

**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**  
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# **REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS**

**COTANA GROUP JOINT STOCK COMPANY**



## TABLE OF CONTENTS

CHAPTER I.GENERAL REGULATIONS.....	2
Article 1. Scope of regulation and subjects of application.....	2
Article 2. Legal liability of the Board of Directors.....	3
Article 3. Operating principles of the Board of Directors.....	3
CHAPTER 2. MEMBER OF THE BOARD OF DIRECTORS.....	3
Article 4. Rights and responsibilities of Board of Directors members.....	3
Article 5. Term of office and number of members of the Board of Directors.....	4
Article 6. Right to be Provided with Information of Members of the Board of Directors.....	4
Article 7. Standards and conditions for membership of the Board of Directors.....	4
Article 8. Chairman of the Board of Directors.....	6
Article 9. Dismissal, removal, and appointment of new members to the Board of Directors....	7
Article 10. Procedures for electing, dismissing, and removing members of the Board of Directors.....	8
Article 11. Announcement regarding the election, dismissal, and removal of members of the Board of Directors.....	9
CHAPTER III. BOARD OF DIRECTORS.....	10
Article 12. Rights and obligations of the Board of Directors.....	10
Article 13. The duties and powers of the Board of Directors in approving and signing transaction contracts.....	12
Article 14. The Board of Directors' responsibility in convening an extraordinary general meeting of shareholders.....	13
Article 15. Subcommittees assist the Board of Directors.....	14
CHAPTER IV. BOARD OF DIRECTORS MEETING.....	14
Article 16. Board of Directors meeting.....	14
Article 17. Minutes of the Board of Directors meeting.....	16
CHAPTER V. REPORT AND DISCLOSURE OF BENEFITS.....	17
Article 18. Submit annual report.....	17
Article 19. Remuneration, salaries, and other benefits of Board members.....	17
Article 20. Disclose the relevant benefits.....	18
CHAPTER VI. RELATIONSHIP OF THE BOARD OF DIRECTORS.....	19
Article 21. The relationship between the members of the Board of Directors.....	19
Article 22. Relationship with the management team.....	19
Article 23. Relationship with the Supervisory Board.....	19
CHAPTER VII. ENFORCEMENT CLAUSES.....	20
Article 24. Effective date.....	20

Pursuant to:

- Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 passed on January 11, 2022, and its implementing regulations;
- Law No. 76/2025/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025, amending and supplementing a number of articles of the Law on Enterprises;
- Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its implementing regulations;
- Law No. 56/2024/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on November 24, 2024;
- Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Decree No. 245/2025/ND-CP dated September 11, 2025 amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Charter of Cotana Group Joint Stock Company

The Board of Directors issues the Regulations on the Operation of the Board of Directors of Cotana Group Joint Stock Company.

The operating regulations of the Board of Directors of Cotan Group Joint Stock Company include the following contents:

## **CHAPTER I. GENERAL REGULATIONS**

### **Article 1. Scope of regulation and subjects of application**

#### 1. Scope of regulation:

The operating regulations of the Board of Directors of Cotana Group Joint Stock Company stipulate the organizational structure, operating principles, powers, functions, and duties of the Board of Directors and its members, in order to operate in accordance with the company's charter and other current legal regulations.

#### 2. Applicable subjects:

This regulation applies to the members of the Board of Directors of Cotana Group Joint Stock Company.

**Article 2. Legal liability of the Board of Directors**

In performing its functions, rights, and obligations, the Board of Directors strictly adheres to the provisions of the law, the Articles of Association, and the Resolutions of the General Meeting of Shareholders, and is accountable as stipulated in the Enterprise Law.

**Article 3. Operating principles of the Board of Directors**

1. The Board of Directors operates on the principle of collective decision-making. Members of the Board of Directors are individually responsible for their assigned tasks and are jointly accountable to the General Meeting of Shareholders and to the law for the resolutions and decisions of the Board of Directors concerning the company's development.
2. The Board of Directors assigns responsibility to the General Director to organize and implement the resolutions and decisions of the Board of Directors.

**CHAPTER 2. MEMBER OF THE BOARD OF DIRECTORS**

**Article 4. Rights and responsibilities of Board of Directors members**

1. Members of the Board of Directors have all the rights stipulated in the Securities Law, relevant laws, and the company's charter, including the right to be provided with information and documents on the financial situation and business operations of the Company and its subsidiaries.
2. Members of the Board of Directors have the obligations stipulated in the company's charter and the following obligations:
  - a. To perform my duties honestly and diligently for the best interests of the shareholders and the Company;
  - b. Attend all meetings of the Board of Directors and provide input on the issues discussed;
  - c. To promptly and fully report to the Board of Directors all remuneration received from subsidiaries, affiliated companies, and other organizations;
  - d. Report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling stake of 50% or more of the charter capital, and members of the Board of Directors and their related parties; and transactions between the Company and companies in which a member of the Board of Directors is a founding member or a business manager during the three years immediately preceding the transaction.

e. Disclose information when conducting transactions involving the Company's shares in accordance with the law.

3. Independent members of the board of directors of a company must prepare a report evaluating the performance of the board of directors.

#### **Article 5. Term of office and number of members of the Board of Directors**

1. The Board of Directors consists of 3 to 11 members. The company's charter specifies the exact number of members of the Board of Directors.
2. The term of office for a member of the Board of Directors or an independent member of the Board of Directors shall not exceed 5 years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 2 consecutive terms.

The number of independent members on the company's board of directors must meet the following requirements:

- There must be at least one independent member in the case of a company with 3 to 5 members on its Board of Directors;
  - There must be at least two independent members in the case of a company with a Board of Directors consisting of 6 to 8 members;
  - There must be at least 3 independent members in the case of a company with a Board of Directors consisting of 9 to 11 members.
3. In the event that all members of the Board of Directors simultaneously end their term of office, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and assume their duties, unless otherwise provided in the Company Charter.

#### **Article 6. Right to be Provided with Information of Members of the Board of Directors**

1. Members of the Board of Directors have the right to request the General Director, Deputy Director, and managers of the company's units to provide information and documents on the financial situation and business operations of the company and its units.
2. Managers are required to provide timely, complete, and accurate information and documents as requested by members of the Board of Directors. The procedures for requesting and providing information are stipulated in the company's charter.

#### **Article 7. Standards and conditions for membership of the Board of Directors**

1. Members of the Board of Directors must meet the standards and conditions stipulated in Clause 1, Article 155 of the Enterprise Law, the company's charter, and the company's internal governance regulations. Specifically, these are as follows:

- f. Having full legal capacity and not falling under the categories of individuals prohibited from managing businesses as stipulated in Clause 2, Article 17 of the Enterprise Law;
  - g. They must possess professional qualifications and experience in the company's business management and are not necessarily shareholders of the company, unless otherwise stipulated in the company's charter;
  - h. A member of the company's Board of Directors may simultaneously be a member of the Board of Directors or a member of the Board of Members in no more than five (05) other companies;
  - i. For state-owned enterprises as stipulated in point b, clause 1, Article 88 of this Law, and subsidiaries of state-owned enterprises as stipulated in clause 1, Article 88 of the Enterprise Law, members of the Board of Directors shall not be family members of the General Director and other managers of the company; or of managers or persons authorized to appoint managers of the parent company.
2. Non-executive members of the Board of Directors (hereinafter referred to as non-executive members) are members of the Board of Directors who are not the General Director, Deputy General Director, Chief Accountant, and other executives as stipulated in the company's charter.
3. Independent members of the Board of Directors, as stipulated in point b, clause 1, Article 137 of the Enterprise Law, must meet the following standards and conditions:
- a. Not currently employed by the company, its parent company, or its subsidiary; not previously employed by the company, its parent company, or its subsidiary for at least the three preceding years ;
  - b. Not a person receiving a salary or remuneration from the company, except for allowances that members of the Board of Directors are entitled to according to regulations;
  - c. Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, brother, sister, or sibling is a major shareholder of the company; or being a manager of the company or its subsidiary company;
  - d. Not a person who directly or indirectly owns at least 1% of the total voting shares of the company;
  - e. Not a person who has been a member of the Board of Directors or Supervisory Board of the company for at least 05 consecutive years before, except in the case of being appointed continuously for two (02) terms.
  - f. An independent member of the Board of Directors must notify the Board of Directors that they no longer meet the eligibility requirements stipulated in Clause 2 of this Article and will automatically cease to be an independent member of the Board of Directors from the

date they no longer meet the standards and conditions. The Board of Directors must notify the Board of Directors of the ineligibility of an independent member at the next General Meeting of Shareholders or convene a General Meeting of Shareholders to elect a replacement or additional independent member of the Board of Directors within 6 months from the date of receiving notification from the relevant independent member of the Board of Directors.

- g. A member of the Board of Directors ceases to be a member of the Board of Directors in the cases stipulated in Clause 3, Article 25 of the Company's Charter.

#### **Article 8. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among its members.
2. The Chairman of the Board of Directors may not also hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a. Develop the program and activity plan for the Board of Directors;
  - b. Prepare the agenda, content, and documents for the meeting; convene, chair, and preside over the Board of Directors meeting;
  - c. Organize the adoption of resolutions and decisions by the Board of Directors;
  - d. Monitoring the implementation process of resolutions and decisions of the Board of Directors;
  - e. Prepare the agenda and documents, and convene the meeting chair for the Shareholders' General Meeting.
  - f. The Chairman of the Board of Directors is responsible for ensuring that the Board of Directors submits the annual financial statements, the Company's operating report, the audit report, and the Board of Directors' report to the shareholders at the General Meeting of Shareholders.
  - g. Other rights and obligations as prescribed by this Law and the Company Charter.
4. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she shall authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors. If there is no authorized representative, or if the Chairman of the Board of Directors dies, goes missing, is detained, is restricted or incapacitated, or has difficulties in understanding or controlling his/her actions, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors by majority vote.
5. When deemed necessary, the Board of Directors may appoint a company secretary to assist the Board of Directors and the Chairman of the Board in fulfilling their duties within their

authority as prescribed by law and the company's charter. The company secretary has the following rights and obligations:

- a. Assisting in organizing meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders;
  - b. Recording minutes of meetings;
  - c. Advising on meeting procedures;
  - d. Providing financial information, copies of minutes of Board of Directors' meetings, and other information to members of the Board of Directors and the Supervisory Board;
  - e. Assisting members of the Board of Directors in performing their assigned rights and obligations;
  - f. Assisting the Board of Directors in applying and implementing corporate governance principles;
  - g. Assisting the company in building shareholder relations and protecting the lawful rights and interests of shareholders; ensuring compliance with obligations on information provision, disclosure, and administrative procedures;
6. The Chairman of the Board of Directors may be dismissed by decision of the Board of Directors. In the event that the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within ten (10) days.

**Article 9. Dismissal, removal, and appointment of new members to the Board of Directors.**

1. Board members are dismissed or removed from office by resolution of the General Meeting of Shareholders.
  - a. The General Meeting of Shareholders may dismiss a member of the Board of Directors in the following cases:
    - The company does not meet the qualifications and conditions stipulated in Article 155 of the Enterprise Law;
    - A resignation letter was submitted and accepted;
    - Other cases are stipulated in the company's charter.
  - b. The General Meeting of Shareholders may dismiss a member of the Board of Directors in the following cases:
    - Not participating in Board of Directors activities for 06 consecutive months, except in cases of force majeure;
    - Other cases are stipulated in the company's charter.
2. The Board of Directors must convene a General Meeting of Shareholders to elect additional members to the Board of Directors in the following cases:

- a. The number of remaining Board of Directors members is less than the minimum number of members required by law. In this case, the Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the number of Board of Directors members is not as required;
- b. If the number of Board of Directors members is reduced by more than one-third compared to the number stipulated in the company's charter, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third (1/3).
- c. The number of independent members of the Board of Directors has decreased, failing to meet the ratio stipulated in point b, clause 1, Article 137 of the Enterprise Law. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of independent members of the Board of Directors fails to meet the prescribed ratio.
- d. Except in the cases mentioned above, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed from office at the most recent meeting.

**Article 10. Procedures for electing, dismissing, and removing members of the Board of Directors.**

1. Shareholders or groups of shareholders owning ten percent (10%) or more of the total number of common shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the company's charter. The nomination process for the Board of Directors is as follows:
  - a. Common shareholders forming a group to nominate candidates for the Board of Directors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;
  - b. Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this clause has the right to nominate one or more individuals as decided by the General Meeting of Shareholders to be candidates for the Board of Directors. If the number of candidates nominated by the shareholder or group of shareholders is less than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.
2. If the number of candidates nominated and elected to the Board of Directors is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations according to the mechanism stipulated by the Company in its internal

regulations on corporate governance. The procedure for the incumbent Board of Directors to nominate candidates for the Board of Directors must be clearly announced and approved by the General Meeting of Shareholders before proceeding with the nominations, in accordance with the law.

3. Unless otherwise stipulated in the company's charter, the election of Board of Directors members must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of Board members to be elected. Shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected Board members are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the company's charter is reached. If two or more candidates receive the same number of votes for the last Board member, a re-election will be held among those candidates or a selection will be made according to the election regulations or the company's charter.

**Article 11. Announcement regarding the election, dismissal, and removal of members of the Board of Directors.**

1. Once candidates for the Board of Directors have been identified, the Company must publish information related to these candidates at least 10 days before the opening of the General Meeting of Shareholders 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. The information related to candidates for the Board of Directors that must be published includes:
  - a. Full name, date of birth (day, month, year);
  - 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 roles;
  - f. Any benefits related to the Company (if any);
  - g. Other information (if any).
2. The company is responsible for disclosing information about the companies in which the candidate holds positions as a member of the Board of Directors, other management positions, and any related interests in the candidate's Board of Directors (if any).

3. The election, appointment, dismissal, and removal of members of the Board of Directors must be publicly disclosed in accordance with the regulations of the law on securities and the securities market.

### **CHAPTER III. BOARD OF DIRECTORS**

#### **Article 12. Rights and obligations of the Board of Directors**

1. The Board of Directors is the governing body of the company, having full authority to act on behalf of the company to decide and exercise the rights and obligations of the company that do not fall under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are stipulated by law, the company's charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
  - a. Deciding on the Company's strategic plan, medium-term development plan, and annual business plan;
  - b. Propose the types of shares and the total number of shares authorized for sale for each type;
  - c. Decisions to sell unsold shares within the permitted number of shares for each class; decisions to raise additional capital through other means;
  - d. Deciding on the selling price of the Company's shares and bonds;
  - e. Decisions to repurchase shares as stipulated in Clauses 1 and 2 of Article 133 of the Enterprise Law;
  - f. Deciding on investment options and investment projects within the authority and limits prescribed by law;
  - g. Deciding on solutions for market development, marketing, and technology;
  - h. Through purchase, sale, loan, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, excluding contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in point d, clause 2, Article 138, and clauses 1 and 3, Article 167 of the Enterprise Law;
  - i. Electing, dismissing, and removing the Chairman of the Board of Directors; appointing, dismissing, signing contracts with, and terminating contracts with the Director or General Director and other key managers as stipulated in the company's charter; deciding on the salaries, remuneration, bonuses, and other benefits of those managers; appointing authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of those representatives;

- j. Supervising and directing the Director or General Director and other managers in the daily operation of the Company's business;
  - k. Deciding on the organizational structure and internal management regulations of the Company, deciding on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;
  - l. Reviewing the agenda and content of documents for the general meeting of shareholders, convening the general meeting of shareholders, or soliciting opinions for the general meeting of shareholders to pass resolutions;
  - m. Submit the audited annual financial statements to the General Meeting of Shareholders;
  - n. Propose the dividend rate to be paid; decide on the timeframe and procedures for paying dividends or handling losses incurred during business operations;
  - o. Propose the reorganization or dissolution of the Company; request the Company's bankruptcy;
  - p. Decisions on the promulgation of the Board of Directors' operating regulations and internal regulations on corporate governance after approval by the General Meeting of Shareholders; decisions on the promulgation of the Audit Committee's operating regulations under the Board of Directors and the Company's information disclosure regulations;
  - q. Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal regulations, and the company's charter.
3. The Board of Directors makes decisions by voting at meetings, by written consultation, or by other means as stipulated in the company's charter. Each member of the Board of Directors has one vote.
  4. In performing its functions, rights, and obligations, the Board of Directors shall comply with the provisions of the law, the company's charter, and the resolutions of the General Meeting of Shareholders. If a resolution passed by the Board of Directors is contrary to the provisions of the law or the resolutions of the General Meeting of Shareholders, or the company's charter, and causes damage to the company, the members who approved the resolution shall be jointly and severally liable for the resolution and shall compensate the company for the damages; members who opposed the resolution shall be exempt from liability. In this case, shareholders owning shares of the company have the right to request the Court to suspend or annul the resolution.

