT.2026	*Ho Chi Minh City, ……..2026*

REGULATION ON OPERATION OF BOARD OF DIRECTORS

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

Board of Directors promulgates Regulation on operation of Board of Directors of Viet Brand Invest Joint Stock Company.

Regulation on operation of Board of Directors of Viet Brand Invest Joint Stock Company includes the following contents:

Chapter I

GENERAL REGULATIONS

Article 1. Scope of regulation and applicable subjects

1.1. Scope of regulation:

Regulation on operation of Board of Directors of Viet Brand Invest Joint Stock Company regulates the organizational structure of personnel, operational principles, rights and obligations of the Board of Directors and members of the Board of Directors in order to operate under the regulations of the Enterprises Law, Company Charter and other related regulations.

1.2. Applicable subjects:

This Regulation is applicable to the Board of Directors and members of the Board of Directors.

Article 2. Operational principles of the Board of Directors

2.1. The Board of Directors works under the collective principle. Members of the Board of Directors are personally responsible for their work and are jointly responsible

before the General Meeting of Shareholders and the law for the Resolutions and decisions of the Board of Directors for the development of the Company.

2.2. The Board of Directors assigns the responsibility to the General Director to organize and administer the implementation of the Resolutions and decisions of the Board of Directors.

Chapter II

MEMBERS OF BOARD OF DIRECTORS

Article 3. Rights and obligations of members of Board of Directors

3.1. Members of the Board of Directors have full rights under the regulations of the Securities Law, relevant laws and Company Charter, including the right to be provided with information and documents on financial and business operational status of the Company and of the units in the Company.

3.2. Members of the Board of Directors have obligations under the regulations of the Company Charter and the following obligations:

a. Implement their tasks honestly, prudently for the best benefits of shareholders and the Company;

b. Attend all the meetings of the Board of Directors and give opinions on the issues raised for discussion;

c. Promptly and fully report to the Board of Directors on remunerations received from subsidiaries, affiliates and other organizations;

d. Report to the Board of Directors at the latest meeting on transactions between the Company, its subsidiaries, other companies taken control by the Company over 50% (fifty percent) of the charter capital with members of the Board of Directors and affiliated persons of such members; transactions between the Company and a company in which a member of the Board of Directors is a founding member or manager of the enterprise during the last 03 (three) years prior to the transaction time;

e. Implement information disclosure when implementing the transactions of shares of the Company under the law.

3.3. The independent members of the Board of Directors of the Company, after being listed, must prepare a Report on assessment of the operations of the Board of Directors.

Article 4. Rights to be provided with information of members of the Board of Directors

4.1. Members of the Board of Directors have the right to request the General Director, other managers of the Company to provide with information and documents on financial and business operational status of the Company and of the units in the Company.

4.2. A required manager must promptly, fully and accurately provide with information and documents at the request of members of the Board of Directors. The order and procedures for requesting and providing with information are regulated in the Company Charter.

Article 5. Term and number of members of the Board of Directors

5.1. The number of members of the Board of Directors is at least three (3) members and at most eleven (11) members, the specific number is decided by the General Meeting of Shareholders.

5.2. Term of members of the Board of Directors is not more than 05 (five) 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 of the Company for no more than 02 (two) consecutive terms.

5.3. In case all members of the Board of Directors expire at the same term, In case all members of the Board of Directors expire at the same term, such members will continue to be members of the Board of Directors until new members are elected to replace and take over the work, unless otherwise regulated by the Company Charter.

5.4. The Company Charter specifies the number, rights, obligations, method of organization and coordination of operations of the independent member of the Board of Directors.

Article 6. Standards and conditions for members of the Board of Directors

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

a. Not subject to the regulations of Article 17.2 of the Enterprises Law;

b. Have qualifications and experience in business administration or in the field of busines lines of the Company and not necessarily shareholders of the Company, unless otherwise regulated by the Company Charter;

c. A member of the Board of Directors of the Company may concurrently be a member of the Board of Directors of another company;

d. Other standards and conditions under the Company Charter.

6.2. The independent member of the Board of Directors under the regulations of Article 137.1.b of the Enterprises Law must meet the following standards and conditions:

a. Not be a person working at the Company, parent company or subsidiaries of the Company; not be a person who has worked at the Company, parent company or subsidiaries of the Company for at least 03 (three) preceding years;

b. Not be a person receiving salary or remuneration from the Company, except for the allowances that members of the Board of Directors entitled under the regulations;

c. Not be a person having spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adoptive child, biological brother, sister, or little

brother who is a major shareholder of the Company; is a manager of the Company or subsidiaries of the Company;

d. Not be a person directly or indirectly owning at least 01% (one percent) of the total voting shares of the Company;

e. Not be a person who used to be a member of the Board of Directors, Board of Supervisors of the Company for at least 05 (five) preceding years, except for case of being appointed continuously for 02 (two) terms;

f. Other standards and conditions under the Company Charter.

6.3. The independent member of the Board of Directors must notify the Board of Directors of no longer meeting the standards and conditions under the regulations of Article 6.2 of this Regulation and of course no longer being an independent member of the Board of Directors since the date of not fully meet the standards and conditions. The Board of Directors must notify the case that the independent member of the Board of Directors no longer meet the standards and conditions at the latest General Meeting of Shareholders or convene the General Meeting of Shareholders to elect supplement or replace the independent member of the Board of Directors within 06 (six) months from the date of receipt of the notice of the relevant independent member of the Board of Directors.

Article 7. Chairman of the Board of Directors

7.1. Chairman of the Board of Directors is elected, dismissed or removed by the Board of Directors from among members of the Board of Directors.

7.2. Chairman of the Board of Directors of the Company may not concurrently hold the position of the General Director.

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

a. Make the operational agenda and plans of the Board of Directors;

b. Prepare the agenda, contents, documents serving for the meeting; convene, chair and be a Chairperson of the meeting of the Board of Directors;

c. Organize the approval of the Resolutions and decisions of the Board of Directors;

d. Supervise the implementation of the Resolutions and decisions of the Board of Directors;

e. Be a Chairperson of the meeting of the General Meeting of Shareholders;

f. Other rights and obligations under the regulations of the Enterprises Law and Company Charter.

7.4. In case Chairman of the Board of Directors has a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within 10 (ten) days from the date of receipt of the resignation letter or from the date of being dismissed or removed. In case Chairman of the Board of Directors is absent or unable to implement Chairman's tasks, Chairman must authorize in writing another member to exercise the rights and obligations of Chairman of the Board of Directors under the

principles regulated in the Company Charter. In case no person is authorized or Chairman of the Board of Directors dies, is missing, is held in custody, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification establishment or compulsory education establishment, is escaping from residence, being restricted or lost civil act capacity, having difficulty in cognition or behavior mastery, banned by the Court from holding positions, practicing or doing certain jobs, the remaining members elect one of members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members agree until there is a new decision of the Board of Directors.

7.5. When deeming it necessary, the Board of Directors decides to appoint the Company Secretary. The Company Secretary has the following rights and obligations:

a. Support to organize the convene of the General Meeting of Shareholders, Board of Directors; take notes of the Meeting Minutes;

b. Support members of the Board of Directors in implementing their assigned rights and obligations;

c. Support the Board of Directors in applying and implementing the corporate governance principles;

d. Support the Company in building shareholder relations and protecting the legitimate rights and benefits of shareholders; compliance with obligations to provide information, disclose information and administrative procedures;

e. Other rights and obligations under the regulations of the Company Charter.

Article 8. Dismissal, removal, replacement and supplement of members of the Board of Directors

8.1. The General Meeting of Shareholders shall dismiss members of the Board of Directors in the following cases:

a. Not have enough standards and conditions under the regulations of Article 155 of the Enterprises Law;

b. Have resignation letter and be approved;

c. Other cases as regulated in the Company Charter.

