



## PROGRAMME

### ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

#### HANOI THONG NHAT JOINT STOCK COMPANY

**Time** : 9:00 AM, February 26, 2026 - Thursday (reception and registration start at 8:00 AM)

**Location** : Meeting Room No. 1 (2nd floor) - Thong Nhat Hanoi Joint Stock Company;  
Address: Lot A2CN3, Tu Liem Small and Medium-sized Industrial Cluster, Xuan Phuong Ward, Hanoi City.

TIME	CONTENT
08:00 - 09:00	Welcoming delegates and shareholders who have registered to attend the General Meeting, distributing meeting materials
09:00 - 09:05	Opening of the Congress
09:05 - 09:10	Report on the verification of delegates' eligibility to attend the Congress
09:10 - 09:20	- Through the Congress Program - Through the Regulations for Organizing the Congress
09:20 - 09:25	Introducing the Presidium, the Secretary, and the Ballot Counting and Election Committee
09:25 - 10:40	The reports and presentations to be presented at the Congress include:
	1. Report by the Board of Members for 2025 and operational plan for 2026
	2. Report by the Board of Directors on the business performance results for 2025 and the business plan for 2026
	3. Report on the activities of the Supervision Board in 2025 and plan for 2026
	4. Proposal for the approval of the audited financial statements for 2025
	5. Proposal for the selection of an audit firm for the 6-month and annual financial statements of 2026
	6. Proposal for the promulgation of new regulations
	7. Proposal for the issuance of internal regulations on corporate governance.
	8. Proposal for the issuance of the Regulations on the operation of the Board of Directors
	9. Proposal for the issuance of the Regulations on the operation of the Supervisory Board



TIME	CONTENT
	10. Proposal for approval of the dissolution of Thong Nhat - Bac Viet Limited Company and authorization for the Chairman of the Board of Member to represent the Company's interests in carrying out the relevant procedures to recover investment capital
	11. Proposal for the approval of the profit distribution plan for 2025
	12. Proposal for approval of remuneration for the Board of Directors/Supervisory Board for the term 2026 - 2031
	13. Proposal for the approval of the dividend payment plan for 2025
	14. Proposal regarding the dismissal and election of members of the Board of Directors and Supervisory Board for the term 2026 - 2031
	Other content (if any)
10:40 - 10:45	The election committee guides shareholders in filling out voting ballots and proceeds to vote on reports and proposals
10:45 - 11:10	Election of Board of Directors and Supervisory Board members for the 2026-2031 term: approval of election regulations, guidance for shareholders on filling out ballots, and conducting of the election
11:10 - 11:25	Take a break and tour the factory (if available)
11:25 - 11:35	Announcing the results of the vote count and approving the reports and proposals
11:35 - 11:45	Announcement of the results of the vote count for the election of members of the Board of Directors and Supervisory Board for the term 2026 - 2031
11:45 - 11:50	- Present the draft Minutes and Resolutions - Voting to approve the Minutes and Resolutions of the Congress
11:50 - 11:55	Closing of the Congress

*Note: The program may be adjusted or supplemented until the date of the Congress.*

**CONFERENCE ORGANIZING COMMITTEE**



**THONG NHAT HA NOI  
JOINT STOCK COMPANY****SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness***Hanoi, January 21, 2026*

## **REGULATIONS**

### **ORGANIZATION OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS THONG NHAT HANOI JOINT STOCK COMPANY**

- Based on the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Based on the Articles of Association of Thong Nhat Hanoi Joint Stock Company, adopted on December 28, 2021.

The Organizing Committee of the 2026 Annual General Meeting of Shareholders of Thong Nhat Hanoi Joint Stock Company hereby issues the Regulations on the Organization of the 2026 Annual General Meeting of Shareholders as follows:

#### **CHAPTER I**

#### **GENERAL REGULATIONS**

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

- 1.1 This regulation applies to the organization of the 2026 Annual General Meeting of Shareholders (hereinafter referred to as the "Meeting") of Thong Nhat Hanoi Joint Stock Company.
- 1.2 These regulations specify the rights and obligations of shareholders and attendees of the General Meeting, as well as the conditions and procedures for conducting the General Meeting.
- 1.3 Shareholders and other stakeholders are responsible for complying with the regulations set forth in this Charter.