**Article 13. The duties and powers of the Board of Directors in approving and signing transaction contracts.**

1. Decisions to invest in or sell assets whose value is less than 35% of the total asset value recorded in the company's most recent financial statement.
2. The Board of Directors approves contracts and transactions with a value less than 35% or transactions resulting in a total transaction value within 12 months from the date of the first transaction being less than 35% of the total asset value recorded in the most recent financial statement, or a smaller percentage or value as stipulated in the Company's Articles of Association, between the Company and one of the following parties:
  - Members of the Board of Directors, members of the Supervisory Board, the General Director (Director), other managers, and related parties of these individuals;
  - Shareholders, authorized representatives of shareholders owning more than 10% of the total common stock of the Company, and their related parties;
  - Businesses that are related to the entities specified in Clause 2, Article 164 of the Enterprise Law.

In this case, the company representative signing the contract must notify the members of the Board of Directors about the parties involved in the contract or transaction; and simultaneously provide a draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification, unless the company's charter stipulates a different period; members with an interest do not have the right to vote.

3. Approving contracts, loan transactions, lending, or asset sales with a value equal to or less than 10% of the total asset value of the enterprise as recorded in the most recent financial statement between the company and shareholders owning 51% or more of the total voting shares or related parties of those shareholders.
4. Approving loan agreements, lending agreements, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the company's most recent financial statement, excluding contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in Articles 138 and 167 of the Enterprise Law.
5. Granting loans or guarantees with a value of less than 35% of total assets recorded in the most recent annual financial statement to members of the Board of Directors, members of the Supervisory Board, General Directors, other managers who are not shareholders, and related individuals or organizations of these entities. This also applies to cases where loans or guarantees are granted to related organizations of members of the Board of Directors, members of the Supervisory Board, General Directors, and other managers, provided that

the public company and the organization (except for organizations that are shareholders of the public company as stipulated in Clause 2 of this Article) are companies within the same group or companies operating as a group of companies, including parent-subsidary companies and economic conglomerates.

**Article 14. The Board of Directors' responsibility in convening an extraordinary general meeting of shareholders.**

1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
  - a. The board of directors deems it necessary for the benefit of the company;
  - b. The number of remaining members of the Board of Directors and the Supervisory Board is less than the number of members stipulated by law;
  - c. At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law;
  - d. As requested by the Supervisory Board;
  - e. Other cases as prescribed by law and the company's charter.
2. The Board of Directors must convene a General Meeting of Shareholders within thirty-three days from the date the number of remaining members of the Board of Directors or Supervisory Board is less than the minimum number of members prescribed by law or upon receiving a request as stipulated in points c and d of Clause 1 of this Article. The Board of Directors must convene a General Meeting of Shareholders within sixty-six days from the date the number of Board of Directors is reduced by more than one-third ( $1/3$ ) compared to the number of members stipulated in the company's charter.
3. If the Board of Directors fails to convene a General Meeting of Shareholders as required, the Chairman of the Board of Directors and the members of the Board of Directors shall be held legally responsible and liable for any resulting damages to the company.
4. The convener must perform the following tasks to organize the General Meeting of Shareholders:
  - a. Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no more than 10 days before the date of sending the notice inviting shareholders to the General Meeting of Shareholders;
  - b. Providing information and resolving complaints related to the shareholder list;
  - c. Prepare the program and content for the congress;
  - d. Prepare documents for the conference;

- e. Draft resolution of the General Meeting of Shareholders according to the planned agenda of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors and Supervisory Board;
- f. Determine the time and location for holding the congress;
- g. Send meeting notices to each shareholder entitled to attend the meeting as stipulated by the Enterprise Law;
- h. Other tasks related to the general meeting.

**Article 15. Subcommittees assist the Board of Directors.**

- 1. The Board of Directors may establish subcommittees to be responsible for development policy, human resources, compensation, internal audit, and risk management. The number of members of the subcommittee is determined by the Board of Directors and must be at least [03 people], including members of the Board of Directors and external members. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are only valid when a majority of members attend and vote to approve them at the subcommittee meeting.
- 2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with applicable laws and regulations and the provisions of the company's charter and internal regulations on corporate governance.

**CHAPTER IV. BOARD OF DIRECTORS MEETING**

**Article 16. Board of Directors meeting**

The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 7 working days from the date of the conclusion of the election of that 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 the event that more than one member has the highest number of votes or the same percentage of votes, the members shall vote by majority to select one of them to convene the meeting of the Board of Directors.

- 2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
- 3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a. Upon the recommendation of the Supervisory Board or an independent member of the Board of Directors;
  - b. Based on a proposal from the General Director or at least 05 other managers;

- c. A proposal must be submitted by at least two members of the Board of Directors;
- 4. Proposals stipulated in Clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the authority of the Board of Directors in making decisions.
- 5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receiving the request as stipulated in Clause 3 of this Article. If the Chairman of the Board of Directors fails to convene a meeting as requested, he/she shall be liable for any damages incurred by the Company; the person making the request has the right to replace the Chairman of the Board of Directors in convening the meeting .
- 6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a notice of meeting at least [03] working days before the meeting date. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting must be accompanied by the documents to be used at the meeting and the voting ballot of the members.

Notices inviting members to the Board of Directors meeting may be sent by invitation, telephone, fax, electronic means, or other methods as stipulated in the company's charter, and must be ensured to reach the contact address of each member of the Board of Directors registered with the Company.

- 7. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of meeting and accompanying documents to the members of the Supervisory Board in the same manner as to the members of the Board of Directors.

Members of the Supervisory Board have the right to attend Board of Directors meetings; they have the right to participate in discussions but do not have the right to vote.

- 8. A Board of Directors meeting shall be held when at least 3/4 of the total number of members are present. If the meeting convened in accordance with this clause does not have the required number of members present, a second meeting shall be convened within [07 days] from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the Board of Directors members are present.

- 9. A member of the Board of Directors shall be deemed to have attended and voted at the meeting in the following circumstances:

- a. Attend and vote directly at the meeting;
- b. Authorize another person to attend the meeting and vote as prescribed in Clause 11 of this Article;

- c. Attend and vote via online conference, electronic voting, or other electronic means;
- d. Send the voting ballot to the meeting via mail, fax, or email;
- e. Submitting voting ballots by other means

10. In the case of sending voting ballots to the meeting by mail, the ballots must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one hour before the meeting begins. The ballots may only be opened in the presence of all attendees.

11. Members must attend all Board of Directors meetings. Members may authorize another person to attend meetings and vote on their behalf if approved by a majority of the Board of Directors members.

12. Resolutions and decisions of the Board of Directors are adopted if approved by a majority of the members present; in case of a tie, the final decision rests with the side whose opinion is supported by the Chairman of the Board of Directors.

#### **Article 17. Minutes of the Board of Directors meeting**

1. Board of Directors meetings must be recorded in minutes and may also be audio-recorded, recorded, and stored electronically. Minutes must be in Vietnamese and may also be in a foreign language, containing the following main contents:
  - a. Name, registered office address, business registration number;
  - b. Time and location of the meeting;
  - c. Purpose, agenda, and content of the meeting;
  - d. The full names of each member attending the meeting or their authorized representatives, and the manner of attendance; the full names of members absent from the meeting, and the reasons for absence;
  - e. Issues were discussed and voted on at the meeting;
  - f. Summarize the statements made by each meeting participant in chronological order of the meeting's proceedings;
  - g. The voting results clearly indicate which members approved, disapproved, and abstained.
  - h. The issues were approved and the corresponding percentages of votes were cast in favor;
  - i. The minutes must include the full name and signature of the chairperson and the person recording the minutes. If the chairperson or the person recording the minutes refuses to sign the minutes, but all other members of the Board of Directors present and agree to sign them, and the minutes contain all the information stipulated in points a, b, c, d, e, g, and h of Clause 1 of this Article, then these minutes are valid. The minutes clearly state the refusal of the chairperson or the person recording the minutes to sign. The person signing the minutes is jointly liable for the accuracy and truthfulness of the content of the Board of

Directors' meeting minutes. The chairperson or the person recording the minutes is personally liable for any damages incurred by the enterprise due to their refusal to sign the minutes, as stipulated in this Law, the company's charter, and relevant laws.

2. The chairperson, the minutes recorder, and those who sign the minutes are responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.
3. Minutes of Board of Directors meetings and documents used in those meetings must be kept at the company's head office.
4. Minutes prepared in both Vietnamese and foreign languages have equal validity. In case of discrepancies between the content of the Vietnamese and foreign language minutes, the content of the Vietnamese minutes shall prevail.

## **CHAPTER V. REPORT AND DISCLOSURE OF BENEFITS**

### **Article 18. Submit annual report**

1. At the end of the fiscal year, the Board of Directors must prepare the following reports and documents for presentation at the Annual General Meeting of Shareholders:
  - a. Report on the company's business results;
  - b. Audited financial statements;
  - c. Report evaluating the company's management and operations.
2. The reports and documents stipulated in Clause 1 of this Article must be submitted to the Supervisory Board for review no later than 30 days before the opening date of the annual General Meeting of Shareholders, unless the company's charter stipulates otherwise.
3. Reports and documents prepared by the Board of Directors; the Supervisory Board's assessment report; and the audit report must be available at the company's head office and branches no later than 10 days before the opening date of the Annual General Meeting of Shareholders.
4. Shareholders who have continuously owned shares of the company for at least one year have the right to personally or together with a lawyer or certified accountant and auditor directly review the reports stipulated in Clause 1 of this Article within a reasonable time.

### **Article 19. Remuneration, salaries, and other benefits of Board members**

1. The company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.
2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to complete the tasks of the Board member and the daily rate. The Board of Directors determines the remuneration for each member by mutual agreement. The total amount of

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

3. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, is presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions, or members of the Board of Directors working in subcommittees of the Board of Directors, or performing other duties outside the normal scope of a member's duties, may receive additional compensation in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, meals, and other reasonable expenses incurred in performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.
6. Members of the Board of Directors may be insured by the Company for liability insurance after approval by the General Meeting of Shareholders. This insurance does not cover the liability of Board members related to violations of the law and the Company's Articles of Association.

**Article 20. Disclose the relevant benefits.**

The disclosure of a company's interests and related parties is carried out in accordance with the following regulations:

1. The company must compile and update a list of its related parties as stipulated in Clause 23, Article 4 of the Enterprise Law, and their corresponding contracts and transactions with the company.
2. Members of a company's board of directors must declare their related interests in the company, including:
  - a. The name, business registration number, head office address, business sector, and type of business of the enterprise in which they own capital contributions or shares; the percentage and time of ownership of those capital contributions or shares;
  - b. The name, business registration number, head office address, and business lines of the enterprise in which the related parties jointly or individually own more than 10% of the charter capital;

3. The declarations stipulated in Clause 1 of this Article must be made within 7 working days from the date the relevant benefit arises; any amendments or additions must be notified to the company within 7 working days from the date of the corresponding amendments or additions.
4. Board members who, in their own name or on behalf of others, perform any work in any form within the scope of the company's business must explain the nature and content of such work to the Board of Directors and may only perform it with the approval of a majority of the remaining members of the Board of Directors; if they perform such work without reporting it or without the approval of the Board of Directors, all income derived from that activity belongs to the company.

## **CHAPTER VI. RELATIONSHIP OF THE BOARD OF DIRECTORS**

### **Article 21. The relationship between the members of the Board of Directors**

1. The relationship between the members of the Board of Directors is one of collaboration; the members are responsible for informing each other on relevant issues in the process of handling their assigned tasks.
2. During the process of handling tasks for which a Board member is primarily responsible, if an issue arises that relates to the area of responsibility of another Board member and requires their opinion, the Board member primarily responsible must proactively coordinate and resolve the matter. If there are differing opinions among Board members, the Board member primarily responsible shall report to the Chairman of the Board for consideration and decision within their authority, or organize a meeting, or seek the opinions of other Board members in accordance with the law, the General Corporation's Charter, and this Regulation.
3. In the event of a reassignment of duties among Board members, the Board members must hand over their responsibilities, files, and related documents. This handover must be documented in writing and reported to the Chairman of the Board.

### **Article 22. Relationship with the management team**

In its governance role, the Board of Directors issues resolutions for the General Director and the executive team to implement. At the same time, the Board of Directors monitors and supervises the implementation of these resolutions.

### **Article 23. Relationship with the Supervisory Board**

1. The relationship between the Board of Directors and the Supervisory Board is one of collaboration. The working relationship between the Board of Directors and the Supervisory

Board is based on the principles of equality and independence, while also ensuring close coordination and mutual support in the performance of their duties.

2. Upon receiving inspection reports or summary reports from the Supervisory Board, the Board of Directors is responsible for studying them and directing relevant departments to develop plans and implement timely corrective actions.

## CHAPTER VII. ENFORCEMENT CLAUSES

### Article 24. Effective date

1. This Regulation, comprising 7 chapters and 24 articles, was unanimously approved by the Board of Directors of Cotan Group Joint Stock Company on day 24 month 4 year 2026 and they jointly agreed to the full validity of this Regulation.
2. These Regulations are drawn up in two copies of equal value and are kept at the Company's head office.
3. Copies or extracts of the Board of Directors' Rules of Operation are valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN



*Đào Ngọc Thanh*  
ĐÀO NGỌC THANH

Số: 10/TTR/ĐHĐCĐ-CNG

Hanoi, April 24, 2026

## PROPOSAL

### *Re: Approval of Updates to the Supervisory Board Operating Regulations*

#### **Pursuant to:**

- Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022, and relevant guiding documents;;
- Law No. 76/2025/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025, amending and supplementing certain provisions of the Enterprise Law;
- Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and relevant guiding documents;
- Law No. 56/2024/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on November 24, 2024;
- Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;
- Decree No. 245/2025/ND-CP dated September 11, 2025, amending and supplementing certain provisions of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;
- Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;
- The Charter of Cotana Group Joint Stock Company;

The Board of Supervisors of Cotana Group Joint Stock Company respectfully submits the following matters to the General Meeting of Shareholders for consideration and approval.:

Based on the review of the Board of Supervisors's Operating Regulations, the Board has noted that the current regulations were established over 10 years ago, with certain provisions no longer aligned with current legal requirements or practical needs. Therefore, updating the regulations is necessary to improve the organization, enhance the effectiveness and quality of the Supervisory Board's operations, and better fulfill its oversight role in corporate governance. In light of these requirements, the Supervisory Board of Cotana Group Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the reissuance of the Supervisory Board Operating Regulations.



Based on current legal regulations and the model regulations issued under Circular No. 116/2020/TT-BTC, the Board of Supervisors has prepared a draft of the Supervisory Board Operating Regulations. The full text of this draft regulation has been published on the website at the following address: <https://www.cotanagroup.vn/trang-co-dong/>

The provisions of the Board of Supervisors Operating Regulations will take effect from the date they are approved by the General Meeting of Shareholders.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval..