8.2. The General Meeting of Shareholders shall remove members of the Board of Directors in the following cases:

a. Not participate in the operations of the Board of Directors for 06 (six) consecutive months, except for force majeure;

b. Other cases as regulated in the Company Charter.

8.3. When deeming it necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss and remove members of the Board of Directors outside the cases regulated in Articles 8.1 and 8.2 of this Regulation.

8.4. The Board of Directors must convene the meeting of the General Meeting of Shareholders to elect supplemental members of the Board of Directors in the following cases:

a. The number of members of the Board of Directors is reduced by more than 1/3 (one third) compared with the number regulated in the Company Charter. In this case, the Board of Directors must convene the meeting of the General Meeting of Shareholders within 60 (sixty) days from the date the number of members is reduced by more than 1/3 (one third);

b. The number of independent members of the Board of Directors decreases, not ensuring the percentage under the regulations of Article 137.1.b of the Enterprises Law;

c. Except for cases regulated in Articles 8.4.a and 8.4.b of this Regulation, the General Meeting of Shareholders elects new members to replace the dismissed or removed members of the Board of Directors at the latest meeting.

Article 9. Methods of election, dismissal and removal of members of the Board of Directors

9.1. Shareholders holding at least 05% (five) percent or more of the total shares have the right to group meetings to nominate candidates to the Board of Directors:

a. A shareholder or group of shareholders holding from 05% (five percent) to less than 10% (ten percent) of the voting shares is entitled to nominate 01 (one) candidate;

b. A shareholder or group of shareholders holding from 10% (ten percent) to less than 30% (thirty percent) is entitled to nominate up to 02 (two) candidates;

c. A shareholder or group of shareholders holding from 30% (thirty percent) to less than 40% (forty percent) is entitled to nominate up to 03 (three) candidates;

d. A shareholder or group of shareholders holding from 40% (forty percent) to less than 50% (fifty percent) is entitled to nominate up to 04 (four) candidates;

e. A shareholder or group of shareholders holding from 50% (fifty percent) to less than 60% (sixty percent) is entitled to nominate up to 05 (five) candidates;

f. A shareholder or group of shareholders holding from 60% (sixty percent) to less than 70% (seventy percent) is entitled to nominate up to 06 (six) candidates;

g. A shareholder or group of shareholders holding from 70% (seventy percent) to less than 80% (eighty percent) is entitled to nominate up to 07 (seven) candidates;

h. A shareholder or group of shareholders holding from 80% (eighty percent) to less than 90% (ninety percent) is entitled to nominate up to 08 (eight) candidates.

9.2. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient quantity required under the regulations of Article 115.5 of the Enterprises Law, the incumbent Board of Directors introduces additional candidates or holds a nomination under the regulations of the Company Charter,

Internal regulation on corporate governance and Regution on operation of Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors under the law.

9.3. Voting to elect members of the Board of Directors must be implemented by the cumulative voting method, whereby each shareholder has the total number of votes corresponding to the total number of owned shares multiplied by the number of members elected by the Board of Directors and shareholders have the right to put all or part of their total number of votes for one or several candidates. The elected members of the Board of Directors are 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 is sufficient under the regulations of the Company Charter. In case there are 02 (two) or more candidates achieving the same number of votes for the last member of the Board of Directors, re-election will be implemented among the candidates with the same number of votes or selected under the criteria regulated in the Regulation on election or Company Charter.

9.4. The election, dismissal and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders under the polling principle at the meeting of General Meeting of Shareholders or by collecting shareholders' written opinion.

Article 10. Notice of election, dismissal and removal of members of the Board of Directors

10.1. In case the candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 (ten) days before the opening date of the General Meeting of Shareholders on the website of the Company so that shareholders may learn about such candidates before voting, the candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to implementing the tasks honestly, prudently and for the best benefits of the Company if elected as a member of the Board of Directors. Information related to the candidates for the Board of Directors to be disclosed includes:

a. Full name, date of birth;

b. Qualification;

c. Working experience;

d. Other managerial titles (including titles of the Board of Directors of other companies);

e. Benefits related to the Company and related parties of the Company;

f. Other information (if any) under the regulations of the Company Charter;

g. The Company is responsible for information disclosure about companies in which the candidates are holding the position of member of the Board of

Directors, other managerial titles and benefits related to the companies of the candidates for the Board of Directors (if any).

10.2. The notice on the results of the election, dismissal, and removal of members of the Board of Directors shall comply with the regulations on information disclosure.

Chapter III

BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

11.1. The Board of Directors is the management agency of the Company, has full authority on behalf of the Company to decide and implement the rights and obligations of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.

11.2. The rights and obligations of the Board of Directors are regulated by the law, Company Charter and General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

a. Decide the medium-term development strategies, plans and annual business plans of the Company;

b. Propose types of shares and the total number of shares to be offered for each type;

c. Decide to sell unsold shares within the number of authorized shares of each type; decide to raise additional capital in other forms;

d. Decide the selling price of shares and bonds of the Company;

e. Decide to redeem shares under the regulations of Articles 133.1 and 133.2 of the Enterprises Law;

f. Decide on investment plans and investment projects within the competence and limits under the law;

g. Decide on market development, marketing and technology solutions;

h. Approve purchase contracts, sale contracts, borrowing contracts, lending contracts, other contracts and transactions with the value of 35% (thirty five percent) or more of the total asset value as written in the latest Financial Statements of the Company, unless otherwise provided in the Company's Charter regarding a different ratio or value and contracts and transactions under the decision-making authority of the General Meeting of Shareholders under the regulations of Articles 138.2.d, 167.1 and 167.3 of the Enterprises Law;

i. Elect, dismiss and remove Chairman of the Board of Directors; appoint, dismiss, sign contracts and terminate contracts with the General Director and other important managers as regulated by the Company Charter; decide salaries, remunerations, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of

Shareholders in other companies; and decide on the remunerations and other benefits of such persons;

j. Supervise, direct the General Director and other managers in operating the daily business of the Company;

k. Decide the organizational structure, internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices and the capital contribution and share purchase of other enterprises;

l. Approve the agenda and contents of documents serving the General Meeting of Shareholders, convene the meeting of the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to approve the Resolutions;

m. Submit annual audited Financial Statements to the General Meeting of Shareholders;

n. Propose dividend rates to be paid; decide the deadline and procedures for paying dividends or deal with losses incurred in the business process;

o. Propose the re-organization and dissolution of the Company; request bankruptcy of the Company;

p. Decide to promulgate Regulation on operation of Board of Directors, Internal regulation on corporate governance after being approved by the General Meeting of Shareholders; decide to promulgate Regulation on information disclosure of the Company;

q. Other rights and obligations under the regulations of the Enterprises Law, the Securities Law, other regulations of the law and the Company Charter.

11.3. The Board of Directors approves the Resolutions and decisions by voting at the meeting, collects opinions in writing or in other forms as regulated by the Company Charter. Each member of the Board of Directors has 01 (one) Voting paper.

11.4. In case the Resolutions and decisions approved by the Board of Directors against the regulations of the law, the Resolutions of the General Meeting of Shareholders or the Company Charter cause damage to the Company, members who agree to approve such Resolutions and decisions must be jointly responsible for such Resolutions and decisions and must compensate the Company for damage; members who disagree to approve the aforesaid Resolutions and decisions are exempt from liability. In this case, shareholders of the Company have the right to request the Court to suspend the implementaion of or cancel the aforesaid Resolutions and decisions.