#### **CHAPTER II**

#### **CONDITIONS FOR ATTENDING THE GENERAL MEETING, RIGHTS AND OBLIGATIONS OF SHAREHOLDERS AND ATTENDANTS**

##### **Article 2. Conditions for attending the Congress**

Shareholders or their written authorized representatives whose names are listed in the shareholder register of Thong Nhat Hanoi Joint Stock Company as of the record date are entitled to attend the General Meeting.

##### **Article 3. Rights of shareholders when attending the General Meeting**

- 3.1 The Organizing Committee has publicly announced the agenda for the Congress;
- 3.2 To speak and vote on all items on the General Meeting agenda within the authority of the General Meeting as stipulated by the 2020 Enterprise Law, relevant legal documents, and the Charter of Thong Nhat Hanoi Joint Stock Company;
- 3.3 Each shareholder or authorized representative attending the General Meeting will receive a Voting Card after registering their attendance with the shareholder eligibility verification committee;
- 3.4 The voting value of a Voting Card corresponds to the ratio of the number of voting shares owned by that person or their authorized representative attending the General Meeting to the total number of voting shares held by the delegates present at the General Meeting;
- 3.5 Shareholders and authorized representatives who arrive late to the General Meeting before it concludes have the right to register and participate in voting on issues not yet voted on, but the



Chairman is not obligated to stop the meeting, and the validity of previous voting sessions will not be affected. Shareholders do not have the right to vote while the Vote Counting Committee is counting the ballots.

#### Article 4. Obligations of shareholders when attending the General Meeting

- 4.1 Shareholders or their authorized representatives attending the General Meeting must register their attendance with the Shareholder Eligibility Verification Committee and must present the following documents:
- a) If the shareholder is an individual, they need to bring: their ID card/citizen identification card/passport (original) that is still valid.
  - b) In the case where a shareholder is an individual and authorizes another individual to attend the general meeting, they must bring: (i) the original valid ID card/citizen identification card/passport of the authorized person, (ii) a valid power of attorney in accordance with regulations. **Company's sample.**
  - c) In the case of a shareholder being an organization, the following must be brought: (i) A duly certified copy of the business registration certificate/establishment decision, (ii) The original valid ID card/citizen identification card /passport of the legal representative.
  - d) In the case where a shareholder is an organization and its legal representative authorizes another person to attend the general meeting, the following must be brought: (i) A certified copy of the business registration certificate/establishment decision, (ii) The authorized person's original valid ID card/citizen identification card/passport, and (iii) A valid power of attorney **in the company's prescribed form.**
- 4.2 Comply with the regulations in this Statute, follow the direction of the Chairman of the Congress, and respect the results of the Congress's work.
- 4.3 Maintain security and order, and avoid causing disturbances or chaos during the Congress.
- 4.4 Shareholders or their authorized representatives attending the General Meeting are responsible for attending the meeting from its beginning to its end. If a shareholder, due to force majeure, must leave the meeting before its conclusion, they must contact the Organizing Committee to notify and submit any written opinions (if any) regarding the issues to be voted on at the meeting. If a shareholder leaves the meeting before its conclusion without notifying and submitting written opinions to the Organizing Committee, that shareholder will be deemed to have agreed to all issues to be voted on at the meeting.
- 4.5 During the General Meeting, If shareholders have questions to ask during the discussion, each shareholder may speak for a maximum of **5 minutes**. If this time limit is exceeded, the Chairperson may request shareholders to submit their questions and suggestions in writing. The General Meeting Secretariat will receive these, and the Presiding Committee, within its authority, will respond to the shareholders in a manner consistent with the Company's Articles of Association and applicable laws.