*Sincerely!*

**Recipients:**

- Shareholders,
- BOD, BOS;
- Filed at the Office

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN



*Đào Ngọc Thanh*  
ĐÀO NGOC THANH



THE SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness

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**REGULATIONS ON THE OPERATION OF THE  
SUPERVISORY BOARD  
COTANA GROUP JOINT STOCK COMPANY**



## TABLE OF CONTENTS

<b>CHAPTER I: GENERAL PROVISIONS</b> .....	3
Article 1. Scope of Regulation and Applicable Subjects .....	3
Article 2. Legal Responsibilities of the Supervisory Board .....	<b>Error! Bookmark not defined.</b>
Article 3. Principles of operation of the Supervisory Board .....	4
<b>CHAPTER II: CONTROL OFFICER</b> .....	4
Article 4. Rights, obligations and responsibilities of the Supervisor .....	4
Article 5: Term of office and number of Supervisors .....	4
Article 6: Standards and Conditions for Supervisors .....	5
Article 7. Head of the Supervisory Board .....	5
Article 8: Nomination and candidacy of Supervisors .....	5
Article 9. Procedures for electing, dismissing, and removing Supervisors .....	6
Article 10. Cases of dismissal or removal of Supervisor .....	6
Article 11. Notification of election, dismissal, and removal of Supervisors .....	7
<b>CHAPTER III: THE CONTROL COMMITTEE</b> .....	7
Article 12. Rights, obligations and responsibilities of the Supervisory Board .....	8
Article 13. Right of the Supervisory Board to receive information .....	10
Article 14. Responsibilities of the Supervisory Board in convening extraordinary meetings of the General Meeting of Shareholders .....	10
<b>CHAPTER IV: THE SUPERVISORY BOARD MEETING</b> .....	11
Article 15. Meeting of the Supervisory Board .....	11
Article 16. Minutes of the Supervisory Board Meeting .....	11
<b>CHAPTER V: REPORTING AND DISCLOSING BENEFITS</b> .....	11
Article 17. Submitting annual reports .....	11
Article 18. Wages and other benefits .....	12
Article 19. Disclosure of related interests .....	12
<b>CHAPTER VI: THE RELATIONSHIP OF THE AUDIT COMMITTEE</b> .....	13
Article 20. Relationship between members of the Supervisory Board .....	13
Article 21. Relationship with the Executive Board .....	13
Article 22. Relationship with the Board of Directors .....	13
<b>CHAPTER VII: IMPLEMENTATION PROVISIONS</b> .....	14
Article 23. Amendments and additions .....	14
Article 24. Effective Date .....	14

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;
- Pursuant to Law No. 03/2022/QH15;
- Pursuant to Law No. 76/2025/QH15 amending and supplementing a number of articles of the Law on Enterprises;
- Pursuant to the Law on Securities dated November 26, 2019;
- Pursuant to Law No. 56/2024/QH15;
- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Decree No. 245/2025/NĐ-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Resolution No.01/2026/NQ-DHĐCĐ dated 24/4/2026 of the General Meeting of Shareholders of Cotana Group Joint Stock Company;
- Pursuant to the Charter of Cotana Group Joint Stock Company;
- Pursuant to the Internal Regulations on Corporate Governance of Cotana Group Joint Stock Company

The Supervisory Board issues the Regulations on the Operation of the Supervisory Board of Cotana Group Joint Stock Company.

The Regulations on the Operation of the Supervisory Board of Cotana Group Joint Stock Company include the following contents:

## **CHAPTER I: GENERAL PROVISIONS**

### **Article 1. Scope of Regulation and Applicable Subjects**

1. Scope of application: The Regulations on the Operation of the Supervisory Board stipulate the organizational structure, personnel, standards, conditions, rights and obligations of the Supervisory Board and its members as prescribed in the Enterprise Law, the company's charter, and other relevant regulations.
2. Scope of application: The Regulations on the operation of the Supervisory Board apply to the Supervisory Board and its members.

## **Article 2. Principles of operation of the Supervisory Board**

The Supervisory Board operates on the principle of collective decision-making. Members of the Supervisory Board are individually responsible for their assigned tasks and are jointly accountable to the General Meeting of Shareholders and to the law for the work and decisions of the Supervisory Board.

## **CHAPTER II : MEMBERS OF THE SUPERVISORY BOARD (SUPERVISORS )**

### **Article 3. Rights, obligations, and responsibilities of the supervisors**

1. Strictly adhere to the law, the company's charter, resolutions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and obligations.
2. To exercise the assigned rights and obligations honestly, carefully, and to the best of their ability in order to ensure the maximum legitimate interests of the Company.
3. Be loyal to the interests of the Company and its shareholders; do not abuse position or authority, and do not use information, know-how, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals.
4. Other obligations as stipulated by the Enterprise Law and the company's charter.
5. In the event of a violation of the provisions of Clauses 1, 2, 3, and 4 of this Article that causes damage to the Company or other parties, the members of the Supervisory Board shall be held personally or jointly liable for compensation for such damage. Any income and other benefits obtained by the members of the Supervisory Board as a result of the violation must be returned to the Company.
6. If a member of the Supervisory Board is found to have violated their assigned rights and obligations, a written notification must be sent to the Supervisory Board, requesting the person committing the violation to cease the violation and remedy the consequences.

### **Article 4: Term of office and number of Supervisors**

1. The Supervisory Board consists of 3 members, the term of office of a Supervisor is no more than 5 years and they may be re-elected for an unlimited number of terms.
2. Members of the Supervisory Board do not necessarily have to be shareholders of the Company.
3. More than half of the members of the Supervisory Board must be residents of Vietnam.
4. In cases where members of the Supervisory Board have their terms ending at the same time as a new member of the Supervisory Board has not yet been elected, the member

whose term has ended shall continue to exercise their rights and obligations until a new member of the Supervisory Board is elected and assumes their duties.

#### **Article 5: Standards and Conditions for supervisors**

1. Supervisors must meet the following standards and qualifications:
  - a. Having full legal capacity and not falling under the category specified in Clause 2, Article 17 of the Enterprise Law;
  - b. Trained in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major relevant to the business operations of the enterprise;
  - c. Not a family member of a member of the Board of Directors, General Director, or other manager;
  - d. Not necessarily a company manager; not necessarily a shareholder or employee of the company, unless otherwise stipulated in the company's charter;
  - d. Not working in the company's accounting or finance department;
  - e. Not a member or employee of an independent audit firm that performed the audit of the company's financial statements for three (03) consecutive years prior to the audit.
  - g) Other standards and conditions as prescribed by relevant laws and the company's charter.

#### **Article 6. Head of the Supervisory Board**

1. The Head of the Supervisory Board must have a university degree or higher in economics, finance, banking, accounting, auditing, law, business administration, or a field related to the business operations of the enterprise.
2. The Head of the Supervisory Board is elected by the Supervisory Board from among its Supervisors; the election, dismissal, and removal are governed by a majority vote.
3. The rights and obligations of the head of the Supervisory Board are stipulated in the company's charter.

#### **Article 7. Nomination and candidacy of Supervisors**

1. Shareholders or groups of shareholders owning from 10% to less than 30% of the voting shares may nominate two candidates for the Supervisory Board; from 30% to less than 50% of the voting shares may nominate three candidates; from 50% to less than 65% of the voting shares may nominate four candidates; and if 65% or more of the voting shares are owned, the full number of candidates may be nominated. The nomination process for the Supervisory Board is as follows:

- a. Common shareholders forming a group to nominate candidates for the Supervisory Board must notify the shareholders attending the meeting of the group formation before the opening of the General Meeting of Shareholders;
  - b. Based on the number of members of the Supervisory Board, the shareholder or group of shareholders specified in this clause has the right to nominate one or more individuals as decided by the General Meeting of Shareholders to be candidates for the Supervisory Board. If the number of candidates nominated by the shareholder or group of shareholders is less than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.
2. If the number of candidates for the Supervisory Board nominated through election and candidacy is still insufficient as stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Supervisory Board shall nominate additional candidates or organize nominations in accordance with the company's charter, internal regulations on corporate governance, and the Supervisory Board's operating regulations. The incumbent Supervisory Board's nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

#### **Article 8. Procedures for electing, dismissing, and removing the Supervisory Board**

1. The election, dismissal, and removal of the supervisors is within the authority of the General Meeting of Shareholders.
2. Voting for the Supervisory Board members may be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected Supervisory Board members are determined by the number of votes received from highest to lowest, starting from the candidate with the highest number of votes until the number of members stipulated in the company's charter is reached. In the event that two (02) or more candidates receive the same number of votes for the last member of the Supervisory Board, a re-election will be held among the candidates with the equal number of votes or a selection will be made according to the criteria stipulated in the election regulations. In addition, voting for the Supervisory Board members may be conducted using other methods as stipulated in the election regulations for each member election round.

#### **Article 9. Cases of dismissal or removal of supervisors**

1. The supervisor shall be dismissed in the following circumstances:

- a. No longer meets the qualifications and conditions to be a Supervisor as stipulated in Article 169 of the Enterprise Law and these Regulations;
  - b. A resignation letter has been submitted and accepted;
  - c. Other cases as stipulated in the company's charter .
2. The General Meeting of Shareholders may dismiss a member of the Supervisory Board in the following cases:
- a. Failure to complete assigned tasks or duties;
  - b. Failure to exercise one's rights and fulfill one's obligations for six consecutive months, except in cases of force majeure;
  - c. Serious and repeated violations of the duties of the Auditor as stipulated in the Enterprise Law and the company's charter;
  - d. Other cases as decided by the General Meeting of Shareholders.

#### **Article 10. Notification of election, dismissal, and removal of the supervisor**

1. If candidates for the Supervisory Board have been identified, the Company must publish information related to these candidates at least 10 days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Supervisory Board 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 Supervisory Board. Information related to candidates for the Supervisory Board that is published includes:

- a. Full name, date of birth (day, month, year);
- b. Professional qualifications;
- c. Work experience;
- d. Other managerial positions;
- e. Interests related to the Company and its related parties;
- f. Other information (if any) as stipulated in the company's charter;
- g. The company is responsible for disclosing information about the companies in which the candidate holds management positions and any related interests of the candidate's Supervisory Board members (if any).

2. The election, dismissal, and removal of the Supervisory Board members shall be announced on the company's website, reported, and disclosed to the State Securities Commission and the Stock Exchange where the Company's shares are listed/registered for trading within 24 hours of the decision being approved.

### **CHAPTER III: THE SUPERVISORY BOARD**

## **Article 11. Rights, obligations and responsibilities of the Supervisory Board**

1. The Supervisory Board supervises the Board of Directors and **the General Director**. in managing and running the company.
2. Examine the reasonableness, legality, honesty, and level of prudence in the management and operation of business activities; the systematic, consistent, and appropriate nature of accounting, statistics, and financial reporting.
3. Assess the completeness, legality, and accuracy of the company's annual and semi-annual business performance reports, financial statements, and management evaluation reports of the Board of Directors, and present the assessment report at the annual General Meeting of Shareholders. Review contracts and transactions with related parties that fall under the approval authority of the Board of Directors or the General Meeting of Shareholders, and provide recommendations on contracts and transactions requiring approval from the Board of Directors or the General Meeting of Shareholders.
4. Review, examine, and evaluate the effectiveness and efficiency of the company's internal control system, internal audit, risk management, and early warning system.
5. To examine the company's accounting books, accounting records, and other documents, as well as the company's management and operational activities, when deemed necessary or as per a resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law.
6. Upon request from a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law, the Supervisory Board shall conduct an inspection within seven (07) working days from the date of receiving the request. Within fifteen (15) days from the date of completion of the inspection, the Supervisory Board must report and explain the issues requested for inspection to the Board of Directors and the shareholder or group of shareholders who made the request. The inspection by the Supervisory Board as stipulated in this point shall not hinder the normal operation of the Board of Directors, nor disrupt the company's business operations.
7. Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for managing, supervising, and operating the company's business activities.
8. Upon detecting that a member of the Board of Directors or the General Director has violated the provisions on responsibilities stipulated in Article 165 of the Law on Enterprises, a written notice must be promptly sent to the Board of Directors, requesting the violator to cease the violation and to implement remedial measures to address the consequences..

9. Has the right to attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors, and other company meetings.
10. Has the right to utilize independent consultants and the company's internal audit department to perform assigned tasks.
11. The Supervisory Board may consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.
12. Examine each specific issue related to the management and operation of the company as requested by shareholders.
13. Require the Board of Directors to convene an extraordinary general meeting of shareholders when necessary.
14. Replace the Board of Directors in convening a General Meeting of Shareholders within 30 days if the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Enterprise Law.
15. It is requested that the Chairman of the Board of Directors convene a meeting of the Board of Directors.
16. Review, extract, and copy the list of related parties and related interests declared as stipulated in Clauses 1 and 2 of Article 164 of the Enterprise Law.
17. Propose and recommend to the General Meeting of Shareholders to approve the list of auditing firms approved to audit the company's financial statements; and the list of auditing firms approved to conduct inspections of the company's operations when deemed necessary.
18. Be accountable to shareholders for your supervisory activities.
19. Monitoring the company's financial situation and ensuring compliance with the law by members of the Board of Directors, **the General Director**, and other managers in their operations.
20. Ensure coordination of activities with the Board of Directors and **the General Director** and shareholders.
21. In the event of discovering any violation of the law or the company's charter by a member of the Board of Directors or **the General Director** and other business operators, the Supervisory Board must notify the Board of Directors in writing within forty-eight (48) hours, requesting the person committing the violation to cease the violation and take remedial measures.

22. Develop the operating regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

23. Witness and supervise the Board of Directors' vote counting process and prepare vote counting minutes if requested by the Board of Directors in cases where shareholder opinions are solicited in writing to approve resolutions of the General Meeting of Shareholders.

24. The Head of the Supervisory Board is responsible for presiding over the meeting so that the General Meeting of Shareholders can elect a chairperson in the event that the Chairman is absent or temporarily incapacitated and the remaining members of the Board of Directors cannot elect a chairperson. In this case, the person with the highest number of votes will chair the meeting.

25. To exercise other rights and obligations as prescribed by the Enterprise Law, the company's charter, and resolutions of the General Meeting of Shareholders.

#### **Article 12. Right of the Supervisory Board to be provided with information**

1. Documents and information must be submitted to the Supervisor at the same time and in the same manner as to members of the Board of Directors, including:

- a. Notice of meeting, ballot for soliciting opinions from Board members, and accompanying documents;
- b. Resolutions, decisions, and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;
- c. Reports from the General Director to the Board of Directors or other documents issued by the company.

2. The auditor has the right to access company records and documents kept at the head office, branches, and other locations; and the right to visit the workplaces of company managers and employees during working hours.

3. The Board of Directors, its members, the General Director, and other managers must provide complete, accurate, and timely information and documents regarding the management, operation, and business activities of the company as requested by the Auditor or the Supervisory Board.

#### **Article 13. Responsibilities of the Supervisory Board in convening the General Meeting of Shareholders**

1. The Supervisory Board is responsible for replacing the Board of Directors in convening a General Meeting of Shareholders within thirty (30) days in the event that the Board of Directors fails to convene a General Meeting of Shareholders in the following cases:

- a. The number of remaining members of the Board of Directors and Supervisory Board is less than the minimum number of members required by law, or the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number of members stipulated in the company's charter;
  - b. At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law
  - c. When the Supervisory Board requests the convening of an extraordinary General Meeting of Shareholders, but the Board of Directors fails to comply.
2. If the Supervisory Board fails to convene a General Meeting of Shareholders as required, the Supervisory Board shall compensate the Company for any resulting damages.
  3. The costs of convening and conducting the General Meeting of Shareholders as stipulated in Clause 1 of this Article will be reimbursed by the Company.

## **CHAPTER IV: THE SUPERVISORY BOARD MEETING**

### **Article 14. Meetings of the Supervisory Board**

1. The Supervisory Board must meet at least twice (02) a year, and the meeting is conducted when at least two-thirds (2/3) of the Supervisors are present.
2. The Supervisory Board has the right to request members of the Board of Directors, **the General Director**, and representatives of the approved auditing firm to attend the meeting and answer questions requiring clarification.

### **Article 15. Minutes of the Supervisory Board Meeting**

The minutes of the Supervisory Board meeting must be detailed and clear. The person recording the minutes and the Supervisory Board members attending the meeting must sign the minutes. The minutes of the Supervisory Board meetings must be kept on file to determine the responsibilities of each Supervisory Board member.

## **CHAPTER V: REPORTING AND DISCLOSING BENEFITS**

### **Article 16. Submission of Annual Reports**

The Supervisory Board's reports at the Annual General Meeting of Shareholders include the following contents:

1. Report on the Company's business results, and on the performance of the Board of Directors and the General Director, to be submitted to the Shareholders' General Meeting for approval at the annual Shareholders' General Meeting.
2. Self-assessment report on the performance of the Supervisory Board and its members.

3. Remuneration, operating expenses, and other benefits of the Supervisory Board and each member of the Supervisory Board.
4. Summarize the meetings of the Supervisory Board and the conclusions and recommendations of the Supervisory Board; and the results of monitoring the Company's operations and finances.
5. Assessment report on transactions between the Company, its subsidiaries, and other companies in which the Company holds control of more than fifty percent (50%) of the charter capital with members of the Board of Directors, the General Director, and related parties of those members; and transactions between the Company and companies in which a member of the Board of Directors is a founding member or a business manager during the three years immediately preceding the transaction.
6. Results of monitoring the Board of Directors, the general director, and other business executives.
7. Results of the assessment of the coordination of activities between the Supervisory Board, the Board of Directors, the General Director, and the shareholders.
8. Propose and recommend to the General Meeting of Shareholders the approval of the list of auditing firms approved to audit the Company's financial statements; and the list of auditing firms approved to conduct inspections of the Company's operations when deemed necessary.