Article 12. Tasks and powers of the Board of Directors in approving and signing transaction contracts

12.1. The Board of Directors approves contracts, transactions with value less than 35% (thirty five percent) or transactions resulting in total transaction value arising within 12 (twelve) months from the date of implementing the first transaction with value less than 35% (thirty five percent) of the total value of assets recorded on the latest

Financial Statements or a smaller percentage or value under the regulations of the Company Charter between the Company and one of the following subjects:

a. Members of the Board of Directors, members of the Board of Supervisors, General Director, other managers and affiliated persons of these subjects;

b. Shareholders, authorized representatives of shareholders own more than 10% (ten percent) of the total equity of ordinary shares of the Company and their affiliated persons;

c. Enterprises related to the subjects as regulated in Article 164.2 of the Enterprises Law.

12.2. The representative of the Company who signs the contracts or transactions must notify members of the Board of Directors, members of the Board of Supervisors on the subjects related to those contracts or transactions and enclose the draft contracts or the main contents of the transactions. The Board of Directors decides to approve the contracts or transactions within 15 (fifteen) days from the date of receiving the notice, unless a different period is regulated in the Company Charter; members of the Board of Directors who have benefits related to the contents of the contracts or transactions do not have the right to vote.

Article 13. Responsibilities of the Board of Directors in convening the Extraordinary General Meeting of Shareholders

13.1. The Board of Directors must convene the Extraordinary General Meeting of Shareholders in the following cases:

a. The Board of Directors deems it necessary for the benefits of the Company;

b. The number of remaining members of the Board of Directors and Board of Supervisors is less than the minimum number of members under the laws;

c. At the request of a shareholder or a group of shareholders as regulated in Article 115.2 of the Enterprises Law; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of related shareholders or the written request to be made in many copies and gathered all the signatures of related shareholders;

d. At the request of the Board of Supervisors;

e. Other cases as regulated by the laws and Company Charter.

13.2. Convene the Extraordinary General Meeting of Shareholders

Unless otherwise regulated by the Company Charter, the Board of Directors must convene the General Meeting of Shareholders within 30 (thirty) days from the date of remaining number of members of the Board of Directors, independent members of the Board of Directors or members of the Board of Supervisors is less than the minimum number of members under the Company Charter or received the request regulated in Article 13.1.c and 13.1.d of this Regulation.

13.3. The convenors of the General Meeting of Shareholders must implement the following works:

a. Prepare a list of shareholders with rights to attend the meeting;

b. Provide information and resolve complaints related to the list of shareholders;

c. Prepare agenda and contents for the meeting;

d. Prepare documents for the meeting;

e. Draft Resolution of the General Meeting of Shareholders under the expected content of the meeting; list and details of candidates in case of election of members of the Board of Directors, members of the Board of Supervisors;

f. Determine the time and location of the meeting;

g. Send a invitation letter to each shareholder having the right to attend the meeting under the regulations of the Enterprises Law;

h. Other works serving for the meeting.

Article 14. Subcommittees assisting the Board of Directors

14.1. The Board of Directors may establish a subcommittee to be in charge of development policy, human resources, salary and bonus, internal audit, and risk management. The number of members of the subcommittee decided by the Board of Directors is at least 03 (three) people, including members of the Board of Directors and outside members. Independent members of the Board of Directors or non-executive members of the Board of Directors should make up the majority of the subcommittee and one of these members is appointed to be the Head of the subcommittee under the decision of the Board of Directors. The operations of the subcommittee must comply with the regulations of the Board of Directors. The Resolution of the subcommittee is only effective when the majority of members attend and vote for approval at the meeting of the subcommittee.

14.2. The implementation of the decisions of the Board of Directors, or of the subcommittees under the Board of Directors must comply with the regulations of the current laws and Company Charter, Internal regulation on corporate governance.

Chapter IV

MEETING OF BOARD OF DIRECTORS

Article 15. Meeting of the Board of Directors

15.1. Chairman of the Board of Directors is elected in the first meeting of the Board of Directors within 07 (seven) working days from the end of the election of the Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case more than one member has the highest and equal number of votes or percentage of votes, members shall elect under the majority principles to select 01 (one) of them to convene the meeting of the Board of Directors.

15.2. The Board of Directors must meet at least 01 (one) time every quarter and may hold an extraordinary meeting.

15.3. Chairman of the Board of Directors shall convene the meeting of the Board of Directors in the following cases:

a. At the request of the Board of Supervisors or independent member of the Board of Directors;

b. At the request of General Director or at least 05 (five) other managers;

c. At the request of at least 02 (two) members of the Board of Directors;

d. Other cases as regulated by the Company Charter.

15.4. The request regulated in Article 15.3 of this Regulation must be made in writing, clearly stating the purpose, issues to be discussed and decisions under the authority of the Board of Directors.

15.5. Chairman of the Board of Directors must convene the meeting of the Board of Directors within 07 (seven) working days from the date of receipt of the request regulated in Article 15.3 of this Regulation. In case of not convening the meeting of the Board of Directors at the request, Chairman of the Board of Directors must be responsible for any damage to the Company; the proposer has the right to replace Chairman of the Board of Directors to convene the meeting of the Board of Directors.

15.6. Chairman of the Board of Directors or the person who convenes the meeting of the Board of Directors must send the Invitation letter at least 03 (three) calendar days before the meeting date, unless otherwise provided in the Company's Charter . The Invitation letter must specify the time and location of the meeting, agenda, issues to be discussed and decisions. The Invitation letter must be enclosed to the documents used at the meeting and the Voting papers of the members.

The Invitation letter to meeting of the Board of Directors may be sent by invitation paper, phone, fax, electronic means or other methods regulated by the Company Charter and guaranteed to reach the contact address of each member of the Board of Directors registered at the Company.

15.7. Chairman of the Board of Directors or the convenors shall send the Invitation letter of the meeting and enclosed documents to members of the Board of Supervisors as to members of the Board of Directors.

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; have the right to discuss but not to vote.

15.8. The meeting of the Board of Directors is conducted when there are from 3/4 (three quarters) of the total number of members attending the meeting or more. In case the meeting convened under the regulations of this Article 15.8 does not have enough members to attend the meeting, the second meeting shall be convened within 07 (seven) days from the intended date of the first meeting, except where the Company Charter regulates a shorter time limit. In this case, the meeting is conducted if more than half of members of the Board of Directors attend the meeting.

15.9. Members of the Board of Directors are considered attending and voting 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 under the regulations of Article 15.11 of this Regulation;

c. Attend and vote through online conferences, electronic voting or other electronic forms;

d. Send Voting papers to the meeting by post, fax, email;

e. Send Voting papers by other means under the regulations of the Company Charter.

15.10. In case the Voting papers are sent to the meeting by mail, the Voting papers must be contained in a sealed envelope and must be sent to Chairman of the Board of Directors at least 01 (one) hour before the opening. The Voting papers may only be opened in the presence of all attendees.

15.11. Members must attend all meetings of the Board of Directors. Members may authorize another person to attend the meeting and vote if it is approved by the majority of members of the Board of Directors.

15.12. Unless the Company Charter regulates a higher rate, Resolutions and decisions of the Board of Directors shall be passed if they are approved by the majority of the attending members; in case of equal votes, the final decision belongs to the side with the opinion of Chairman of the Board of Directors.

Article 16. Minutes of meeting of the Board of Directors

16.1. Meetings of the Board of Directors must be made in minutes and may be recorded, recorded and stored in other electronic forms. The Minutes of meeting must be made in Vietnamese and may be additionally made in the foreign language, including the following main details:

a. Name, address of Head office, enterprise code;

b. Time and location of the meeting;

c. Purpose, agenda and contents of the meeting;

d. Full name of each member attending the meeting or the person authorized to attend the meeting and how to attend the meeting; full names of members who did not attend the meeting and the reasons;

e. The issues are discussed and voted at the meeting;

f. Summarize the opinions of each member attending the meeting under the order of the meeting progress;

g. Voting results which clearly state members who agree, disagree and have no comment;

h. The issues were approved and the corresponding rate of approved voting;

i. Full name and signature of Chairman and the minute of the Minutes of meeting, except for the case regulated in Article 16.2 of this Regulation.