#### Article 5. Rights and obligations of the Chairman of the Congress

- 5.1 The General Shareholders' Meeting will be chaired by the Chairman of the Board of Member of the company.
- 5.2 The Chairman's decision on matters of procedure, formalities, or events arising outside the agenda of the Congress shall be final and binding;
- 5.3 The chairperson carries out the tasks deemed necessary to conduct the General Meeting in a valid and orderly manner, or to ensure that the General Meeting reflects the wishes of the majority of shareholders present;
- 5.4 The Chairperson may request that all attendees of the Congress undergo security checks or other security measures; request the competent authority to maintain order at the Congress; expel those who do not comply with the Chairperson's instructions, intentionally disrupt order, hinder the normal proceedings of the Congress, or fail to comply with security check requirements from the meeting;
- 5.5 The Chairman may, at any time, postpone the General Meeting to another time in accordance with the provisions of the 2020 Enterprise Law and the Charter of Thong Nhat Hanoi Joint Stock Company without consulting the General Meeting if he deems that:
- a) The conduct of those present that hinders or is likely to hinder the orderly conduct of the meeting;
  - b) The delay was necessary so that the work of the Congress could proceed properly.
- 5.6 Moderating the exchange and discussion:



- a) The Chairperson has the right to answer only key questions related to the agenda of the General Meeting. The Chairperson will not explain matters of a technical nature or those serving the specific needs of individual shareholders;
- b) For questions not directly related to the content of the 2026 Annual General Meeting but within the scope of shareholders' rights and interests, the Secretariat will compile them and the Presiding Committee will answer them in other forms in accordance with the Company's Charter and the provisions of the law.
- c) Questions and comments that could not be answered during the 2026 Annual General Meeting due to time constraints will also be answered by the Presiding Board through other means to the shareholders who raised those questions or comments.

**Article 6. Presidium**

- 6.1 The Presidium consists of 3 people: 1 chairman and 2 members.
- 6.2 The Chairman of the Board of Member is the Presiding Officer of the General Meeting (Chairman of the Presidium). The Chairman of the Presidium conducts the General Meeting according to the agenda and program that the Board of Member had planned to approve before the meeting.
- 6.3 The Presidium's responsibilities:
  - a) Conduct the activities of the General Meeting according to the agenda set by the Board of Member and approved by the General Meeting;
  - b) Instruct delegates and the Congress to discuss the items on the agenda;
  - c) Present drafts and conclusions on necessary issues for the Congress to vote on;
  - d) Responding to the issues raised by the Congress;
  - e) Addressing issues that arise throughout the Congress.
- 6.4 The working principles of the Presidium: The Presidium operates on the principles of collective decision-making, democratic centralism, and majority rule.

**Article 7. Congress Secretariat**

- 7.1 The Secretariat consists of two members appointed by the Chairman and announced to the Congress. The Secretariat is accountable to the Chairman and the Congress for its duties.
- 7.2 The Secretariat performs support tasks as assigned by the Chairman, such as recording minutes of the General Meeting proceedings, drafting documents, conclusions, and announcements from the Chairman to shareholders when requested; and presenting the meeting minutes and draft resolutions to the General Meeting.
- 7.3 Receive shareholder registration forms and any complaints (if any).

**Article 8. Shareholder eligibility verification committee, vote counting committee and election committee.**

**The shareholder eligibility verification committee, the vote counting committee, and the election committee consist of 3 people, including 1 chairman and 2 members.**

- ❖ The Shareholder Eligibility Verification Committee, selected and appointed by the Shareholders' General Meeting Organizing Committee, has the following functions and duties:
  - a) Verify the eligibility of shareholders or authorized representatives attending the meeting: Check the relevant documents as stipulated in Clause 4.1, Article 4 of these Regulations.
  - b) Distribute meeting documents and voting cards to shareholders or their authorized representatives.
  - c) Report to the General Meeting on the results of the verification of shareholder eligibility to attend the meeting.
- The Shareholder Eligibility Verification Committee has the right to establish a support unit to fulfill the Committee's duties.
- ❖ The vote counting committee, which also serves as the election committee, is nominated by the Chairman of the Congress and approved by a vote of the Congress before the Congress convenes.
- The vote counting committee, which also serves as the election committee, must ensure the integrity of the vote counting process. The vote counting committee is legally and shareholder-exempt if any irregularities occur.
- The vote counting committee, which also serves as the election committee, has the following responsibilities:



- a) Instruct shareholders attending the General Meeting on how to use their voting cards;
- b) The vote count should be conducted by category: Agree, Disagree, and Abstain immediately after the Congress votes;
- c) Record the results of the voting by shareholders and their authorized representatives on the issues put to a vote at the General Meeting;
- d) Summarize and report to the Chairman the results of the voting on the issues of the Congress.