**Article 17. Wages and other benefits**

1. Supervisors are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board;
2. Supervisors shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total amount of these remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.
3. The salaries and operating expenses of the Supervisory Board shall be included in the company's business expenses in accordance with the law on corporate income tax and other relevant laws, and must be presented as a separate item in the company's annual financial statements.

**Article 18. Disclosure of related interests**

1. Members of the Company's Supervisory Board must declare to the Company their related interests, including:

- a. Name, business registration number, head office address, business sector and activities of the enterprise in which they own or have a stake or shareholding; percentage and time of ownership of that stake or shareholding;
  - b. The name, business registration number, head office address, and business lines of the enterprise in which their related parties own, co-own, or individually own more than 10% of the charter capital.
2. The declaration as stipulated in Clause 1 of this Article must be made within 7 working days from the date the relevant benefit arises; any amendments or additions must be notified to the Company within 7 working days from the date of the corresponding amendments or additions.
  3. Members of the Supervisory Board and their related parties may only use information obtained through their positions to serve the interests of the Company.
  4. Members of the Supervisory Board are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, and other companies in which the Company holds control of more than fifty percent (50%) of the charter capital with members of the Supervisory Board or with related parties of members of the Supervisory Board as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on these resolutions in accordance with the securities law on information disclosure.
  5. Members of the Supervisory Board and their related parties are prohibited from using or disclosing internal information to others for the purpose of conducting related transactions.

## **CHAPTER VI: THE RELATIONSHIP OF THE AUDIT COMMITTEE**

### **Article 19. Relationship between members of the Supervisory Board**

The members of the Supervisory Board have an independent and non-dependent relationship with each other, but they coordinate and cooperate in common work to ensure the effective fulfillment of the responsibilities, rights, and duties of the Supervisory Board as stipulated by law and the company's charter. The Head of the Supervisory Board coordinates the overall work of the Supervisory Board but does not have the right to control the members of the Supervisory Board.

### **Article 20. Relationship with the Executive Board**

The Supervisory Board has an independent relationship with the Company's executive board and is responsible for overseeing the executive board's activities.

### **Article 21. Relationship with the Board of Directors**

The Supervisory Board has an independent relationship with the Company's Board of Directors and is responsible for overseeing the Board's activities.

## **CHAPTER VII: IMPLEMENTATION PROVISIONS**

### **Article 22. Amendments and Additions**

1. Amendments and additions to these Regulations shall be drafted, developed, and submitted to the General Meeting of Shareholders for approval by the Supervisory Board.
2. In the event that there are legal provisions relating to the company's operations not mentioned in these regulations, or in the event that new legal provisions differ from the provisions in these regulations, those legal provisions shall automatically apply and govern the company's operations.

### **Article 23. Effective Date**

1. This Regulation, comprising VII chapters and 23 articles, was unanimously approved by the General Meeting of Shareholders of Cotana Group Joint Stock Company on April 24, 2026, and the full text of this Regulation is hereby accepted and deemed effective.
2. Copies or extracts of these Regulations are only valid when signed by the legal representative.
3. The Supervisory Board and the Supervisors of Cotana Group Joint Stock Company are responsible for implementing this Regulation.

**ON BEHALF OF THE SUPERVISORY BOARD  
HEAD OF THE SUPERVISORY BOARD**



**NGUYEN HAI YEN**



Người ký: ĐINH  
THỊ MINH HẰNG  
Thời gian ký:  
25.04.2026  
09:21:05 +07:00

No.: 11/TTR/ĐHĐCĐ-CNG

Hanoi, April 24, 2026

## PROPOSAL

### Re: Approval of Amendments to the Company's Charter on Organization and Operations

#### Pursuant to:

- Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022, and relevant guiding documents;;
- Law No. 76/2025/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025, amending and supplementing certain provisions of the Enterprise Law;
- Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and relevant guiding documents;
- Law No. 56/2024/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on November 24, 2024;
- Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;
- Decree No. 245/2025/ND-CP dated September 11, 2025, amending and supplementing certain provisions of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;
- Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;
- *The Charter of Cotana Group Joint Stock Company;*

The Board of Directors of Cotana Group Joint Stock Company respectfully submits the following matters to the General Meeting of Shareholders for consideration and approval::

Based on the review of the Company's Charter on Organization and Operations, the Board has noted that certain provisions need to be amended and supplemented to comply with legal regulations and management requirements. Accordingly, the Board of Directors of Cotana Group Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the amendments and supplements to the Company's Charter on Organization and Operations as follows:



1. Amend and supplement certain provisions of the Company's Charter on Organization and Operation (details are provided in Appendix 01 attached to this Proposal). The full draft of the amended Company Charter on Organization and Operation has been published in detail on the Company's website at the following address: [insert website address].: <https://www.cotanagroup.vn/trang-co-dong/>

2. Authorize the Board of Directors to amend, supplement, and approve the Company's Charter on Organization and Operation. This is submitted to the General Meeting of Shareholders for consideration and approval based on the amendments and supplements presented to the General Meeting of Shareholders in item 1 of this Proposal.

3. The amended and supplemented provisions of the Company's Charter on Organization and Operation shall take effect from the date they are approved by the General Meeting of Shareholders.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

*Sincerely!*

**Recipients:**

- Shareholders,
- BOD, BOM;
- Filed at the Office

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN

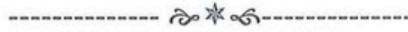


DAO NGOC THANH



# THE SOCIALIST REPUBLIC OF VIETNAMNAM

**Independence - Freedom - Happiness**



## CHARTER

### COTANA GROUP JOINT STOCK COMPANY

Pursuant to:

- Enterprise Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam, 14th Legislature, on June 17, 2020;
- Law No. 03/2022/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on January 11, 2022;
- Law No. 76/2025/QH15, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025;
- Securities Law No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam, 14th Legislature, on November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15, passed by the National Assembly on November 29, 2024, and related guiding documents;
- Decree No. 155/2020/ND-CP, dated December 31, 2020, of the Government detailing the implementation of certain articles of the Securities Law;
- Decree No. 245/ND-CP, dated September 11, 2025, of the Government, amending and supplementing certain articles of Decree No. 155/2020/ND-CP;
- Circular No. 116/2020/TT-BTC, dated December 31, 2020, of the Ministry of Finance, guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP of the Government detailing the implementation of certain articles of the Securities Law.

## INTRODUCTORY PART

This Charter serves as the legal basis for COTANA GROUP Joint Stock Company, a joint stock company established under the Enterprise Law. The Company's regulations, shareholder resolutions, and Board of Directors resolutions, if duly adopted and in accordance with relevant laws, will constitute the binding rules and regulations for conducting the Company's business operations.

The Charter was amended, supplemented, and adopted in accordance with Resolution No. 01/2026/NQ-DHDCD of the Annual General Meeting of Shareholders 2026 dated April 24, 2026.

### I. DEFINITION OF TERMS

#### **Article 1: Definitions**

1. Except where otherwise provided by the provisions or context of this Charter, the following terms shall have the meanings as defined below:
  - a. "Charter capital" refers to the total par value of shares sold or subscribed for upon the establishment of a joint-stock company, as stipulated in Article 5 of these Charters.
  - b. "Voting capital" refers to share capital, whereby the owner has the right to vote on matters within the decision -making authority of the General Meeting of Shareholders .
  - c. "Enterprise Law" refers to Enterprise Law No. 59/2020/QH14, passed by the National Assembly on June 17, 2020.
  - d. "Securities Law" refers to Law No. 54/2019/QH14 on Securities, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 ;
  - e. "Establishment Date" means the date on which the Company was first issued the Enterprise Registration Certificate (Business Registration Certificate or equivalent valid documents). .
  - f. "Enterprise Executive" means the General Director, Deputy General Director, and Chief Accountant.
  - g. "Enterprise Manager" means a company manager, including the Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director, and Chief Accountant;
  - h. "Affiliated Person" means an individual or organization as defined in Clause 46, Article 4 of the Securities Law.

- i. "Shareholder" refers to an individual or organization that owns at least one share of the Company and whose name is listed in the Company's Shareholder Register.
  - j. "Major shareholder" refers to a shareholder as defined in Clause 18, Article 4 of the Securities Law ;
  - k. "Operating period" refers to the Company's operating period as stipulated in Article 2 of these Charters and any extension period (if any) approved by resolution of the General Meeting of Shareholders.
  - l. "Vietnam" refers to the Socialist Republic of Vietnam.
  - m. "Approved auditing firm" refers to an independent auditing firm included in the list of auditing firms approved by the State Securities Commission to conduct audits in accordance with the Enterprise Law and the law on independent auditing.
  - n. The stock exchange refers to the Vietnam Stock Exchange and its subsidiaries.
2. In these Regulations, any reference to one or more other provisions or documents shall include any amendments or replacements thereof.
  3. The headings (chapters, articles) of this Charter are used for convenience of reference and shall not affect the interpretation of the provisions of this Charter;
  4. Words or terms defined in the amended Enterprise Law (unless they conflict with the subject matter or context) shall have the same meaning in these Charters.

**II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION OF THE COMPANY, LEGAL REPRESENTATIVE**

**Article 2: Name, form, head office, branches, representative offices, business locations, and operating period of the Company**

1. Company Name

- Vietnamese name : COTANA Group Joint Stock Company
- English name : COTANA GROUP JOINT STOCK COMPANY
- Abbreviated name : COTANA GROUP JSC.
- Trade name : COTANA GROUP
- Company logo : 

2. The company is a joint-stock company with legal personality in accordance with current Vietnamese law.

3. The company's registered office is:

- Address : Lot CC5A, Linh Dam Peninsula, Hoang Liet Ward, Hanoi City.
- Phone : 024. 35632763 / 024. 35632764
- Fax : 024. 35632762
- E-mail : [cng@cotanagroup.com.vn](mailto:cng@cotanagroup.com.vn)
- Website : [www.cotanagroup.vn](http://www.cotanagroup.vn)

4. The company may establish branches and representative offices in its business area to pursue its operational objectives in accordance with the resolutions of the Board of Directors and within the limits permitted by law.

5. Unless the Company ceases operations prematurely in accordance with Article 52 of these Charters or extends its operations in accordance with Article 53 of these Charters, its operating period shall commence from the date of establishment and shall be indefinite.

### **Article 3. Legal representative of the enterprise**

1. The company has one legal representative , the General Director .

2. The powers of the legal representative of the enterprise:

The legal representative of the enterprise is the individual who represents the enterprise in exercising its rights and fulfilling its obligations arising from the enterprise's transactions, represents the enterprise as a claimant, plaintiff, defendant, or a party with relevant rights and obligations before Arbitration, Courts, and in performing other rights and obligations as prescribed by law.

3. The responsibilities of the legal representative of a business :

- a. To exercise assigned rights and obligations honestly , carefully, and to the best of their ability in order to ensure the legitimate interests of the enterprise;
- b. Be loyal to the interests of the enterprise; do not abuse your position, title, or use the enterprise's information, know-how, business opportunities , or other assets for personal gain or to serve the interests of other organizations or individuals;
- c. To promptly, fully, and accurately inform businesses about businesses that they or their related parties own or have shares or capital contributions in, as stipulated in this Law.

4. The legal representative of the enterprise is personally liable, in accordance with the law, for damages to the enterprise resulting from violations of the responsibilities stipulated in Clause 1 , Article 12 of the Enterprise Law.

### III. COMPANY'S OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS

#### **Article 4 : Company's operational objectives**

1. The Company's business lines and activities are specified in the Company's registration documents submitted to the competent authority, as decided by the General Meeting of Shareholders. From time to time, the General Meeting of Shareholders may decide to amend, supplement, or remove business lines and activities that are no longer appropriate or effective for the Company.

Business Lines of the Company.

No.	Business Lines of the Company	Name of Business Lines
1	5210	Warehousing and storage of goods (excluding real estate business)
2	4311	Demolition
3	4312	Site preparation
4	4933	Road freight transport
5	4932	Other road passenger transport Details: Passenger transportation by car under contract and on fixed routes.
6	4659	Wholesale of machinery, equipment and other machine parts
7	3320	Installation of industrial machinery and equipment
8	2824	Manufacture of mining and construction machinery
9	2816	Manufacture of lifting, lowering, and handling equipment.
10	2599	Manufacture of other metal products not elsewhere classified
11	2592	Mechanical processing; metal treatment and coating Details: Metal processing and fabrication services
12	2511	Manufacturing of metal components
13	2512	Manufacture of metal tanks, containers and storage vessels. Details: Manufacturing of tanks and containers
14	2513	Manufacture of boilers (excluding central heating boilers)
15	2392	Manufacture of building materials from clay Details: Manufacturing of building materials
16	2394	Manufacture of cement, lime, and gypsum
17	2310	Manufacture of glass and glass products
18	2011	Production of basic chemicals Details: Production of chemicals (excluding those prohibited by the state)
19	0810	Extraction of stone, sand, gravel, and clay.
20	7912	Tour operator Details: Business of organizing tours

21	6810	Real estate business, land use rights belonging to the owner, user or lessee. Details: Real estate business
22	1629	Manufacture of other wood products; manufacture of products from bamboo, rattan, straw, and braided materials. Details: Manufacturing of handicrafts, household goods, and interior decoration items.
23	4649	Wholesale of other household goods Details: Buying and selling handicrafts, household wooden furniture, and interior decoration items.
24	4321	Electrical system installation Details: Installation of power lines and substations up to 35kV; Installation of electromechanical and refrigeration systems..
25	7710	Motor vehicle rental
26	6619	Financial services support activities are not classified anywhere. Details: Investment consulting (excluding legal, financial, accounting, auditing, tax, and securities consulting)
27	5629	Other food and beverage services Details: Providing catering services under contract.
28	5610	Restaurants and mobile food service establishments (excluding bars, karaoke rooms, and nightclubs)
29	5590	Other accommodation
30	4330	Completion of construction work
31	8299	Other remaining business support service activities not classified elsewhere. Details: Import and export of goods traded by the Company; <i>(For conditional business activities, the Company may only conduct business when all conditions stipulated by law are met)</i>
32	0220	Logging Details: Logging and forest product exploitation
33	4671	Wholesale of solid, liquid, and gaseous fuels and related products. Details: Wholesale of gas and related products; Wholesale of petroleum and related products.
34	7730	Rental of machinery, equipment and other tangible goods without operators. Details: Rental of construction machinery and equipment
35	7911	Travel agency
36	4610	Agents, brokers, and auctioneers of goods. Details: Buying agent, selling agent, consignment of goods.
37	4322	Installation of water supply and drainage systems, heating and air conditioning systems. Details: Installation of electrical and plumbing systems, air conditioning, and interior and exterior decoration of the building.

38	6821	Real estate brokerage services Details: Real estate services; Real estate consulting services; Real estate advertising services; Real estate management services; Real estate brokerage services
39	<b>4299 (Main)</b>	<b>Construction of other civil engineering works</b> Details: Construction of civil, industrial, transportation, irrigation, and infrastructure engineering projects.
40	4673	Wholesale of other building materials and installation equipment. Details: Wholesale of building materials, construction machinery and equipment, ceiling panels, and waterproofing materials.
41	5510	Hotels and similar accommodation services (excluding bars, karaoke rooms, and nightclubs)

2. Company's operational objectives:

- To conduct profitable business, preserve and grow investment capital in the Company and other businesses; maximize profits, develop production and business activities, bring optimal benefits to shareholders, contribute to the State budget through taxes from production and business activities, and at the same time create jobs and generate income for employees.
- Putting the interests of its employees first, COTANA Group Joint Stock Company recognizes that its people are an invaluable asset and the driving force behind its success.
- To build COTANA Group Joint Stock Company into a strong, efficient, and sustainably growing economic group in Vietnam.

**Article 5 : Scope of Business and Operations**

1. The Company is authorized to plan and conduct all business activities as stipulated in the Business Registration Certificate and these Articles of Association in accordance with applicable laws and regulations, and to take appropriate measures to achieve the Company's objectives.
2. The company may conduct other forms of business permitted by law, subject to the approval of the Board of Directors.
3. The company is permitted to conduct operations nationwide and internationally in accordance with the law.