16.2. In case Chairperson or the recorder of the Minutes of meeting refuses to sign the Minutes of meeting, but if it is signed by all other members of the Board of Directors attending the meeting and has all the contents under the regulations of Articles 16.1.a, 16.1.b, 16.1.c, 16.1.d, 16.1.e, 16.1.f, 16.1.g and 16.1.h of this Regulations, the Minutes of meeting shall take effect.

16.3. Chairperson, the recorder of the Minutes of meeting and those who sign the Minutes of meeting are responsible for the truthfulness and accuracy of the contents of the Minutes of meeting of the Board of Directors.

16.4. The Minutes of meetings of the Board of Directors and documents used during the meeting must be kept at the Head office of the Company.

16.5. The Minutes of meeting made in Vietnamese and in the foreign language have the same legal effect. In case there is any discrepancy of the contents between the Minutes of meeting in Vietnamese and the foreign language, the Minutes of meeting in Vietnamese shall prevail.

Chapter V

REPORT AND DISCLOSE BENEFITS

Article 17. Submit annual reports

17.1. At the end of a fiscal year, the Board of Directors must submit to the General Meeting of Shareholders the following reports:

a. Report on business performance of the Company;

b. Financial Statements;

c. Report on assessment of the management and administration of the Company;

d. Assessment report of the Board of Supervisors.

17.2. The reports regulated in Articles 17.1.a, 17.1.b and 17.1.c of this Regulation must be sent to the Board of Supervisors for appraisal at least 30 (thirty) days before the opening date of the meeting of the Annual General Meeting of Shareholders unless otherwise regulated by the Company Charter.

17.3. Reports as regulated in Article 17.1 and 17.2 of this Regulation, Assessment report of the Board of Supervisors and Audit report must be kept at Head Office of the Company at least 10 (ten) days before the opening date of the meeting of the Annual General Meeting of Shareholders if the Company Charter does not regulate a longer time limit. Shareholders owning shares of the Company continuously for at least 01 (one) year have the right to to themselves or together with lawyers, accountants and auditors with practicing certificates shall directly review the Reports regulated in this Article 17.

Article 18. Remuneration, bonus and other benefits of members of the Board of Directors

18.1. The Company has the right to pay remuneration and bonus to members of the Board of Directors under business performance.

18.2. Members of the Board of Directors are entitled to remuneration for work and bonus. Remuneration for work is calculated under the number of working days necessary to complete the tasks of members of the Board of Directors and the daily remuneration. The Board of Directors estimates the remuneration for each member on the principle of consensus. The total remuneration and bonus of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.

18.3. The remuneration of each member of the Board of Directors is included in the business expenses of the Company under the laws on corporate income tax, which is presented in a separate section in the annual Financial Statements of the Company and must report to the General Meeting of Shareholders at the annual meeting.

18.4. Members of the Board of Directors holding executive positions or members of the Board of Directors working at subcommittees of the Board of Directors or implementing other works outside the normal scope of tasks of members of the Board of Directors, may be paid additional remuneration in the form of a lump-sum remuneration, salary, commission, percentage of profit or in other forms as decided by the Board of Directors.

18.5. Members of the Board of Directors have the right to be reimbursed for all travel, meals, accommodation and other reasonable expenses they have paid when implementing their own responsibilities as members of the Board of Directors, including costs incurred in attending meetings of the General Meeting of Shareholders, Board of Directors or subcommittees of the Board of Directors.

18.6. Members of the Board of Directors may be purchased liability insurance by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to the violation of the law and Company Charter.

Article 19. Disclosure of related benefits

In case of not having any other stricter regulations in the Company Charter, the disclosure of benefits and affiliated persons of the Company shall comply with the following regulations:

19.1. Members of the Board of Directors of the Company must declare to the Company their related benefits, including:

a. Name, business code, address of Head Office, business lines of the enterprises which they own the contributed capital or shares; the ratio and time to own such contributed capital or shares;

b. Name, business code, address of Head Office, business lines of the enterprises which their related persons jointly own or own separately the contributed capital or shares over 10% (ten percent) of the charter capital.

19.2. The declaration under the regulations of Article 19.1 of this Regulation must be implemented within 07 (seven) working days from the date of arising of the related

benefits; any amendment or supplement must be notified to the Company within 07 (seven) working days from the date of the corresponding amendment or supplement.

19.3. Members of the Board of Directors on behalf of an individual or on behalf of another person to implement works in any form within the scope of business work must explain the nature and contents of such work to the Board of Directors and only implemented when it is approved by the majority of the remaining members of the Board of Directors; if implemented without the declaration or without the approval of the Board of Directors, all income earned from such activities belongs to the Company.

Chapter VI

RELATIONSHIP OF BOARD OF DIRECTORS

Article 20. Relationship between members of the Board of Directors

20.1. Relationship between members of the Board of Directors is a coordinative relationship, members of the Board of Directors are responsible for informing each other about relevant issues in the process of handling assigned work.

20.2. In the process of handling the work, members of the Board of Directors who are assigned the main responsibility must actively coordinate to handle, if there is an issue related to the field by other members of the Board of Directors. In case there are differing opinions among members of the Board of Directors, the member responsible for the main responsibility shall report to Chairman of the Board of Directors for consideration and decision under Chairman's competence or hold the meeting or collect opinions from the members of the Board of Directors. members of the Board of Directors under the laws, Company Charter and this Regulation.

20.3. In case of reassignment among members of the Board of Directors, members of the Board of Directors must hand over their work, records and related documents. This handover must be made in writing and reported to Chairman of the Board of Directors on such handover.

Article 21. Relationship with the Board of Management

For the role of governance, the Board of Directors promulgates the Resolutions for General Director and the executive apparatus to implement. At the same time, the Board of Directors checks and supervises the implementation of the Resolutions.

Article 22. Relationship with the Board of Supervisors

22.1. The relationship between the Board of Directors and Board of Supervisors is a coordinative relationship. The working relationship between the Board of Directors and Board of Supervisors follows the principles of equality and independence, at the same time, closely coordinating and supporting each other in the process of implementing the tasks.

22.2. When receiving the Inspection Minutes or the Synthesis Report of the Board of Supervisors, the Board of Directors is responsible for researching and directing the relevant departments to develop plans and implement timely corrections.

Chapter VII

IMPLEMENTATION CLAUSES

Article 23. Implementation effect

1. Regulation on operation of Board of Directors of Viet Brand Invest Joint Stock Company includes 07 (seven) chapters, 23 (twenty three) articles and takes effect from the approved date.
2. In the event of any inconsistency between these Regulations and the Charter regarding the same matter, the provisions of the Charter shall prevail. In the event of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail.

ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN OF BOARD OF DIRECTORS

LAN, WAN-CHEN

CÔNG TY CỔ PHẦN ĐẦU TƯ NHÃN HIỆU VIỆT	**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM**
VIET BRAND INVEST JOINT STOCK COMPANY	**Độc lập – Tự do – Hạnh phúc**
	SOCIALIST REPUBLIC OF VIETNAM
	Independence – Freedom - Happiness
Số/ No.: 1311-003/TTr-HĐQT.2026	*TP. Hồ Chí Minh, ngày 13 tháng 11 năm 2026*
	Ho Chi Minh City, dated 13 November 2026

TỜ TRÌNH ĐẠI HỘI ĐỒNG CỔ ĐÔNG BẤT THƯỜNG NĂM 2026

SUBMISSION TO EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 2026

V/v: Miễn nhiệm và bầu bổ sung thành viên Hội đồng quản trị

Re: Removal and election of additional members of the Board of Directors

Căn cứ/ *Pursuant to*:

– *Luật chứng khoán số 54/2019/QH14 ngày 26/11/2019;*

Law on Securities No. 54/2019/QH14 dated 26 November 2019;

– *Luật doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;*

Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;

– *Điều lệ Công Ty Cổ Phần Đầu Tư Nhãn Hiệu Việt ("**Nhãn Hiệu Việt**" hoặc "**Công Ty**").*

*Charter of Viet Brand Invest Joint Stock Company ("**Viet Brand**" or "**Company**").*

– *Đơn từ nhiệm chức danh thành viên Hội đồng quản trị của Bà Nguyễn Thị Trang ngày 26/8/2026.*

Resignation letter for BOD member position dated 26 August 2026 of Ms. Nguyen Thi Trang.