### CHAPTER III

## PROCEDURE FOR CONDUCTING THE CONGRESS

#### Article 9. Conditions for holding the Congress

The General Meeting is conducted when the number of shareholders in attendance represents **more than 50%** of the total voting rights according to the shareholder list compiled at the time of closing the list for convening the General Meeting.

#### Article 10. Procedures for conducting the Congress

- 10.1 The Congress meeting is scheduled to last half a day, according to the specific schedule announced by the Congress organizing committee.
- 10.2 The Congress will discuss and approve the items outlined in the Congress program in turn.
- 10.3 Shareholders or authorized representatives wishing to express their opinions must:
  - a) Register and submit the Discussion Registration Form to the General Meeting Secretariat. To ensure order during the discussion, shareholders who have registered to speak in advance as stated in the General Meeting invitation will be given priority to speak first;
  - b) With the approval of the Chairman of the Congress;
  - c) The speeches must be concise, within the allotted time for discussion, and in line with the Congress program.

#### Article 11. Program and agenda of the Congress

- 11.1 The agenda and content of the meeting must be approved by the Congress during the opening session. The agenda must clearly specify the time allocated for each item on the agenda.
- 11.2 In the event of any changes to the meeting agenda already included in the shareholder meeting invitation, these changes must be approved by the General Meeting.

#### Article 12. Voting and adoption of issues at the Congress

- 12.1 Each shareholder or authorized representative attending the General Meeting will be issued a "Voting Card" containing the shareholder/authorized representative's identification number and the total number of shares the shareholder/authorized representative owns, along with the corresponding number of voting shares. The voting card will be used to vote on matters requiring approval at the General Meeting.
- 12.2 **Voting method using a show of hands**
  - a) Issues to be voted on by raising voting cards:
    - ✓ Through the Congress Program;
    - ✓ Through the list of the Presidium;
    - ✓ Through the list of the Secretariat, the Vote Counting Committee, and the Election Committee;
    - ✓ Through the Regulations on the organization of the congress;
    - ✓ Through the Regulations on the election of members of the Board of Member and the Supervision Board;
    - ✓ Through the Minutes of the Meeting and the Resolutions of the General Shareholders' Meeting;
    - ✓ Other matters falling under the authority of the Congress (if any).
  - b) Voting method by **raising voting cards**:
    - ✓ Shareholders and their authorized representatives vote on each item on the General Meeting agenda. When voting on an issue presented at the General Meeting, shareholders vote by raising their voting cards. The voting results are determined by counting the number of "Approve," "Disapprove," and "Abstain" votes.



- ✓ For each issue requiring a vote, the Chairperson will ask shareholders for their opinion in the following order: "Agree," "Disagree," or "No opinion." If a shareholder does not raise their voting card, it will be considered that they have no opinion. For each issue requiring an opinion, shareholders may only raise their voting card once.
- ✓ Immediately after the voting process to approve the contents presented at the Congress is completed, the vote counting committee will proceed with counting the votes and announce the results to the entire Congress.

### 12.3 Secret ballot method (Voting slip)

#### a) Items to be voted on by secret ballot:

- ✓ Board of Member' report on business performance in 2025 and business plan for 2026;
- ✓ Report of the Executive Board on business performance in 2025 and business plan for 2026;
- ✓ Report on the activities of the Supervision Board in 2025 and plan for 2026;
- ✓ Proposal for approval of the audited financial statements for 2025;
- ✓ Proposal for selecting an auditing firm for 2026;
- ✓ Proposal for the promulgation of new regulations;
- ✓ Proposal for the issuance of internal regulations on corporate governance;
- ✓ Proposal for the issuance of the Regulations on the operation of the Board of Member;
- ✓ Report on the issuance of the Regulations on the operation of the Supervision Board;
- ✓ Proposal for approval of the policy to dissolve Thong Nhat - Bac Viet Limited Company and authorization for the Chairman of the Board of Member to represent the Company's interests in carrying out the relevant procedures to recover investment capital;
- ✓ Report on the distribution of profits and allocation of funds from the business results of 2025;
- ✓ Proposal for approval of remuneration for the Board of Member/Supervision Board for the term 2026 - 2031;
- ✓ Proposal regarding the distribution of dividends from undistributed profits in 2025
- ✓ Proposal for the dismissal and election of members of the Board of Member and Supervision Board for the term 2026 - 2031.