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

**Article 6 : Charter capital, shares, founding shareholders**

1. The charter capital of the Company is VND 411,492,640,000 (Four hundred eleven billion, four hundred ninety-two million, six hundred forty thousand dong).

The total charter capital of the Company is divided into 41,149,264 shares (Forty-one million, one hundred forty-nine thousand, two hundred sixty-four shares) with a par value of VND 10,000 (Ten thousand dong) per share.

2. The company may increase its charter capital with the approval of the General Meeting of Shareholders and in accordance with the provisions of the law.
3. As of the date of approval of this Charter, the Company's shares consist of common shares. The rights and obligations attached to each type of share are provided in Articles 11 and 12 of this Charter.
4. The company may issue other types of preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of the law.
5. Common shares must be offered preferentially to existing shareholders in proportion to their shareholding in the Company, unless otherwise stipulated by the General Meeting of Shareholders. The Company must announce the offering of shares, specifying the number of shares offered and the appropriate subscription period (at least twenty working days) for shareholders to subscribe. The number of shares not subscribed for will be decided by the Company's Board of Directors. The Board of Directors may distribute these shares to other parties under conditions and in a manner deemed appropriate, but may not sell them under conditions more favorable than those offered to existing shareholders.
6. The company may repurchase shares that it has issued itself in accordance with the procedures stipulated in current law.
7. The company may issue other types of securities in accordance with the law.

#### **Article 7 : Share Certificates**

1. Shareholders of the Company are issued certificates or stock certificates corresponding to the number and type of shares they own, except as provided in Clause 7 of Article 7.
2. Stocks are a type of security that confirms the legal rights and interests of the owner in a portion of the capital. Shares of the issuing organization. Shares must contain all the information as prescribed in Clause 1, Article 121 of the Enterprise Law .
3. Within 60 days (or possibly longer as stipulated in the issuance terms) from the date of full payment for the shares as specified in the Company's share issuance plan, the shareholders will be issued share certificates. Shareholders are not required to pay the Company any fees for printing the share certificates or any other charges.

4. In the event that a share certificate is damaged, altered, lost, stolen, or otherwise destroyed, the shareholder shall be reissued a share certificate by the Company upon the shareholder's request. The shareholder 's request must include the following information :
  - a. Information regarding the stock has been lost, damaged , or otherwise destroyed ;
  - b. We commit to taking responsibility for any disputes arising from the reissuance of new shares.

#### **Article 8: Other securities certificates**

The Company's bond certificates or other securities certificates are issued bearing the signature of the legal representative and the Company's seal .

#### **Article 9: Transfer of Shares**

1. All shares may be freely transferred unless otherwise provided by this Charter or by law. Shares listed on the Stock Exchange shall be transferred in accordance with the provisions of the Securities Law and the regulations of the Stock Exchange.
2. Unpaid shares are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive newly issued shares to increase share capital from equity, the right to purchase newly offered shares, and other rights as stipulated by law .

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

#### **Article 10 : Organizational structure of management**

The company's organizational and management structure includes:

- a. General Shareholders' Meeting
- b. Board of Directors
- c. Supervisory Board
- d. Board of Management

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

#### **Article 11 : Shareholders and Shareholders' Rights**

1. Shareholders are the owners of the company, possessing rights and obligations corresponding to the number and type of shares they own. Shareholders are only liable for the company's debts and other financial obligations to the extent of their capital contribution.

2. Holders of common stock have the following rights:
  - a. Shareholders have the right to participate in and speak at General Meetings of Shareholders and to exercise their voting rights directly or through authorized representatives or other forms as prescribed by the company's charter and the law. Each common share has one voting right.
  - b. Receive dividends at the rate determined by the General Meeting of Shareholders.
  - c. The shareholders are free to transfer their fully paid shares in accordance with the provisions of this Charter, except as provided in Clause 3 of Article 120, Clause 1 of Article 127 of the Enterprise Law and current legislation;
  - d. They are given priority to purchase newly offered shares in proportion to the percentage of common shares they own;
  - e. Review, search, and extract information. Regarding the names and contact addresses in the list of shareholders with voting rights and requesting corrections to inaccurate information ;
  - f. Review, search, extract, or copy the company's charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - g. In the event of the company's dissolution, the shareholder is entitled to receive a portion of the remaining assets corresponding to the number of shares contributed to the company, after the company has paid its creditors and other shareholders as stipulated by law.
  - h. Authorized in writing to represent another person at the Shareholders' General Meeting ;
  - i. They may request the company to repurchase their shares in the cases stipulated in Article 132 of the Enterprise Law;
  - j. To be treated equally. Each share of the same class grants its shareholder equal rights, obligations, and benefits. In the case that the Company has preferred shares, the rights and obligations attached to such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders.
  - k. To have full access to regular and extraordinary information disclosed by the company in accordance with the law;
  - l. To protect their legitimate rights and interests; to request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Enterprise Law;
3. Shareholders or groups of shareholders owning five percent (05%) or more of the total number of common shares have the following rights:

- a. Request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Enterprise Law;
  - b. Review, search, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of Directors, and other documents except those relating to trade secrets and business secrets of the company;
  - c. Request the Supervisory Board to inspect specific issues related to the management and operation of the Company when deemed necessary. Such requests must be in writing and include the following information: full name, contact address, nationality, and legal document number for individual shareholders; name, business registration number or legal document number, and registered office address for organizational shareholders; the number of shares and registration date of each shareholder, the total number of shares held by the shareholder group, and their ownership percentage of the Company's total shares; the issue(s) to be inspected; and the purpose of the inspection.
  - d. Propose matters to be included in the agenda of the General Meeting of Shareholders in accordance with Clause 4, Article 17 of this Charter.;
4. Shareholders or groups of shareholders holding 10% or more of the total number of common shares have the right to nominate individuals to the Board of Directors and the Supervisory Board. The nomination process for the Board of Directors and the Supervisory Board is as follows :
- a. Common shareholders who form groups to nominate candidates for the Board of Directors and the Supervisory Board must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;
  - b. Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders as stipulated in this clause have the right to nominate one or more individuals, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors and the Supervisory Board. If the number of candidates nominated by a shareholder or group of shareholders is less than the number of candidates they are entitled to nominate according to the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

### **Article 12 : Obligations of Shareholders**

Common shareholders have the following obligations:

1. Comply with the Company's Charter and regulations; abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
2. Pay for the committed shares in full and on time as stipulated;
3. Fulfill other obligations as required by applicable law;
4. Individuals are held personally liable for any of the following acts committed in the name of the company:
  - a. Violation of the law;
  - b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c. Pay off debts that are not yet due to mitigate potential financial risks for the company.
5. Shareholders are not permitted to withdraw contributed capital in the form of common shares from the company in any form, except in cases where the shares are repurchased by the company or another party. If a shareholder withdraws part or all of their contributed capital in violation of this provision, that shareholder and any related parties in the company shall be jointly and severally liable for the company's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages.
6. Maintain the confidentiality of information provided by the Company in accordance with this Charter and the law; use the provided information solely to exercise and protect one's lawful rights and interests; and strictly prohibit the dissemination, copying, or forwarding of information provided by the Company to any other organization or individual.
7. Attend the General Shareholders' Meeting and exercise your voting rights through the following methods:
  - a. Attend and vote in person at the meeting;
  - b. Authorize another individual or organization to attend and vote at the meeting;
  - c. Participate and vote via online conference, electronic voting, or other electronic means;
  - d. Submit your ballot to the meeting via mail, fax, or email.

### **Article 13 : General Meeting of Shareholders**

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest authority of the Company. The Annual General Meeting of Shareholders is held once a year. The General Meeting of Shareholders must be held annually within four

months from the end of the financial year. The Board of Directors may decide to extend the Annual General Meeting of Shareholders if necessary, but not more than six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders is determined by where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable venue. The Annual General Meeting of Shareholders decides on matters as prescribed by law and the Company's Articles of Association, particularly approving the annual financial statements and the financial budget for the following fiscal year. If the audit report of the company's annual financial statements contains material exceptions, adverse audit opinions, or disclaimers, the company must invite a representative of the approved auditing firm that audited the company's financial statements to attend the Annual General Meeting of Shareholders. This representative of the approved auditing firm is obligated to attend the Annual General Meeting of Shareholders.
3. The Board of Directors must convene an extraordinary general meeting of shareholders in the following cases:
  - a. The Board of Directors deems it necessary for the benefit of the Company;
  - b. Annual balance sheets, quarterly or semi-annual reports, or audited financial statements of the fiscal year reflecting that half of the charter capital has been lost.;
  - c. When the number of members of the Board of Directors is less than the number of members prescribed by law or is reduced by more than one-third (1/3) of the number of members prescribed in the Charter;
  - d. Upon the request of a shareholder or group of shareholders as stipulated in Clause 3, Article 11 of the Charter, the request to convene a General Meeting of Shareholders must be in writing and must include the following information: full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, and head office address of the organization shareholder; the number of shares and registration date of each shareholder, the total number of shares of the entire group of shareholders, and their ownership percentage in the total shares of the company; and the basis and reasons for requesting the convening of the General Meeting of Shareholders. The request must be accompanied by documents and evidence regarding violations by the Board of Directors, the extent of the violations, or decisions exceeding their authority. Shareholders, or groups

of shareholders, are fully responsible before the law for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the convening of a General Meeting of Shareholders.

- e. At the request of the Supervisory Board. The Supervisory Board may request a meeting if it has reason to believe that members of the Board of Directors or senior management have seriously violated their obligations under Article 160 of the Enterprise Law, or if the Board of Directors acts or intends to act outside the scope of its authority;
  - f. Other cases as prescribed by law.
4. Convening an extraordinary general meeting of shareholders.
- a. The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors or members of the Supervisory Board is less than the minimum number of members as prescribed by law or upon receiving the request as prescribed in points d and e of Clause 3 of this Article. The Board of Directors must convene a General Meeting of Shareholders within sixty ( 60) days from the date the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number of members prescribed in this Charter .
  - b. If the Board of Directors fails to convene an extraordinary general meeting of shareholders as prescribed in point a, Clause 4 of this Article, then within the next 30 days, the Supervisory Board must replace the Board of Directors in convening the general meeting of shareholders as prescribed in Clause 3, Article 140 of the Enterprise Law.
  - c. If the Supervisory Board fails to convene a General Meeting of Shareholders as stipulated in point b, Clause 4 of this Article, the shareholder or group of shareholders making the request as stipulated in point d, Clause 3 of this Article have the right to request a representative of the Company to convene a General Meeting of Shareholders in accordance with the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the convening and conduct of the meeting and make decisions if deemed necessary.

- d. All costs for convening and conducting the General Meeting of Shareholders will be reimbursed by the company. This does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

5. The procedure for organizing a General Meeting of Shareholders is regulated in Clause 5 , Article 140 of the Enterprise Law.

#### **Article 14 : Rights and obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders has the following rights and obligations:
  - a. Approval of the Company's development orientation;
  - b. Deciding on the types of shares and the total number of shares of each type authorized for sale; determining the annual dividend rate for each type of share;
  - c. Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;
  - d. Decisions to invest in or sell assets worth thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial statement;
  - e. Decision to amend and supplement the company's charter;
  - f. Approval of the annual financial statements;
  - g. Decision to repurchase more than ten percent (10%) of the total number of shares sold of each class;
  - h. Review and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
  - i. Decision to reorganize or dissolve the Company;
  - j. Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
  - k. Approve the Internal Governance Regulations; the Regulations on the Operation of the Board of Directors and the Supervisory Board;
  - l. Approve the list of approved auditing firms; decide which auditing firms are approved to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary;
  - m. Other rights and obligations as prescribed by law.
2. The General Shareholders' Meeting discussed and approved the following matters:
  - a. The company's annual business plan;
  - b. Approval of the annual financial statements;

- c. The Board of Directors' report on the governance and performance of the Board of Directors and each member of the Board of Directors; and each independent member of the Board of Directors as stipulated in Clause 80, Article 1 of Decree 245/2025/ND-CP;
- d. Report of the Supervisory Board on the Company's business results and the General Director's performance;
- e. Self-assessment report on the performance of the Supervisory Board and its members;
- f. The annual dividend payout for each type of share is in accordance with the Enterprise Law and the rights associated with that type of share.
- g. Number of members of the Board of Directors and the Supervisory Board;
- h. Approve the list of approved auditing firms; decide which approved auditing firm will conduct audits of the company's operations when deemed necessary ;
- i. Electing and dismissing members of the Board of Directors and the Supervisory Board, and approving the Board of Directors' appointment of the General Director ;
- j. Deciding on the budget or total amount of remuneration, bonuses, and other benefits for members of the Board of Directors and the Supervisory Board;
- k. Amendment and Supplement of the Company's Charter;
- l. The types of shares and the number of new shares to be issued for each type of share, and the transfer of shares by founding members within the first three years from the Date of Establishment;
- m. Dividing, separating, merging, consolidating, or transforming the Company;
- n. Reorganize and dissolve (liquidate) the company and appoint a liquidator;
- o. Decisions to invest in or sell assets of the Company or its subsidiaries with a value of 35% or more of the total value of the Company's assets and its subsidiaries as recorded in the most recent audited financial statements;
- p. The company repurchased more than 10% of the total shares sold of each class;
- q. Approve the Internal Regulations on Corporate Governance, the Regulations on the Operation of the Board of Directors, and the Regulations on the Operation of the Supervisory Board.
- r. Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, the General Director, other managers who are not shareholders, and individuals or organizations related to these entities;

- s. Granting loans or guarantees with a value of 35% or more of the company's total assets as recorded in the most recent audited financial statements to related organizations of members of the Board of Directors, members of the Supervisory Board, General Director, and other managers where the public company and the organization (except in cases where the organization is a shareholder of the company) are companies within the same group or companies operating as a group of companies, including parent-subsidary companies, economic groups;
- t. Approval of a transaction of value of thirty-five percent (35%) or more, or a transaction resulting in a total transaction value arising within twelve (12) months from the date of the first transaction of value of thirty-five percent (35%) or more of the total asset value recorded in the most recent financial statement between the company and one of the following parties:

- Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and related parties of these entities;
- Shareholders, authorized representatives of shareholders owning more than ten percent (10%) of the total common stock of the company and their related parties;
- Businesses whose members of the Board of Directors, Supervisory Board, General Director, and other company managers are required to declare their assets as stipulated in Clause 2, Article 164 of the Enterprise Law;

In this case, shareholders with an interest in the parties involved in the contract or transaction do not have voting rights.

- u. Decisions regarding contracts, loan transactions, lending, and sale of assets with a value exceeding ten percent (10%) of the total value of the company's assets as recorded in the most recent financial statement between the company and shareholders owning fifty-one percent (51%) or more of the total voting shares or related parties of such shareholders.
  - v. Other matters as prescribed by this Charter and the Company's other regulations;
3. All resolutions and matters on the agenda must be discussed and voted on at the General Meeting of Shareholders.

### **Article 15 : Authorization to attend the General Meeting of Shareholders**

1. Shareholders, or authorized representatives of shareholders that are organizations, may attend meetings in person or authorize one or more other individuals or organizations to attend, or attend through one of the forms stipulated in Clause 3, Article 144 of the

Enterprise Law . The authorized representative is not permitted to re-authorize a third party.

2. The authorization for individuals or organizations to represent shareholders at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be in writing . The authorization document must be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder , the name of the authorized individual or organization , the number of shares authorized , the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party .

Authorized representatives attending the General Meeting of Shareholders must submit a letter of authorization when registering to attend. In case of sub-authorization, the attendee must also present the original letter of authorization from the shareholder or the authorized representative of the shareholder (if the organization has not previously registered with the Company ) .

3. A proxy's voting ballot remains valid within the scope of the authorization in any of the following cases:
  - a. The grantor has died, is restricted in their legal capacity, or has lost their legal capacity;
  - b. The authorizing party has revoked the designation of authorization;
  - c. The grantor has revoked the authority of the grantee.

This clause shall not apply if the Company receives notice of any of the above events forty-eight hours before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

### **Article 16 : Changes to Rights**

1. Changes or cancellations of special rights associated with a class of preferred shares take effect when approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders concerning adverse changes to the rights and obligations of preferred shareholders is only approved if it is endorsed by preferred shareholders of the same class present at the meeting who own 75% or more of the total preferred shares of that class, or by preferred shareholders of the same class who own 75% or more of the total preferred shares of that class in the case of a resolution adopted by written ballot.
2. The meeting of shareholders holding a specific class of preferred shares to approve changes to the above rights is valid only if at least 2 shareholders (or their authorized

representatives) holding at least one-third of the total par value of the issued shares of that class are present. If the required number of attendees is not met, the meeting shall be reconvened within the next 30 days, and all shareholders of that class (regardless of the number of persons or shares) present in person or via authorized representatives shall be considered to meet the quorum requirement. At such meetings of preferred shareholders, those present in person or through a representative may request a secret ballot. Each share of the same class carries equal voting rights at these meetings.