Hội Đồng Quản Trị Công Ty kính trình Đại Hội Đồng Cổ Đông xem xét các nội dung liên quan đến việc miễn nhiệm và bầu bổ sung thành viên Hội đồng quản trị Công Ty nhiệm kỳ 2024-2027, như sau:

Board of Directors of the Company would like to propose to General Meeting of Shareholders to consider the contents related to the removal and election of additional members of the Board of Directors the Company for the term 2024-2027, as follows, as follows:

1. Miễn nhiệm thành viên Hội đồng quản trị Công Ty

Removal of member of Board of Directors

Trên cơ sở đơn từ nhiệm chức danh thành viên Hội đồng quản trị của Bà Nguyễn Thị Trang, Hội Đồng Quản Trị Công Ty kính trình Đại Hội Đồng Cổ Đông xem xét các nội dung liên quan đến việc miễn nhiệm tư cách thành viên Hội đồng quản trị nhiệm kỳ 2024-2027 đối với: Bà **Nguyễn Thị Trang**.

On the basis of the resignation letter for BOD member position of Ms. Nguyen Thi Trang, the Board of Directors of the Company would like to submit to the General Meeting of Shareholders considers the contents related to the removal of a member of the Board of Directors for the term 2024-2027 for: ***Ms. Nguyen Thi Trang***.

2. Bầu bổ sung thành viên Hội đồng quản trị Công Ty

To elect additional member of BOD

- Số lượng bầu bổ sung thành viên Hội đồng quản trị là: 01 người

  Number of additionally elected members of the Board of Directors is: 01 person

- Nhiệm kỳ: 2024-2027.

  Term: 2024-2027.

- Danh sách ứng cử viên để bầu bổ sung thành viên Hội đồng quản trị được Hội đồng quản trị tập hợp từ các ứng viên đủ tiêu chuẩn, điều kiện Thành viên Hội đồng quản trị theo quy định của Điều lệ Công ty về đề cử thành viên Hội đồng quản trị. Danh sách này sẽ được công bố tại cuộc họp Đại hội đồng cổ đông thường niên trước thời điểm bầu cử.

  The list of candidates for election of the additional member of the Board of Directors is gathered by the Board of Directors from candidates satisfying cretieria, conditions per the provisions of the Company's Charter on nomination of a member of the Board of Directors. This list will be announced at the meeting of the Annual General Meeting of Shareholders before the election time.

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

The Board of Directors would like to submit the Extraordinary General Meeting of Shareholders in 2026 for consideration and approval.

Trân trọng.
Best regards.

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

CÔNG TY CỔ PHẦN ĐẦU TƯ NHÃN HIỆU VIỆT

LAN, WAN-CHEN

CÔNG TY CỔ PHẦN ĐẦU TƯ NHÃN HIỆU VIỆT ***VIET BRAND INVEST JOINT STOCK COMPANY*** *Số/ No.: 1311-001/TTr-BKS.2026*	**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM** **Độc lập – Tự do – Hạnh phúc** ***SOCIALIST REPUBLIC OF VIETNAM*** ***Independence – Freedom – Happiness***

TP. Hồ Chí Minh, ngày 13 tháng 11năm 2026
Ho Chi Minh City, dated 13 November 2026

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

V/v: Thông qua Quy chế hoạt động của Ban Kiểm soát Công ty

Re: To approve the Regulation on operation of Board of Supervisors

Căn cứ/ *Pursuant to*:

- *Luật chứng khoán số 54/2019/QH14 ngày 26/11/2019;*

  Law on Securities No. 54/2019/QH14 dated 26 November 2019;

- *Luật doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;*

  Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;

- *Nghị định số 155/2020/NĐ-CP ngày 31/12/2020;*

  Decree No. 155/2020/ND-CP dated 31 December 2020;

- *Điều lệ Công Ty Cổ phần Đầu tư Nhãn hiệu Việt ("**Nhãn Hiệu Việt**" hoặc "**Công Ty**").*

  *Charter of Viet Brand Invest Joint Stock Company ("**Viet Brand**" or "**Company**").*

Ban Kiểm Soát Công Ty kính trình Đại Hội Đồng Cổ Đông thông qua các vấn đề sau:

Board of Supervisors of the Company would like to propose to General Meeting of Shareholders to approve the following issues:

1. Thông qua việc sửa đổi Quy chế hoạt động của Ban Kiểm Soát.

   To approve the amendment to the Regulation on operation of Board of Supervisors.

Ban Kiểm Soát Công Ty kính trình Đại Hội Đồng Cổ Đông thông qua việc sửa đổi Quy chế hoạt động của Ban Kiểm Soát. Tóm tắt các đề xuất sửa đổi Quy chế hoạt động của Ban Kiểm Soát và dự thảo Quy chế hoạt động của Ban Kiểm Soát sửa đổi được đính kèm theo tờ trình này.

The Board of Supervisors of the Company would like to submit to the General Meeting of Shareholders to approve the amendment to the Regulation on operation of Board of Supervisors. Summary of proposals for amendments to the Regulation on operation of Board of Supervisors, and draft amended Regulation on operation of Board of Supervisors are attached hereto.

2. Ủy quyền cho Ban Kiểm Soát và Tổng Giám đốc thực hiện các thủ tục liên quan theo quy định của pháp luật.

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

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

The Board of Supervisors would like to submit the Extraordinary General Meeting of Shareholders of 2026 for consideration and approval.

Trân trọng.

Best regards.

Đính kèm/ Enclosure:

- Tóm tắt các đề xuất sửa đổi Quy chế hoạt động của Ban Kiểm Soát/ *Summary of proposals for amendments to the Regulation on operation of Board of Supervisors;*
- Dự thảo Quy chế hoạt động của Ban Kiểm Soát sửa đổi/ *Draft amended Regulation on operation of Board of Supervisors.*

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



NGUYỄN THỊ THU TRANG

SUMMARY OF PROPOSALS FOR AMENDMENTS – REGULATION ON OPERATION OF THE BOARD OF SUPERVISORS OF VIET BRAND INVEST JOINT STOCK COMPANY

Note: Text in ~~strikethrough~~ indicates deleted content; text that is underlined indicates added content. Changes are listed in the order in which they appear in the document; Article/clause numbers follow the version with all changes accepted.

No.	Article/Clause	Changes	Reason/Legal basis
1	Article 4.1 ***Article 4. Term and number of members of the Board of Supervisors***	The Board of Supervisors has from 03 (three) members to 05 (five) member, term of members of the Board of Supervisors is not more than ~~03 (three)~~05 (five) years and may be re-elected for an unlimited number of terms.	In accordance with Article 168.1 of the Law on Enterprises, and consistent with Article 39 of the Charter and Article 31.1 of the Internal Regulation on Corporate Governance.
2	Article 8.1 ***Article 8. Methods of election, dismissal and removal of members of the Board of Supervisors***	The election, dismissal, and removal of members of the Board of Supervisors under the authority of the General Meeting of Shareholders by the General Meeting of Shareholders or by collecting shareholders'written opinion.	Article 22.1(d) of the Charter and Articles 148 and 149 of the Law on Enterprises: the General Meeting of Shareholders passes resolutions on the election, dismissal and removal of members of the Board of Supervisors by voting at a meeting or by collecting written opinions.
3	Article 11.21 ***Article 11. Rights, obligations and responsibilities of the Board of Supervisors***	Send a written notice to the BOD within 48 hours after discovery of violations against the law or the Company Charter by a member of the BOD, General Director or another executive of the Company, and request the violator to stop committing the violations and take remedial measures	Added for consistency with Article 34.8(a) of the Internal Regulation on Corporate Governance.
4	Article 17 ***Article 17. Salary and other benefits***	Unless otherwise provided in the company's Charter, the salary, remuneration, bonuses, and other benefits of members of the Supervisory Board shall be determined in accordance with the following provisions:	Article 172 of the Law on Enterprises: Unless otherwise provided in the company's charter, the salary, remuneration, bonuses and other benefits of Supervisors shall be implemented in accordance with this Article.
5	Article 22 ***Article 22. Implementation effect***	Regulation on operation of Board of Supervisors of Viet Brand Invest Joint Stock Company includes 07 (seven) chapters, 22 (twenty two) articles and takes effect from the approved date. In the event of any inconsistency between these Regulations and the Charter regarding the same matter, the provisions of the Charter shall prevail.	Added the principle that the Charter prevails in case of inconsistency, ensuring that the Charter has the highest effect among the Company's internal regulations.

VIET BRAND INVEST JOINT STOCK COMPANY	**SOCIALIST REPUBLIC OF VIETNAM**
--------	**Independence - Freedom - Happiness**

No.: 001/QC-BKS.2026	*Ho Chi Minh City,……..2026*

REGULATION ON OPERATION OF BOARD OF SUPERVISORS

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

Board of Supervisors promulgates Regulation on operation of Board of Supervisors of Viet Brand Invest Joint Stock Company.

Regulation on operation of Board of Supervisors of Viet Brand Invest Joint Stock Company includes the following contents:

Chapter I

GENERAL REGULATIONS

Article 1. Scope of regulation and applicable subjects

1.1. Scope of regulation:

Regulation on operation of Board of Supervisors of Viet Brand Invest Joint Stock Company regulates the organizational structure of personnel, standards, conditions, rights and obligations of the Board of Supervisors and members of the Board of Supervisors under the regulations of the Enterprises Law, Company Charter and other related regulations.

1.2. Applicable subjects:

Regulation on operation of Board of Supervisors is applicable to the Board of Supervisors and all members of the Board of Supervisors.

Article 2. Operational principles of Board of Supervisors

The Board of Supervisors works under the collective principle. Members of the Board of Supervisors are personally responsible for their work and are jointly responsible to the General Meeting of Shareholders, the law for the affairs and decisions of the Board of Supervisors.

Chapter II

MEMBERS OF BOARD OF SUPERVISORS

Article 3. Rights, obligations and responsibilities of members of Board of Supervisors

3.1. Comply with the law, Company Charter, Resolutions of the General Meeting of Shareholders and professional ethics in implementing the assigned rights and obligations.

3.2. Implement the assigned rights and obligations in an honest, careful and best way to ensure the maximum legal benefits of the Company.

3.3. Loyal to the benefits of the Company and its shareholders; not abuse positions, rights and use information, know-how, business opportunities, other assets of the Company for self-benefit or for the benefit of other organizations or individuals.

3.4. Other obligations under the regulations of the Enterprises Law and Company Charter.

3.5. In case of any violation regulated in Clauses 3.1, 3.2, 3.3 and 3.4 of this Article causing damage to the Company or another person, a member of the Board of Supervisors shall be personally or jointly responsible for compensating such damage. Income and other benefits that members of the Board of Supervisors get from the violation must be returned to the Company.

3.6. In case of detecting a member of the Board of Supervisors committing a violation in the exercise of his/her assigned rights and obligations, he/she must notify in writing the Board of Supervisors, request the violator to stop the violation and take remedial measures.

Article 4. Term and number of members of the Board of Supervisors

4.1. The Board of Supervisors has from 03 (three) members to 05 (five) member, term of members of the Board of Supervisors is not more than 05 (five) years and may be re-elected for an unlimited number of terms.

4.2. Members of the Board of Supervisors are not necessarily shareholders of the Company.

4.3. The Board of Supervisors must have more than half of its members permanently residing in Vietnam.

4.4. In case members of the Board of Supervisors at the same time expire but members of the Board of Supervisors for a new term have not been elected, members of the Board of Supervisors, who have expired, shall continue exercising their rights and obligations until members of the Board of Supervisors are elected for the new term and received the tasks.

Article 5. Standards and conditions for members of the Board of Supervisors

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

a. Not subject to the regulations of Clause 2, Article 17 of the Enterprises Law;

b. Be trained in one of the majors in economics, finance, accounting, auditing, law, business administration or in the majors in line with the business operations of the Company;

c. Not be a person having a family relationship of a member of the Board of Directors, General Director and other managers;

d. Not be a manager of the Company, not necessarily a shareholder or employee of the Company, unless ortherwise regulated by the Company Charter;

e. Do not work in the accounting and finance department of the Company;

f. Not be a member or employee of the audit organization approved to implement the audit of the financial statements of the Company in 03 (three) years previously;

g. Other standards and conditions under other regulations of law involved and the Company Charter.

Article 6. Head of the Board of Supervisors

6.1. Head of the Board of Supervisors must have a university or higher degree in one of the majors in economics, finance, accounting, auditing, law, business administration or in the majors in line with the business operations of the Company, unless the Company regulates other higher standards.

6.2. Head of the Board of Supervisors is elected by the Board of Supervisors from among members of the Board of Supervisors; the election, dismissal, and removal under majority principle.

6.3. Rights and obligations of Head of the Board of Supervisors are regulated in the Company Charter.

Article 7. Nomination and candidacy for members of the Board of Supervisors

7.1. A shareholder or group of shareholders holding from 05% (five percent) or more of the shares has the right to group meetings to nominate candidates to the Board of Supervisors.

a. A shareholder or group of shareholders holding from 05% (five percent) to less than 10% (ten percent) of the voting shares is entitled to nominate 01 (one) candidate;

b. A shareholder or group of shareholders holding from 10% (ten percent) to less than 30% (thirty percent) is entitled to nominate up to 02 (two) candidates;

c. A shareholder or group of shareholders holding from 30% (thirty percent) to less than 40% (forty percent) is entitled to nominate up to 03 (three) candidates;

d. A shareholder or group of shareholders holding from 40% (forty percent) to less than 50% (fifty percent) is entitled to nominate up to 04 (four) candidates;

e. A shareholder or group of shareholders holding from 50% (fifty percent) to less than 60% (sixty percent) is entitled to nominate up to 05 (five) candidates.

7.2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is still insufficient quantity required under the regulations of Clause 5, Article 115 of the Enterprises Law, the incumbent Board of Supervisors introduces additional candidates or holds a nomination under the regulations of the Company Charter, Internal regulation on corporate governance and Regution on operation of Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors under the law.

Article 8. Methods of election, dismissal and removal of members of the Board of Supervisors

8.1. The election, dismissal, and removal of members of the Board of Supervisors under the authority of the General Meeting of Shareholders by the General Meeting of Shareholders or by collecting shareholders'written opinion.

8.2. Unless ortherwise regulated by the Company Charter, voting to elect members of the Board of Supervisors must be implemented by the cumulative voting method, whereby each shareholder has the total number of votes corresponding to the total number of owned shares multiplied by the number of members elected by the Board of Supervisors and shareholders have the right to put all or part of their total number of votes for one or several candidates. The elected members of the Board of Supervisors are 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 is sufficient under the regulations of the Company Charter. In case there are 02 (two) or more candidates achieving the same number of votes for the last member of the Board of Supervisors, re-election will be implemented among the candidates with the same number of votes or selected under the criteria regulated in the Regulation on election or Company Charter.