3. The procedures for conducting such separate meetings shall be carried out in the same manner as the provisions set forth in Articles 18, 19, and 20 of this Charter..
4. Unless otherwise stipulated in the terms of the share issuance, the special rights associated with preferred shares concerning some or all matters relating to the sharing of the Company's profits or assets shall not be altered when the Company issues additional shares of the same class.

**Article 17 : Convening the General Meeting of Shareholders, the meeting agenda, and the notice of the General Meeting of Shareholders.**

1. The Board of Directors convenes annual and extraordinary general meetings of shareholders. The Board of Directors convenes extraordinary general meetings of shareholders in the cases stipulated in Clause 3, Article 13 of these Charters .
2. The person convening the General Meeting of Shareholders must perform the following tasks:
  - a. Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders ; The Company must publish information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the last registration date;
  - b. Providing information and resolving complaints related to the shareholder list;
  - c. Prepare the program and content for the congress;
  - d. Prepare documents for the conference;
  - e. Draft resolution of the General Shareholders' Meeting based on the agenda of the meeting;
  - f. Determine the time and location for holding the congress;
  - g. Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting.

- h. Other tasks related to the congress.
3. The notice inviting shareholders to the General Meeting is sent to all shareholders using a method that ensures delivery to the contact address registered by the shareholder, and is also published on the Company's website and the Stock Exchange's website. where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send a notice of meeting to all shareholders on the List of Shareholders entitled to attend the meeting at least 21 days before the opening date of the General Meeting of Shareholders (calculated from the date the notice is duly sent or transmitted) . The notice of meeting must include the name, registered office address, business registration number; the name and contact address of the shareholder, the time and place of the meeting, and other requirements for attendees. The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In cases where documents are not sent with the notice of the General Meeting of Shareholders, the notice of meeting must clearly state the link to all meeting documents so that shareholders can access them, including:
    - a. Meeting agenda, documents to be used in the meeting;
    - b. List and details of candidates in the case of electing members of the Board of Directors and members of the Supervisory Board;
    - c. Voting Ballot;
    - d. Draft resolutions for each item on the meeting agenda.
  4. Shareholders or groups of shareholders mentioned in Clause 2, Article 11 of these Charters have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and submitted to the Company at least 3 working days before the opening date of the General Meeting of Shareholders. The proposal must include the shareholder's full name, the number of each type of share held, and the proposed issue to be included in the agenda.
  5. In the event that the person convening the General Meeting of Shareholders refuses a proposal as stipulated in Clause 4 of this Article, they must respond in writing and state the reasons no later than two (02) working days before the opening date of the General Meeting of Shareholders. The person convening the General Meeting of Shareholders has the right to refuse proposals related to Clause 2 of Article 11 in the following cases:
    - a. Petitions that are submitted late, or that are incomplete or do not meet the content requirements stipulated in Clause 4 of this Article ;

- b. At the time of the petition, the shareholder or group of shareholders did not hold at least 5% of the common shares as required by regulations;
  - c. The issue raised in this proposal falls outside the scope of authority of the General Meeting of Shareholders.
6. The person convening the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the proposed agenda and content of the meeting, except as provided in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

### **Article 18 : Conditions for holding a General Meeting of Shareholders**

1. A general meeting of shareholders is considered valid when the number of shareholders present represents more than 50% of the total voting rights.
2. If the first meeting fails to meet the quorum requirements as stipulated in Clause 1 of this Article , a notice of the second meeting shall be sent within 30 (thirty) days from the date of the planned first General Meeting of Shareholders. The second General Meeting of Shareholders shall be held when the number of shareholders attending represents 33% or more of the total voting rights.
3. If the second meeting fails to meet the quorum requirements as stipulated in Clause 2 of this Article , a notice of the third meeting must be sent within 20 (twenty) days from the date of the planned second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes cast by the shareholders present.

### **Article 19 : Procedures for conducting meetings and voting at the General Shareholders' Meeting.**

1. Before the meeting commences , the Company must carry out the shareholder registration procedure and must continue registration until all shareholders entitled to attend the meeting are present and registered. in the following order:
  - a. Upon registering shareholders, the Company will issue each shareholder or authorized representative a voting card, which will include the registration number, the shareholder's full name, the authorized representative's full name, and the shareholder's voting rights. The General Meeting of Shareholders will discuss and vote on each item on the agenda. Voting will be conducted by vote in favor, against, or abstention. At the meeting, voting cards in favor of the resolution will be collected first, followed by those against the resolution. Finally, the total number of votes in favor or against will be counted to make

a decision. The results of the vote count will be announced by the Chairperson immediately before the meeting adjourns. The General Meeting will elect those responsible for counting or supervising the vote count as proposed by the Chairperson. The number of members of the vote counting committee will be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting; In the event that the Company holds an online General Meeting of Shareholders and conducts electronic voting, shareholders and their authorized representatives (if any) access the online General Meeting of Shareholders and electronic voting system, attend, and exercise their voting and election rights.

b. Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has commenced have the right to register immediately and subsequently participate and vote immediately after registration at the meeting. The chairperson is not obligated to stop the meeting to allow late-arriving shareholders to register, and the validity of previously voted-on items remains unchanged.

2. The election of the chairperson, secretary, and vote counting committee is regulated as follows:

a. The General Meeting of Shareholders will be chaired by the Chairman of the Board of Directors. In the absence of the Chairman, the Vice Chairman of the Board of Directors or a person elected by the General Meeting of Shareholders will preside. If none of them can preside, the highest-ranking member of the Board of Directors present will hold a meeting to elect the Chairperson of the General Meeting of Shareholders. The Chairperson does not necessarily have to be a member of the Board of Directors. The Chairman, Vice Chairman, or Chairperson elected by the General Meeting of Shareholders will nominate a secretary to record the minutes of the meeting. In the case of electing a Chairperson, the name of the nominated Chairperson and the number of votes for the Chairperson must be announced. If no Chairperson is elected, the Head of the Supervisory Board will lead the General Meeting of Shareholders to elect a Chairperson, and the person with the highest number of votes will be the Chairperson.

b. Except as provided in point a of this clause, the signatory convening the General Meeting of Shareholders shall preside over the meeting so that the General Meeting of Shareholders can elect the chairman of the meeting, and the person with the highest number of votes shall be the chairman of the meeting.

c. The chairperson appoints one or more people to act as secretaries for the meeting;

d. The general meeting of shareholders elects one or more people to the vote counting committee upon the recommendation of the meeting chairman.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically define the time allocated to each item on the agenda.
4. The Chairperson of the General Meeting shall have the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of the participants.
  - a. Arrangement of seating at the Shareholders ' General Meeting venue ;
  - b. Ensure the safety of everyone present at the meeting venues ;
  - c. To facilitate shareholder attendance (or continued attendance) at the general meeting . The person convening the General Meeting of Shareholders has the full right to change the above - mentioned measures and apply all necessary measures. Measures applied may include issuing entry passes or using other selection methods.
5. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by vote in favor, against, or abstention. The results of the vote count are announced by the chairman immediately before the meeting adjourns.
6. The person convening the meeting or the Chairperson of the General Meeting of Shareholders shall have the following rights:
  - a. Require all meeting attendees to undergo checks or other lawful and reasonable security measures;
  - b. Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairman's authority , intentionally disrupt order, hinder the normal progress of the meeting , or fail to comply with security checks from the General Meeting of Shareholders .
7. The chairperson has the right to postpone a General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 3 working days from the scheduled opening date, and may only postpone or change the meeting location in the following cases :
  - a. Attendees were unable to secure convenient seating at the convention venue.
  - b. The communication facilities at the meeting venue do not guarantee that shareholders attending the meeting can participate in discussions and vote.
  - c. Some attendees obstructed the meeting, disrupted order, and risked preventing the meeting from being conducted fairly and legally.
8. If the chairperson postpones or suspends the General Meeting of Shareholders in violation of the provisions of Clause 7 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson in conducting

the meeting until its conclusion, and all resolutions passed at that meeting shall be effective.

9. In cases where the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Decree No. 155/ND-CP .

### **Article 20 : Conditions for the adoption of a resolution by the General Meeting of Shareholders**

1. following matters shall be adopted if it is approved by shareholders representing 65 % or more of the total voting rights of all shareholders present and voting at the meeting or more than 50% of the total voting shares of all shareholders entitled to vote approve in the case of obtaining shareholders' written opinions, except as provided in Clauses 3, 4 and 6 of Article 148 of the Enterprise Law:
  - a. Types of shares and the total number of shares of each type;
  - b. Changes in industry, occupation, and business sector;
  - c. Changes to the company 's organizational and management structure ;
  - d. Investment projects or the sale of assets with a value of 35% or more of the total assets recorded in the Company's most recent financial statements, except in cases where the Charter prescribes a different ratio or value.;
  - e. Reorganize or dissolve the company;
2. Resolutions are adopted when approved by shareholders holding more than 50% of the total voting rights of all shareholders present and voting at the meeting, except as provided in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Enterprise Law;
3. Voting for members of the Board of Directors and Supervisory Board may be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or Supervisory Board, and shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors or Supervisory Board are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the company's charter is reached. In the event that two (02) or more candidates receive the same number of votes

for the last member of the Board of Directors or Supervisory Board, a re-election will be held among the candidates with the equal number of votes or a selection will be made according to the criteria stipulated in the election regulations. In addition, voting for members of the Board of Directors and the Supervisory Board may be conducted using other methods as stipulated in the election regulations for each election round.

4. In cases where resolutions are adopted through written consultation, the General Meeting of Shareholders' resolution is considered adopted if it is approved by shareholders holding more than fifty percent ( 50%) of the total voting rights of all shareholders entitled to vote.
5. The decisions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date the decision is adopted . If the company has a website, sending the resolution may be replaced by posting it on the company's website.
6. A resolution of the General Meeting of Shareholders concerning matters that adversely affect the rights and obligations of shareholders holding preferred shares shall only be adopted if it is approved by preferred shareholders of the same class present at the meeting, holding at least 75% of the total number of preferred shares of that class, or if approved by preferred shareholders of the same class holding at least 75% of the total number of preferred shares of that class in the case of a resolution adopted by written ballot.
7. Resolutions passed by 100% of the total voting shares at the General Meeting of Shareholders are legal and effective even if the procedures for convening the meeting and passing the resolution violate the provisions of the Enterprise Law and the company's charter.

**Article 21 : Authority and procedures for obtaining shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders**

The authority and procedures for obtaining shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders are carried out according to the following regulations:

1. The Board of Directors has the right to solicit shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the company, including but not limited to the cases specified in Clause 2, Article 147 of the Law on Enterprises;

2. The Board of Directors must prepare Opinion Ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions , and send them to all shareholders with voting rights. at least ten (10) days before the deadline for resubmitting the opinion ballot. The preparation of the list of shareholders to whom the opinion ballot is to be sent shall be carried out in accordance with the provisions of Clause 1 and Clause 2 of Article 141 of the Enterprise Law. The requirements and methods for sending the opinion ballot and accompanying documents shall be carried out in accordance with the provisions of Clause 3 of Article 17 of this Charter. The opinion ballot accompanied by the draft decision and explanatory documents must be sent by a method that ensures delivery to the permanent address of each shareholder;
3. The Opinion Ballot must include the following key information:
  - a. Name, registered office address, business registration number ;
  - b. Purpose of soliciting feedback;
  - c. The full name, contact address, nationality, and legal document number of individual shareholders ; the name, registered office address, nationality, business registration number or legal document number of organizations ; the number of shares of each class and the number of voting rights of the shareholder;
  - d. The issue requires consultation before a decision can be made.
  - e. The voting options include "agree," "disagree," and "no opinion" for each issue being considered .
  - f. The deadline for submitting the feedback form to the company has been set.
  - g. Full name and signature of the Chairman of the Board of Directors;
4. Shareholders may submit their completed opinion ballots to the company by mail, fax, or email in accordance with the following regulations.
  - a. In the case of mailing, the answered opinion ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. Opinion ballots sent to the company must be enclosed in a sealed envelope, and no one is allowed to open them before the ballots are counted. Opinion ballots sent to the company after the deadline specified in the ballot or that have been opened are invalid;

- b. In the case of sending Opinion Ballots by fax or email, the ballots sent to the company must be kept confidential until the time of vote counting;
  - c. Opinion ballots sent to the Company after the deadline specified in the ballot, or that have been opened in the case of mail submissions, or published before the vote count in the case of fax or email submissions, are invalid. Unsent ballots will be considered as non-voting ballots.
5. The Board of Directors counts the votes and prepares a vote counting report in the presence of the Supervisory Board or shareholders who do not hold management positions in the company. The vote counting report must include the following key information:
- a. Name, registered office address, business registration number ;
  - b. The purpose and issues requiring consultation for the adoption of the Resolution;
  - c. The number of shareholders with the total number of votes cast, distinguishing between valid and invalid votes, is included as an appendix listing the shareholders who participated in the vote;
  - d. The total number of votes in favor, against, and abstentions for each issue;
  - e. The issues were approved and the corresponding voting percentages were given ;
  - f. The full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

Board members, vote counters, and vote supervisors shall be jointly liable for the integrity and accuracy of the vote count record; and jointly liable for any damages arising from decisions made due to dishonest or inaccurate vote counting.

6. The vote count minutes and resolutions must be sent to shareholders within 15 days of the completion of the vote count. Alternatively, sending the vote count minutes and resolutions may be done by posting them on the Company's website within 24 hours of the completion of the vote count.
7. The completed Opinion Ballot, vote counting records, the full text of the adopted resolution, and any related documents attached to the ballots must all be kept at the company's head office.

8. A resolution is adopted by written shareholder consultation if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote, and it has the same validity as a resolution adopted at the General Meeting of Shareholders.

## **Article 22 : Resolutions and Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be written in Vietnamese, and may also be written in a foreign language, and must include the following main contents:
  - a. Name, registered office address, business registration number;
  - b. Time and location of the Shareholders' General Meeting;
  - c. Meeting agenda and content;
  - d. The names of the chairperson and secretary;
  - e. Summarize the proceedings and statements made at the General Shareholders' Meeting on each item on the agenda;
  - f. The number of shareholders and the total number of voting shares of shareholders attending the meeting, the appendix listing registered shareholders, and the shareholder representatives attending the meeting with their corresponding shareholdings and voting rights;
  - g. The total number of votes for each matter to be voted on, clearly indicating the voting method, the total number of valid and invalid votes, votes in favor, votes against, and abstentions; and the corresponding percentage of the total votes of shareholders attending the meeting.
  - h. The issues were approved and the corresponding percentage of votes were cast in favor;
  - i. The names, signatures, and titles of the chairperson and secretary. 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 information as stipulated in this clause. The meeting minutes shall clearly state the reason for the chairperson or secretary's refusal to sign the minutes.
2. Resolutions and minutes of the General Meeting of Shareholders must be prepared and approved before the meeting concludes. The chairperson and secretary of the meeting, or

any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes' contents.

3. Resolutions and minutes drawn up in both Vietnamese and foreign languages have equal legal effect. In case of discrepancies in content between the Vietnamese and foreign-language versions of the minutes, the content in the Vietnamese version shall prevail.
4. Resolutions and minutes of the General Meeting of Shareholders must be fully published on the Company's website and the Stock Exchange's electronic portal within twenty-four (24) hours from the date of approval by the General Meeting of Shareholders and in accordance with the provisions of the Enterprise Law.
5. Resolutions, minutes of the General Meeting of Shareholders, appendices listing registered shareholders, adopted resolutions, and related documents attached to the meeting invitation notice must be kept at the company's head office.

### **Article 23 : Request for annulment of a decision of the General Meeting of Shareholders**

Within ninety days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the vote count results of the General Meeting of Shareholders, a shareholder holding 5% of the total number of common shares has the right to request the Court or Arbitration to review and annul the decision of the General Meeting of Shareholders in the following cases:

1. The sequence and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violated the provisions of the Enterprise Law and the company's charter, except as stipulated in Clause 7, Article 20 of this Charter .
2. The content of the Resolution violates the law.