Article 9. Cases of dismissal or removal of members of the Board of Supervisors

9.1. The General Meeting of Shareholders shall dismiss members of the Board of Supervisors in the following cases:

a. No longer sufficient the standards and conditions as a member of the Board of Supervisors under the regulations of Article 169 of the Enterprises Law;

b. Have resignation letter and be approved;

c. Other cases regulated by the Company Charter.

9.2. The General Meeting of Shareholders shall remove members of the Board of Supervisors in the following cases:

a. Not to complete the assigned tasks and works;

b. Not to implement their rights and obligations for 06 (six) consecutive months, except for force majeure events;

c. Violated many times, seriously violated the obligations of members of the Board of Supervisors under the regulations of the Enterprises Law and Company Charter;

d. Other cases under the Resolutions of the General Meeting of Shareholders.

Article 10. Notice of election, dismissal and removal of members of the Board of Supervisors

10.1. In case the candidates for the Board of Supervisors have been identified, the Company must disclose information related to the candidates at least 10 (ten) days before the opening date of the General Meeting of Shareholders on the website of the Company so that shareholders may learn about these candidates before voting, the candidates for the Board of Supervisors must have a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to implementing the tasks honestly, carefully and for the best benefits of the Company if elected as a member of the Board of Supervisors. Information related to the candidates for the Board of Supervisors to be disclosed includes:

a. Full name, date of birth;

b. Qualification;

c. Working experience;

d. Other managerial titles;

e. Benefits related to the Company and related parties of the Company;

f. Other information (if any) under the regulations of the Company Charter;

g. The Company is responsible for information disclosure about companies in which the candidates are holding managerial titles and benefits related to the companies of the candidates for the Board of Supervisors (if any).

10.2. The notice on the results of the election, dismissal, and removal of members of the Board of Supervisors shall comply with the regulations on information disclosure.

Chapter III

BOARD OF SUPERVISORS

Article 11. Rights, obligations and responsibilities of the Board of Supervisors

11.1. The Board of Supervisors implements the supervision of the Board of Directors and General Director in the management and administration of the Company.

11.2. Check the reasonableness, legality, honesty and degree of carefulness in the management and administration of business operations; check the systematic, consistent and appropriate work of accounting, statistics, and preparing Financial Statements.

11.3. Appraise the completeness, legality and honesty of the Report on business performance, annual and 06 (six) month Financial Statements of the Company, Report on management assessment of the Board of Directors and submit the

Appraisal Report at the Annual General Meeting of Shareholders. Review contracts and transactions with related persons under the approval authority of the Board of Directors or General Meeting of Shareholders and make recommendations on contracts and transactions that require approval of the Board of Directors or General Meeting of Shareholders.

11.4. Review, check and assess the effectiveness and efficiency of the internal control system, internal audit, risk management and early warning of the Company.

11.5. Review accounting books, accounting records and other documents of the Company, the management and administration of the Company when deeming it necessary or under the Resolutions of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders under the regulations of Clause 2, Article 115 of the Enterprises Law.

11.6. At the request of a shareholder or group of shareholders under the regulations of Clause 2, Article 115 of the Enterprises Law, the Board of Supervisors shall implement the check within 07 (seven) working days from the date of receipt of the request. Within 15 days from the end of the check, the Board of Supervisors must report on the issues required to be checked to the Board of Directors and the shareholder or group of shareholders who request it. The check of the Board of Supervisors under the regulations of this Clause must not interfere with the normal operations of the Board of Directors, not interrupt the administration of the business operations of the Company.

11.7. Propose the Board of Directors or General Meeting of Shareholders measures to amend, supplement and improve the organizational structure on the management, supervision and administration of the business operations of the Company.

11.8. When detecting a member of the Board of Directors, General Director and other business executives violate the regulations of Article 165 of the Enterprises Law or violate the laws or violate the Company Charter, the Board of Supervisors must notify the Board of Directors in writing within 48 (forty eight) hours, request the violator to stop the violation and take remedial measures.

11.9. Attend and participate in discussions at the General Meeting of Shareholders, Board of Directors and other meetings of the Company.

11.10. Use the independent consultancy and the department of internal audit of the Company to implement the assigned tasks.

11.11. The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.

11.12. Check each specific issue related to the management and administration of the Company at the request of shareholders.

11.13. Request the Board of Directors to convene an extraordinary meeting of the General Meeting of Shareholders.

11.14. Substitute the Board of Directors to convene the General Meeting of Shareholders within 30 (thirty) days in case the Board of Directors fails to convene the General

Meeting of Shareholders under the regulations of Clause 3 Article 140 of the Enterprises Law.

11.15. Request Chairman of the Board of Directors to convene a meeting of the Board of Directors.

11.16. Consider, extract, copy part or all of the declared contents the List of related persons and related benefits declared under the regulations of Clauses 1 and 2, Article 164 of the Enterprises Law.

11.17. Propose and recommend the General Meeting of Shareholders to approve the list of audit organizations approved to audit the Financial Statements of the Company; an audit organization approved to implement the check on operations of the Company when deeming it necessary.

11.18. Take responsibility to shareholders for their supervisory operations.

11.19. Supervise the financial situation of the Company, compliance with the law of members of the Board of Directors, General Director, other managers in operations.

11.20. Ensure the coordination of activities with the Board of Directors, General Director and shareholders.

11.21. Send a written notice to the BOD within 48 hours after discovery of violations against the law or the Company Charter by a member of the BOD, General Director or another executive of the Company, and request the violator to stop committing the violations and take remedial measures

11.22. Develop Regulation on operation of Board of Supervisors and submit to the General Meeting of Shareholders for approval.

11.23. Witness the Board of Directors to hold the scrutiny and make minutes of scrutiny if requested by the Board of Directors in case of written discussion of shareholders to approve Resolutions of the General Meeting of Shareholders.

11.24. Head of the Board of Supervisors shall administer the General Meeting of Shareholders to elect the chairperson of the meeting in case the Chairman is absent or temporarily incapable of working but the remaining members of the Board of Directors cannot elect the chairperson. In this case, the person with the highest number of votes presides over the meeting.

11.25. Implement other rights and obligations under the regulations of the Enterprises Law, Company Charter and Resolutions of the General Meeting of Shareholders.

Article 12. Rights to be provided with information of the Board of Supervisors

12.1. Documents and information must be sent to members of the Board of Supervisors at the same time and in the same method as to members of the Board of Directors, including:

a. Meeting invitation, request of opinion form of the Board of Supervisors and attached documents;

b. Resolutions, decisions and meeting minutes of the General Meeting of Shareholders and Board of Supervisors;

c. Report of the General Director submits to the Board of Supervisors or other documents issued by the Company.

12.2. Members of the Board of Supervisors have the right to access the dossiers and documents of the Company kept at Head Office, branches and other locations; have the right to visit the working locations of managers and employees of the Company during working hours.

12.3. The Board of Directors, members of the Board of Directors, General Director, other managers must provide fully, accurately and promptly information and documents on the management, administration and business operations of Company at the request of a member of the Board of Supervisors or the Board of Supervisors.

Article 13. Responsibilities of the Board of Supervisors in convening an extraordinary meeting of the General Meeting of Shareholders

13.1. The Board of Supervisors is responsible for substituting the Board of Directors to convene the General Meeting of Shareholders within 30 (thirty) days in case the Board of Directors fails to convene the General Meeting of Shareholders in the following cases:

a. The number of the remaining members of the Board of Directors and Board of Supervisors is less than the number of members under the law;

b. At the request of a shareholder or a group of shareholders under the regulations of Clause 2, Article 115 of the Enterprises Law;

c. When there is a request to convene an extraordinary meeting of the General Meeting of Shareholders of the Board of Supervisors but the Board of Directors does not implement, unless otherwise regulated by the Company Charter.

13.2. In case the Board of Supervisors fails to convene the General Meeting of Shareholders under the regulations, the Board of Supervisors must compensate any damage arising to the Company.

13.3. The cost of convening and implementing the General Meeting of Shareholders under the regulations of Clause 1 of this Article will be reimbursed by the Company.

Chapter IV

MEETING OF BOARD OF SUPERVISORS

Article 14. Meeting of the Board of Supervisors

14.1. The Board of Supervisors must meet at least 02 (two) times in 01 (one) year, the number of members attending the meeting is at least 2/3 (two-thirds) of members of the Board of Supervisors.

14.2. The Board of Supervisors has the right to request members of the Board of Directors, General Director and representatives of the approved audit organization to attend and answer issues that need to be clarified.

Article 15. Minutes of meeting of the Board of Supervisors

Minutes of meeting of the Board of Supervisors are made in detail and clearly. The minutes maker and all members of the Board of Supervisors attending the meeting must sign the minutes of meeting. Minutes of meeting of the Board of Supervisors must be kept to determine the responsibilities of each member of the Board of Supervisors.

Chapter V

REPORT AND DISCLOSE BENEFITS

Article 16. Submit annual reports

Reports of the Board of Supervisors at the Annual General Meeting of Shareholders include the following contents:

16.1. Report on the business results of the Company, on the performance of the Board of Directors, General Director to submit to the General Meeting of Shareholders for approval at the Annual General Meeting of Shareholders.

16.2. Self-assessment report on the performance of the Board of Supervisors and members of the Board of Supervisors.

16.3. Remuneration, operating expenses and other benefits of the Board of Supervisors and each member of the Board of Supervisors.

16.4. Summarize the meetings of Board of Supervisors and conclusions and recommendations of the Board of Supervisors; results of supervising the operational and financial situation of the Company.

16.5. Report on assessment of transactions between the Company, its subsidiaries and other companies controlled by the Company over 50% (fifty percent) or more of the charter capital with members of the Board of Directors, General Director and related persons of those members; transactions between the Company and a company in which a member of the Board of Directors is a founding member or a manager of the enterprise during the last 03 (three) years prior to the transaction time.

16.6. Results on supervision for the Board of Directors, General Director and other business executives.

16.7. Results on assessment of the coordination between the Board of Supervisors and the Board of Directors, General Director and shareholders.

16.8. Propose and recommend the General Meeting of Shareholders to approve the list of audit organizations approved to audit the Financial Statements of the Company; an audit organization approved to implement the check on operations of the Company when deeming it necessary.

Article 17. Salary and other benefits

Unless otherwise provided in the company's Charter, the salary, remuneration, bonuses, and other benefits of members of the Supervisory Board shall be determined in accordance with the following provisions:

17.1. Members of the Board of Supervisors are paid salaries, remuneration, bonuses and other benefits under the decisions of the General Meeting of Shareholders. The General Meeting of Shareholders decides the total salaries, remuneration, bonuses, other benefits and annual operating budget of the Board of Supervisors.

17.2. Members of the Board of Supervisors are paid expenses for meals, accommodation, travel, and independent consulting services, reasonably. These total remuneration and expenses must not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

17.3. Salaries and operating costs of the Board of Supervisors are included in the business costs of the Company under the regulations of the law on corporate income tax, other related regulations of the law and must be set up as a separate section in the Annual Financial Statements of the Company.

Article 18. Disclosure of related benefits

18.1. Members of the Board of Supervisors of the Company must declare to the Company their related benefits, including:

a. Name, business code, address of Head Office, business lines of the enterprises which they own or own the contributed capital or shares; the ratio and time to own or own such contributed capital or shares;

b. Name, business code, address of Head Office, business lines of the enterprises which their related persons own, jointly own or own separately the contributed capital or shares over 10% (ten percent) of the charter capital.

18.2. The declaration under the regulations of Clause 1 of this Article must be implemented within 07 (seven) working days from the date of arising of the related benefits; any amendment or supplement must be notified to the Company within 07 (seven) working days from the date of the corresponding amendment or supplement.

18.3. Members of the Board of Supervisors and related persons of members of the Board of Supervisors are only allowed to use information obtained through their positions to serve the benefits of the Company.

18.4. Members of the Board of Supervisors are obliged to notify in writing to the Board of Directors, Board of Supervisors of the transactions between the Company, its subsidiary and other companies controlled by the Company over 50% (fifty percent) or more of the charter capital with members of the Board of Supervisors or related persons of members of the Board of Supervisors under the law. For the above transactions approved by the General Meeting of Shareholders or Board of Directors, the Company must disclose information on these Resolutions under the regulations the securities law on information disclosure.

18.5. Members of the Board of Supervisors and related persons of these members are not allowed to use or disclose to others the internal information to implement related transactions.

Chapter VI

RELATIONSHIP OF BOARD OF SUPERVISORS

Article 19. Relationship between members of the Board of Supervisors

Members of the Board of Supervisors have an independent relationship, not interdependent, but have coordination and cooperation in general work to ensure the good implementation of the responsibilities, rights and tasks of the Board of Supervisors under the law and Company Charter. Head of the Board of Supervisors is the coordinator of the general work of the Board of Supervisors, but does not have the rights to dominate members of the Board of Supervisors.

Article 20. Relationship with the Board of Management

The Board of Supervisors has an independent relationship with the Board of Management of the Company, is the unit implementing the functions of supervising the operations of the Board of Management.

Article 21. Relationship with the Board of Directors

The Board of Supervisors has an independent relationship with the Board of Directors of the Company, is the unit implementing the functions of supervising the operations of the Board of Directors.

Chapter VII

IMPLEMENTATION CLAUSES

Article 22. Implementation effect

Regulation on operation of Board of Supervisors of Viet Brand Invest Joint Stock Company includes 07 (seven) chapters, 22 (twenty two) articles and takes effect from the approved date. In the event of any inconsistency between these Regulations and the Charter regarding the same matter, the provisions of the Charter shall prevail.

ON BEHALF OF BOARD OF SUPERVISORS
HEAD OF BOARD OF SUPERVISORS

NGUYEN THI THU TRANG

VIET BRAND INVEST JOINT STOCK COMPANY	**SOCIALIST REPUBLIC OF VIETNAM**
---o0o---	**Independence - Freedom - Happiness**
No.: 0412/NQ-ĐHĐCĐ.2026	**---o0o---**
	Ho Chi Minh City, dated 04 December 2026

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

- *Pursuant to Law on Securities No. 54/2019/QH14 on 26 November, 2019;*
- *Pursuant to Law on Enterprise No. 59/2020/QH14 on 17 June 2020;*
- *Pursuant to Charter of Viet Brand Invest Joint Stock Company ("**Company**");*
- *Pursuant to Minutes of the Extraordinary General Meeting of Shareholders of 2026 of the Company No. 0412/BBH-ĐHĐCĐ.2026 dated 04 December 2026.*

RESOLVE:

Article 1. To approve the amendments to the Charter and Internal Regulation on Corporate Governance of the Company *(In accordance with the contents of attached Submission and document).*

Article 2. To approve the amendments to the Regulation on operation of Board of Directors *(In accordance with the contents of attached Submission and document).*

Article 3. To approve the amendments to the Regulation on operation of Board of Supervisors *(In accordance with the contents of attached Submission and document).*

Article 4. To approve the removal and election of additional members of the Board of Directors of Viet Brand Invest Joint Stock Company *(In accordance with the contents of attached Submission and document).* The results of the election of an additional member of the Board of Directors for the 2024–2027 term from 04 December 2026, are as follows:

Mr./Ms.: […] Gender: […]

Date of birth: […] Nationality: […]

Citizen Identity Card/Passport No.: […]

Permanent residence: […]

Article 5. General Meeting of Shareholders unanimously assigns Board of Directors of the Company to organize the performance and conduction the contents of this Resolution. This Resolution shall be in effect from the date of signing.

ON BEHALF OF
GENERAL MEETING OF SHAREHOLDERS
CHAIRPERSON OF THE MEETING