## **VII. BOARD OF DIRECTORS**

### **Article 24 : Nomination and candidacy of Board members**

1. If the candidates for the Board of Directors have been identified, the Company must publish information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders 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 published 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. The information related to candidates for the Board of Directors published shall include at least the following contents:

- a. Full name, date of birth (day, month, year);
  - b. Professional qualifications;
  - c. Work experience;
  - d. Other managerial positions (including board positions in other companies);
  - e. The benefits relate to the Company and its related parties;
  - f. Information about the companies where the candidate holds a board of directors position, other management titles, and any related interests in the candidate's board of directors (if any).
  - g. The full name of the shareholder or group of shareholders nominating the candidate (if any);
  - h. Other information (if any).
2. Shareholders holding at least 10% of the voting shares have the right to combine their individual voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% of the voting shares may nominate one candidate; from 20% to less than 50% of the voting shares may nominate two candidates; from 50% to less than 65% of the voting shares may nominate three candidates; and if 65% or more of the voting shares are held, the full number of candidates nominated will be reached.
  3. In the event that the number of candidates for the Board of Directors, both through nomination and candidacy, is still insufficient to meet the required number. According to Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors may nominate additional candidates or organizations as stipulated in the company's charter, internal regulations on corporate governance, and the operating regulations of the Board of Directors. Candidates nominated by the Board of Directors must be approved by a majority vote of the Board members. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors as prescribed by law.
  4. Members of the Board of Directors must meet the standards and conditions stipulated in Clauses 1 and 2 of Article 155 of the Enterprise Law and the company's charter.

## **Article 25 : Composition and term of office of the Board of Directors**

1. The number of Board of Directors members is five (05) people. The term of office of a Board of Directors member is not more than five (05) years; Board of Directors members may be re-elected for an unlimited number of terms. In the event that all Board of Directors members finish their term at the same time, those members will continue to be Board of Directors members until new members are elected to replace them and take over the work. The number of independent and non-executive Board of Directors members must ensure the following regulations :
  - a. independent /non-executive member in the case of a company with a Board of Directors consisting of 3 to 5 members;
  - b. independent /non-executive members in the case of a company with 6 to 8 members on its Board of Directors ;
  - c. independent /non-executive members in the case of a company with 9 to 11 members on its Board of Directors .
2. The company minimizes the number of Board members holding executive positions within the company to ensure the independence of the Board.
3. A member of the Board of Directors loses their status as a member of the Board of Directors if they are dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Enterprise Law .
4. The appointment of Board members must be disclosed in accordance with the legal regulations on information disclosure in the securities market.
5. Members of the Board of Directors do not necessarily have to be shareholders of the Company.

## **Article 26 : Powers and obligations of the Board of Directors**

1. The Board of Directors is the governing body of the company, having full authority to act on behalf of the company to decide and exercise the rights and obligations of the Company, except for those rights and obligations that fall under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are governed by law, the Charter, the Company's internal regulations, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

- a. Making strategic decisions, developing medium-term growth plans, and formulating annual business plans for the company;
- b. Propose the types of shares and the total number of shares authorized for sale for each type ;
- c. Deciding on the selling price of the Company's shares and bonds ;
- d. Decisions to sell unsold shares within the permitted number of shares for each class; decisions to raise additional capital through other means;
- e. The decision to repurchase shares is governed by Clauses 1 and 2 of Article 133 of the Enterprise Law ;
- f. Decisions on investment options and investment projects are made within the authority and limits prescribed by law;
- g. Deciding on solutions for market development, marketing, and technology;
- h. Proposing the reorganization, dissolution, or bankruptcy of the company;
- i. The audited annual financial statements are presented to the General Meeting of Shareholders;
- j. Reviewing the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to approve decisions;
- k. Approve contracts for purchase, sale, borrowing, lending, and other transactions with a value equal to or greater than 35% of the total assets recorded in the Company's most recent financial statements, except for contracts or transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Enterprise Law;
- l. Electing, dismissing, and removing the Chairman of the Board of Directors; appointing, dismissing, contracting, and terminating contracts with the General Director and other key managers , including their salaries and other benefits; appointing authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies, and deciding on their remuneration and other benefits;

- m. Decisions regarding the company's organizational structure and internal management regulations; decisions on establishing subsidiaries, branches, representative offices; and capital contributions or share purchases in other businesses;
  - n. Supervise and direct the General Director and other managers in the operation of the company's business.
  - o. Appointing and dismissing persons authorized by the Company to act as its commercial representatives and legal counsel;
  - p. Proposing the dividend rate to be paid; deciding on the timeframe and procedures for paying dividends or handling losses incurred during business operations;
  - q. The decision to issue the Regulations on the Operation of the Board of Directors and the Internal Regulations on Corporate Governance will be made after being approved by the General Meeting of Shareholders;
  - r. Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, and other legal regulations.
3. The Board of Directors must report to the General Meeting of Shareholders on its activities as stipulated in Article 280 of Decree No. 155/2020/ND-CP, amended and supplemented by Decree 245/2025/ND-CP .

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

- 1. The company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.
- 2. Board members are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to complete the tasks of the Board member and the daily rate. The Board of Directors determines the remuneration for each member by mutual agreement. The total remuneration and bonuses for the Board of Directors are decided by the General Meeting of Shareholders at its annual meeting.
- 3. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, is shown as a

separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Board members holding executive positions (including the position of Chairman), or board members serving on subcommittees of the Board, or performing other duties which, in the view of the Board, fall outside the ordinary scope of a board member's duties, may be compensated in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as determined by the Board.
5. Board members are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in performing their duties as board members, including expenses incurred in attending meetings of the Board of Directors, or subcommittees of the Board of Directors, or the General Meeting of Shareholders.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company, subject to approval by the General Meeting of Shareholders. This insurance does not cover the liabilities of Board members arising from violations of the law or the Company's Charter.

### **Article 28 : Chairman of the Board of Directors**

1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among its members.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and responsibilities:
  - a. Develop the program and activity plan for the Board of Directors;
  - b. Prepare the agenda, content, and documents for the meeting; convene and chair the Board of Directors meeting;
  - c. Organize the process of passing resolutions by the Board of Directors;
  - d. Oversee the process of organizing and implementing the resolutions of the Board of Directors;
  - e. Chairperson of the Shareholders' General Meeting;
  - f. Other rights and obligations as prescribed by the Enterprise Law.

4. In the event that the Chairman of the Board of Directors submits a resignation or is dismissed, the Board of Directors must elect a replacement within ten days of receiving the resignation or dismissal .
5. In the event that the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and obligations of the Chairman. If there is no authorized person, or if the Chairman is deceased, missing, detained, serving a prison sentence, undergoing administrative measures at a compulsory rehabilitation or educational facility, absent from their residence, restricted or legally incapacitated, impaired in cognition or self-control, or prohibited by a court from holding the position, practicing a profession, or performing certain work, the remaining members shall elect one among themselves to serve as Chairman based on the majority vote of the remaining members, until a new decision is made by the Board of Directors.

#### **Article 29 : Meetings of the Board of Directors**

1. If the Board of Directors elects a Chairman, the first meeting of the Board's term to elect the Chairman and make other decisions within its authority must be held within seven working days from the date of the conclusion of the election of that Board of Directors. This meeting shall be convened by the member with the highest number of votes. If more than one member has the highest number of votes and they are tied, the members who elected by majority vote shall convene the Board meeting.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings .
3. The Chairman must convene a meeting of the Board of Directors, without delay unless there is a valid reason, in the following cases:
  - a. Upon the proposal of the Chief Executive Officer or at least five managerial officers;
  - b. There is a proposal from at least two members of the Board of Directors;
  - c. There is a proposal from the Supervisory Board or an independent member of the Board of Directors .
4. The proposals stipulated in Clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the decisions falling within the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene a Board meeting within seven working days from the date of receiving the request specified in Clause 3 of this Article.

If the Chairman fails to convene the meeting as requested, they shall be held liable for any damages incurred by the Company; the requesters have the right to convene the Board meeting in place of the Chairman.

6. The Chairman of the Board of Directors or the person convening the Board meeting must send the notice of meeting no later than... Three days before the meeting, the meeting notice must specify the time and place of the meeting, the agenda, and the issues to be discussed and decided. The meeting notice must also include the materials to be used at the meeting and the voting ballot for the members.

The meeting notices may be sent by mail, fax, email, or other means, but must ensure that they reach the address of each Board member registered with the company.

7. The Chairman of the Board of Directors or the convener sends the notice of meeting and accompanying documents to the Supervisors as follows: For members of the Board of Directors: Supervisors have the right to attend Board meetings ; they have the right to participate in discussions but are not allowed to vote.
8. Board of Directors meetings shall only be held and decisions made when at least three-quarters of the Board members are present in person or through a substitute representative. If the meeting convened in accordance with this clause does not have the required number of members present, a second meeting shall be convened within seven (07) days from the date of the first scheduled meeting. The second meeting shall be held if more than half (1/2) of the Board members are present.
9. A member of the Board of Directors is deemed to have attended and voted at the meeting in the following circumstances:
  - a. Attend and vote in person at the meeting;
  - b. Authorize another person to attend the meeting and vote as stipulated in Clause 12 of this Article;
  - c. Participate and vote via online conference, electronic voting, or other electronic means;
  - d. Send the voting ballot to the meeting via mail, fax, or email;
  - e. Send the voting ballot by other means as prescribed in the Company's Charter.
10. In the case of sending the voting ballot to the meeting by mail, the ballot must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one hour before the meeting starts. The ballot may only be opened in the presence of all attendees.

11. Members must attend all Board of Directors meetings . Members may authorize another person to attend meetings and vote on their behalf if approved by a majority of the Board of Directors members .
12. Resolutions and decisions of the Board of Directors are adopted if approved by a majority of the members present; in case of a tie, the final decision rests with the side whose opinion is supported by the Chairman of the Board of Directors.
13. Subcommittees of the Board of Directors.
  - a. The Board of Directors may establish subcommittees to oversee development policy, human resources, compensation, internal audit, and risk management. The number of members of a subcommittee shall be determined by the Board of Directors and shall be at least [3 people], including members of the Board of Directors and external members. [Independent members of the Board of Directors/non-executive members of the Board of Directors shall constitute a majority in the subcommittee, and one of these members shall be appointed as the Head of the subcommittee by decision of the Board of Directors.] The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee shall only be effective when a majority of members present and voting on them at the subcommittee meeting.
  - b. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with applicable laws and regulations and the provisions of the company's charter and internal regulations on corporate governance.

### **Article 30: Person in Charge of Corporate Governance**

1. The Company's Board of Directors must appoint at least one person in charge of corporate governance to assist with corporate governance activities within the enterprise. The person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Enterprise Law.
2. The person in charge of corporate governance may not simultaneously work for the approved auditing firm that is auditing the Company's financial statements.
3. The person in charge of corporate governance has the following rights and responsibilities:
  - a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on related matters between the Company and shareholders;

- b. Prepare for meetings of the Board of Directors, Supervisory Board, and General Shareholders ' Meeting as requested by the Board of Directors or the Supervisory Board;
- c. Providing advice on meeting procedures;
- d. Attend meetings;
- e. Providing advice on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations ;
- f. Provide financial information, copies of Board of Directors meeting minutes , and other information to members of the Board of Directors and members of the Supervisory Board;
- g. Monitor and report to the Board of Directors on the Company's information disclosure activities ;
- h. Serving as the primary point of contact with stakeholders;
- i. Maintain the confidentiality of information in accordance with the provisions of law and the Company's Charter.;
- j. Other rights and obligations as prescribed by law.

## **VIII. GENERAL DIRECTOR, COMPANY EXECUTIVE, AND COMPANY SECRETARY**

### **Article 31 : Management Structure**

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the Board's supervision and direction in the daily business operations of the Company. The Company shall have a Chief Executive Officer, several Deputy Chief Executive Officers, and a Chief Accountant appointed by the Board of Directors. The appointment, dismissal, or removal of the above positions must be approved by a resolution or decision of the Board of Directors.

### **Article 32 : Company Executive**

1. The Company Executives include the General Director, Deputy General Directors, and Chief Accountant.
2. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in a number and with qualifications appropriate to the Company's structure and management regulations as stipulated by the Board of Directors . These executives are responsible for supporting the Company in achieving its operational and organizational goals.

3. The General Director receives a salary and bonuses. The General Director 's salary and bonuses are determined by the Board of Directors .
4. Executive salaries are included in the Company's business expenses in accordance with corporate income tax regulations, are presented as a separate item in the Company's annual financial statements, and must be reported to the General Shareholders' Meeting at the annual meeting.

**Article 33: Appointment, dismissal, duties and powers of the General Director**

1. The Board of Directors appoints a member of the Board or another person as the General Director and will sign a contract specifying the salary, compensation, benefits, and other terms related to the employment.
2. The General Director is responsible for managing the company's day-to-day business operations; is supervised by the Board of Directors; and is accountable to the Board of Directors and to the law for the exercise of assigned rights and obligations.
3. The term of office for the General Director shall not exceed 5 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law.
4. The General Director has the following powers and responsibilities:
  - a. To implement the resolutions and decisions of the Board of Directors;
  - b. To make decisions on matters related to the Company's day-to-day business operations that do not fall within the authority of the Board of Directors ;
  - c. To organize and implement the company's business plan and investment strategy;
  - d. Proposing a plan for the company's organizational structure and internal management regulations ;
  - e. Appointing, dismissing, and removing management positions within the Company, except for those positions under the authority of the Board of Directors;
  - f. Decisions regarding salaries and other benefits for employees in the Company, including managers, fall under the appointment authority of the General Director;
  - g. On November 30th of each year, the General Director must submit to the Board of Directors for approval a detailed business plan for the following fiscal year, based on compliance with relevant budget requirements as well as the five-year financial plan.

- h. Propose measures to improve the company's operations and management;
  - i. Prepare the Company's long-term, annual, and monthly budgets (hereinafter referred to as the budget) to support the Company's long-term, annual, and monthly management activities in accordance with the business plan. The annual budget (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information stipulated in the Company's regulations.
  - j. Employee Recruitment;
  - k. Proposing a plan for paying dividends or handling business losses;
  - l. Other rights and obligations as prescribed by law, the company's charter, and resolutions and decisions of the Board of Directors.
5. Report to the Board of Directors and shareholders.

The General Director is accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these bodies when requested.

6. Dismissal

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

**Article 34 : Company Secretary**

When deemed necessary, the Board of Directors shall appoint a company secretary. The person in charge of company administration may also serve as the company secretary, as stipulated in Clause 5, Article 156 of the Enterprise Law. The Board of Directors may dismiss the company secretary when necessary, provided that this does not violate current labor laws. The Board of Directors may also appoint one or more Assistant Company Secretaries from time to time. The roles and duties of the company secretary include:

- a. Assisting in organizing meetings of the Board of Directors, Supervisory Board, and General Shareholders' Meeting;
- b. Record minutes of meetings;
- c. Providing advice on meeting procedures;
- d. Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and the Supervisory Board.

- e. Assisting members of the Board of Directors in exercising their assigned rights and responsibilities ;
- f. Assisting the Board of Directors in applying and implementing corporate governance principles;
- g. Assisting the company in building shareholder relations and protecting the legitimate rights and interests of shareholders; ensuring compliance with information provision obligations, information disclosure, and administrative procedures.

The Company Secretary is responsible for maintaining the confidentiality of information in accordance with the provisions of law and the Company's Charter.

## **IX. SUPERVISORY BOARD**

### **Article 35: Nomination and candidacy of members of the Supervisory Board (Supervisors)**

1. The nomination and election of members of the Supervisory Board shall be carried out in accordance with the provisions of Clauses 1 and 2 of Article 24 of these Charters.
2. If the number of candidates for the Supervisory Board nominated through election and candidacy is insufficient , the incumbent Supervisory Board may nominate additional candidates in accordance with the company's charter , internal regulations on corporate governance, and the Supervisory Board's operating regulations. The incumbent Supervisory Board's nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

### **Article 36 : Composition of the Supervisory Board**

1. The Company's Supervisory Board consists of 3 members. The term of office for a Supervisory Board member is no more than 5 years, and they may be re-elected for an unlimited number of terms.
2. Members of the Supervisory Board must meet the standards and conditions stipulated in Article 169 of the Enterprise Law and must not fall under the following cases :
  - a. Working in the accounting and finance department of the company;
  - b. Being a member or employee of an independent auditing firm that audited the company's financial statements for the three consecutive years prior to the audit .
3. Members of the Supervisory Board are dismissed in the following cases:

- a. No longer meets the qualifications and conditions to be a member of the Supervisory Board as stipulated in Clause 2 of this Article.
- b. Submitted a resignation letter and it was accepted.
4. Members of the Supervisory Board may be dismissed in the following cases:
  - a. Failure to complete assigned tasks/duties.
  - b. Prohibited by law from being a member of the Supervisory Board;
  - c. The person suffers from a mental disorder, and other members of the Supervisory Board have professional evidence demonstrating that the person is no longer capable of acting .
  - d. Failure to exercise one's rights and fulfill one's obligations for six consecutive months, except in cases of force majeure; continuously for six consecutive months, during which time the Supervisory Board did not allow that member to be absent and ruled that the position of that person was vacant ;
  - e. He was dismissed from his position as a member of the Supervisory Board by a decision of the General Meeting of Shareholders.
  - f. Repeated and serious violations of the duties of a member of the Supervisory Board as stipulated in the Enterprise Law and these Charters.
  - g. That member is dead or missing.

### **Article 37: Head of the Supervisory Board**

1. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; election, dismissal, and removal are based on a majority vote . More than half of the members of the Supervisory Board must be residents of Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the business operations of the enterprise.
2. Rights and obligations of the Head of the Supervisory Board:
  - a. Convene a meeting of the Supervisory Board;
  - b. Request the Board of Directors, the General Director , and other executives to provide relevant information for reporting to the Supervisory Board;
  - c. Prepare and sign the Supervisory Board's report after consulting with the Board of Directors for submission to the General Meeting of Shareholders .

### **Article 38 : Rights and obligations of the Supervisory Board**

The Supervisory Board has the rights and obligations as stipulated in Article 170 of the Enterprise Law and the following rights and obligations:

1. Propose and recommend that the General Meeting of Shareholders approve the list of auditing firms approved to audit the Company's financial statements; decide on the auditing firm approved to conduct an inspection of the Company's operations, and dismiss approved auditors when deemed necessary. ;
2. Accountable to shareholders for their supervisory activities;
3. Accountable to shareholders for their supervisory activities; Monitoring the company's financial situation and ensuring compliance with the law in the operations of the Board of Directors members, the General Director, and other managers.
4. Ensure coordinated operations with the Board of Directors, the General Director, and shareholders.
5. Review the company's report on internal control systems before the Board of Directors approves it;
6. Consider the results of the internal investigation and feedback from management.
7. In the event of discovering any violations of the law or the company's charter by members of the Board of Directors, the General Director, or other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences.
8. Develop the operating regulations for the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
9. Reporting to the General Meeting of Shareholders as stipulated in Article 290 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.
10. Has the right to access the Company's records and documents kept at the headquarters, branches, and other locations; has the right to visit the workplaces of the Company's managers and employees during working hours.
11. They have the right to request the Board of Directors, its members, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, operation, and business activities of the Company.
12. Other rights and responsibilities in accordance with the law and this Charter.

### **Article 39 : Meetings of the Supervisory Board**

1. The Supervisory Board must meet at least twice a year, with at least two-thirds of its members in attendance. Minutes of the Supervisory Board meetings must be detailed and clear. The person recording the minutes and all attending Supervisory Board members must sign the meeting minutes. Meeting minutes of the Supervisory Board must be retained to determine the responsibilities of each member .
2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing firms to attend and answer questions requiring clarification.

### **Article 40 : Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board**

1. Members of the Supervisory Board are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total amount of these remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.
3. Salaries and operating expenses of the Supervisory Board are included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws, and must be presented as a separate item in the Company's annual financial statements.

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

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives are responsible for performing their duties, including those as members of the Board's subcommittees, honestly and diligently for the benefit of the Company.

### **Article 41 : Responsibility for honesty and avoiding conflicts of interest**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director , and other managers must disclose their related interests in accordance with the Enterprise Law and relevant legal documents.
2. Members of the Board of Directors, members of the Supervisory Board, the General Director , other managers, and their related parties may only use information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director , and other managers are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, and other companies in which the public company holds a controlling stake of 50% or more of the charter capital, and those entities themselves or their related parties, as stipulated by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with the securities law on information disclosure.
4. A member of the Board of Directors shall not vote on a transaction that provides benefits to themselves or to related persons of that member, in accordance with the Enterprise Law and these Articles of Association.
5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and related parties of these entities are prohibited from using or disclosing insider information to others for the purpose of conducting related transactions.
6. The Company shall not provide loans, guarantees, or credit to members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and their families (who are not shareholders of the Company), or to legal entities in which these individuals have financial interests, unless otherwise decided by the General Meeting of Shareholders.
7. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to these parties shall not be invalidated in the following cases:
  - a. For transactions with a value less than or equal to 35% of the total asset value recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationships and interests of the Board of Directors members, Supervisory Board members, General Director, and other executives, have been reported to the Board

of Directors and approved by a majority vote of the Board members who have no vested interest;

- b. For transactions exceeding 35 % or transactions resulting in a transaction value arising within 12 months from the date of the first transaction of 35% or more of the total asset value recorded in the most recent financial statement, the significant details of such transactions, as well as the relationship and interests of the Board of Directors, Supervisory Board members, General Director, and other executives, have been disclosed to shareholders and approved by the General Meeting of Shareholders through a vote of shareholders without an vested interest.

#### **Article 42 : Liability for Damages and Compensation**

1. Member of the Board of Directors, Members of the Supervisory Board, the General Director, and other executives who violate their duties and responsibilities of honesty and care, or fail to fulfill their obligations, shall be held liable for any damages caused by their misconduct.
2. The Company will indemnify individuals who have been, are, or may become involved in claims, lawsuits, or prosecutions that have been, are being, or may be initiated, whether civil or administrative (and not litigation initiated or carried out by the Company), if such individuals have been or are currently members of the Board of Directors, managers, employees, or authorized representatives of the Company (or its subsidiaries), or if such individuals have acted or are acting at the request of the Company (or its subsidiaries) as members of the Board of Directors, managers, employees, or authorized representatives of another company, partner, joint venture, trust, or legal entity. The expenses to be reimbursed include: incurred expenses (including attorney fees ), judgment costs, fines, and payments actually incurred or deemed reasonable in the settlement of such matters within the framework of the law, provided that the person acted in good faith, due diligence, and with professional competence in a manner that the person believed was in the best interests of the Company, not against the best interests of the Company, in compliance with the law, and there is no finding or confirmation that the person has violated their responsibilities. The Company has the right to purchase insurance for such persons to avoid the aforementioned liability.

#### **XI. RIGHT TO INVESTIGATE THE COMPANY'S BOOKS AND RECORDS**

##### **Article 43 : Right to investigate the company's books and records**

1. Common shareholders have the right to inspect the books and records, as detailed below.:

- a. shareholders have the right to review, search, and extract information about the name and contact address in the list of shareholders with voting rights; request correction of inaccurate information about themselves; review, search, extract, or copy the company's charter , minutes of the General Meeting of Shareholders , and resolutions of the General Meeting of Shareholders ;
  - b. Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to review, examine, and extract minutes and resolutions, decisions of the Board of Directors , interim and annual financial statements , reports of the Supervisory Board, contracts , transactions requiring approval from the Board of Directors, and other documents, except for documents related to the Company 's trade secrets and business secrets .
2. In cases where an authorized representative of a shareholder or group of shareholders requests a search of books and records, they must include a power of attorney from the shareholder or group of shareholders they represent, or a notarized copy of such power of attorney.
  3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives have the right to access the Company's shareholder register, shareholder list, and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.
  4. The Company must keep this Charter and its amendments and supplements, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, resolutions and minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and any other documents as required by law at the headquarters or another location, provided that shareholders and the business registration authority are notified of the location where these documents are kept.
  5. The Company's Charter must be published on the Company's website.

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

### **Article 44 : Employees and the trade union**

The General Director must develop a plan for the Board of Directors to approve matters related to recruitment , employee termination, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and business executives.

The General Director must develop a plan for the Board of Directors to approve matters relating to the Company's relationship with trade unions in accordance with best management standards, practices and policies, Company regulations and applicable laws.

### **XIII. PROFIT DISTRIBUTION**

#### **Article 45 : Profit Distribution**

1. The General Meeting of Shareholders decides on the dividend payout rate and the form of annual dividend payment from the Company's retained earnings.
2. The company does not pay interest on dividend payments or payments related to a particular stock.
3. The Board of Directors may propose to the General Meeting of Shareholders the approval of the payment of all or part of the dividend in shares , and the Board of Directors is the body responsible for implementing this resolution.
4. In the event that dividends or other payments related to a stock are paid in cash, the Company shall make the payment in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by the shareholder. If the Company has transferred the funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be liable for the amount transferred to that shareholder. Dividend payments for shares listed on the Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation .
5. Based on the Enterprise Law and the Securities Law, the Board of Directors passes a resolution specifying a particular date for closing the shareholder list. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends. by cash or stock, or by receiving a notice or other document.
6. Other matters related to profit distribution are handled in accordance with the law.

### **XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM**

#### **Article 46 : Bank Accounts**

1. The company opens accounts at Vietnamese banks or at branches of foreign banks licensed to operate in Vietnam.

2. With prior approval from the competent authority, the Company may, if necessary, open bank accounts overseas in accordance with the law.
3. The company conducts all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the company has opened accounts.

#### **Article 47 : Fiscal Year**

The Company's fiscal year begins on January 1st of each year and ends on December 31st of each year. The first fiscal year begins on the date of issuance of the Business Registration Certificate (or business license for conditional business sectors) and ends on December 31st of the year of issuance of that Business Registration Certificate (or business license).

#### **Article 48 : Accounting System**

1. The accounting system used by the Company is the corporate accounting system issued and approved by the competent authority .
2. The company maintains its accounting records in Vietnamese. The company will retain accounting records in accordance with accounting laws and related legislation. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the company's transactions.
3. The company uses Vietnamese Dong as its accounting currency. If the company's economic transactions are primarily conducted in a foreign currency, it may choose that foreign currency as its accounting currency, is legally responsible for that choice, and must notify the relevant tax authority.

### **XV. REPORTS , ANNUAL REPORTS, INFORMATION DISCLOSURE RESPONSIBILITIES**

#### **Article 49 : Annual, semi-annual, and quarterly financial statements.**

1. The company must prepare annual financial statements, and these statements must be audited in accordance with the law. The company publishes the audited annual financial statements in accordance with the law on information disclosure in the securities market and submits them to the competent state authority .
2. Annual financial statements must include all reports, appendices, and explanatory notes as required by law on corporate accounting. Annual financial statements must truthfully and objectively reflect the company's operational situation.

3. The company must prepare and publish semi-annual and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

### **Article 50: Annual Report**

The company must prepare and publish an Annual Report in accordance with the laws and regulations on securities and the securities market.

## **XVI. COMPANY AUDIT**

### **Article 51 : Auditing**

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of these firms to audit the Company's financial statements for the following fiscal year, based on terms and conditions agreed upon with the Board of Directors . These auditing firms operate legally in Vietnam and are approved by the State Securities Commission to audit listed companies, conducting the Company's audit activities for the following fiscal year based on terms and conditions agreed upon with the Board of Directors. For the first fiscal year, the Board of Directors will appoint an auditing firm to conduct the Company's audit activities after the issuance of the Business Registration Certificate.
2. The audit report is attached to the Company's annual financial statements .
3. The independent auditor conducting the audit of the Company's financial statements will be entitled to attend the General Meeting of Shareholders, receive notices and other information related to the General Meeting of Shareholders , and express their opinion at the meeting on matters related to the audit of the Company's financial statements.

## **XVII. COMPANY SEAL**

### **Article 52 : Business Seal**

1. The seal includes seals made at seal-making establishments or seals in the form of digital signatures as prescribed by law on electronic transactions.
2. The Board of Directors decides on the number, form, and content of the seals of the Company, its branches, and representative offices (if any) .
3. The Board of Directors and the General Director shall use and manage the seal in accordance with current laws and regulations.

## **XVIII. DISSOLVE**

### **Article 53 : Dissolution of the company**

1. A company may be dissolved or cease operations in the following circumstances:
  - a. The company's operating period, as stated in its Articles of Association, has expired without a decision to extend it.
  - b. Dissolved before the scheduled date by decision of the General Meeting of Shareholders.
  - c. The business registration certificate is revoked, except where the Law on Tax Administration provides otherwise .
  - d. Other cases are as prescribed by law.
2. The premature dissolution of the Company (including any extended term) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) as prescribed by law.

### **Article 53 : Extension of operation**

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before the end of the operating term so that shareholders can vote on the extension of the Company's operating term as proposed by the Board of Directors.
2. The operating period is extended when the number of shareholders representing sixty-five percent (65%) or more of the total voting shares of all shareholders present at the General Meeting of Shareholders approves it.

### **Article 54 : Liquidation**

1. At least six months before the end of the Company's operating term or after a decision to dissolve the Company is made, the Board of Directors must establish a three-member Liquidation Committee. Two members shall be appointed by the General Meeting of Shareholders and one member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts.

All costs related to liquidation will be prioritized for payment by the Company before other debts of the Company.

2. The Liquidation Committee is responsible for reporting the date of establishment and the date of commencement of operations to the business registration authority. From that point onwards, the Liquidation Committee will represent the Company in all matters related to the Company's liquidation before the Courts and administrative agencies.
3. The proceeds from the liquidation will be paid out in the following order:
  - a. Liquidation costs;
  - b. Wage arrears, severance pay, social insurance, and other employee benefits as stipulated in collective bargaining agreements and signed employment contracts. ;
  - c. Taxes and other tax-related payments that the Company is liable to pay to the State;
  - d. Loans (if any);
  - e. Other liabilities of the Company;
  - f. The remaining balance after all debts from items (a) to (e) above have been paid will be distributed to the shareholders. Preferred shares will be given priority in payment.

## **XIX. RESOLVING INTERNAL DISPUTES**

### **Article 56 : Resolution of Internal Disputes**

1. In the event of a dispute or complaint related to the Company's operations or to the rights of shareholders arising from the Charter or from any rights or obligations under the amended Enterprise Law, other laws, or applicable administrative regulations, between:
  - a. Shareholders and the Company;
  - b. Shareholders, along with the Board of Directors, Supervisory Board, and the Director or General Director, executive or senior manager

The parties involved will attempt to resolve the dispute through negotiation and mediation. Except in cases involving the Board of Directors or the Chairman of the Board, the Chairman of the Board will preside over the dispute resolution process and will require each party to present the facts relevant to the dispute within 30 working days of the date the dispute arises. In the case of a dispute involving the Board of Directors or the Chairman of the Board, either party may request the appointment of an independent expert to act as arbitrator in the dispute resolution process.

2. If a settlement is not reached within six weeks of the start of the mediation process, or if the mediator's decision is not accepted by the parties, either party may bring the dispute to Economic Arbitration or the Economic Court.

3. Each party will bear its own costs related to the negotiation and mediation process. Court costs will be determined by the court, which party will be responsible for them.

## **XX. AMENDMENT AND SUPPLEMENT OF THE CHARTER**

### **Article 57 : Amendments and Supplements to the Charter**

1. Any amendment or supplement to this Charter must be reviewed and approved by the General Meeting of Shareholders.
2. In the event that there are legal provisions relating to the Company's operations not addressed in this Charter, or in the event that new legal provisions differ from the provisions in this Charter, those legal provisions shall automatically apply and govern the Company's operations.

## **XXI. EFFECTIVE DATE**

### **Article 58 : Effective Date**

1. This Charter consists of XIX chapters and 58 articles, and was unanimously approved by the General Meeting of Shareholders of COTANA Group Joint Stock on the 24th day of April, 2026 with full agreement on the validity of the entire text of this Charter.
2. The charter is drawn up in three copies, all of which are equally valid, including:
  - a. One copy is kept at the Company Office.
  - b. One copy is given to the Board of Directors for safekeeping and use.
3. Copies or extracts of the Company's Charter must bear the signature of the Chairman of the Board of Directors, or the Company's legal representative, or at least half of the total members of the Board of Directors to be valid.

**COTANA GROUP JOINT STOCK COMPANY**  
**LEGAL REPRESENTATIVE**



**LE VAN THANH**