Other matters fall under the authority of the Congress (if any).

#### b) Voting method by **secret ballot (Voting ballot)**:

- ✓ Shareholders and authorized representatives should tick (✓) one of the boxes "Agree/Disagree/No Opinion" on the issue to be voted on, as indicated in the Voting Form; Sign and clearly write their full name on the Voting Form;
- ✓ After completion, shareholders and their authorized representatives cast their votes into the ballot box located in the meeting room;
- ✓ After ensuring that all shareholders and authorized representatives attending the general meeting have cast their votes , the Vote Counting Committee will proceed with counting the votes and announce the results to the entire General Meeting.

### 12.4 Voting rules

- a) Each 01 (one) share is equivalent to one vote. Each attending delegate will be issued 01 Voting Slip;
- b) Issues of the General Meeting are approved when they are endorsed by shareholders holding **more than 50%** of the total voting rights of all shareholders present at the meeting;
- c) Specifically, the following matters of the General Meeting shall be approved if they are supported by shareholders representing **65% or more**. The total number of votes cast by all shareholders present at the meeting that approve:
  - ✓ Types of shares and the total number of shares of each type;
  - ✓ Changes in industry, occupation, and business sector;
  - ✓ Changes to the company's organizational and management structure;
  - ✓ An investment project or sale of assets with a value exceeding 35% of the total asset value recorded in the company's most recent financial statement;
  - ✓ Reorganize or dissolve the company;
  - ✓ Other matters are governed by the company's Articles of Association.



**Article 13. Minutes of the General Meeting of Shareholders**

All proceedings at the General Meeting must be recorded by the Secretariat in the General Meeting Minutes. The minutes are read and approved before the closing of the General Meeting and are filed as per regulations.

**CHAPTER IV****OTHER TERMS AND CONDITIONS****Article 14. Order of the Congress**

- 14.1 Shareholders or their authorized representatives attending the General Meeting must be seated in the designated seats or areas as instructed by the meeting organizers. They must comply with the seating arrangements made by the meeting organizers.
- 14.2 Shareholders who wish to copy documents or recordings must register with the Presiding Board and will be fully responsible in the event that any information provided is inaccurate or inconsistent with the content of the General Meeting.
- 14.3 Maintain order at the meeting; no mobile phones are allowed during the session. All mobile phones brought into the meeting must be set to vibrate mode.
- 14.4 Comply with the regulations governing the General Meeting of Shareholders and the chairman's direction of the meeting.

**Article 15. Cases where the Congress is unsuccessful**

- 15.1 If the 2026 Annual General Meeting of Hanoi Thong Nhat Joint Stock Company does not meet the quorum requirements as stipulated in Article 10 of these Regulations, a second meeting must be convened within 30 days from the date the first 2026 Annual General Meeting was scheduled to commence. The second meeting will be held when the number of attendees, including shareholders and authorized representatives, represents at least 33% of the total voting shares.
- 15.2 If the second convened meeting fails to meet the quorum requirements as stipulated in Clause 1 of this Article, a third meeting shall be convened within 20 days from the date the second meeting was scheduled to commence. In this case, the General Meeting shall proceed regardless of the number of shareholders or authorized representatives in attendance and shall be deemed valid and shall have the right to decide on all matters that the 2026 Annual General Meeting of Shareholders is entitled to approve.

**CHAPTER V****EFFECTIVE DATE****Article 16. Effective Date**

- 16.1 This regulation, comprising 5 chapters and 16 articles, was adopted and came into effect at the 2026 Annual General Meeting of Shareholders of Thong Nhat Hanoi Joint Stock Company.
- 16.2 The Chairperson is responsible for conducting the Congress in accordance with these Regulations;
- 16.3 Shareholders and attendees of the General Meeting are responsible for complying with the provisions of these Regulations.

**Recipient:**

- Board of Member, Board of Supervision;
- Save HR.

**BOARD OF MEMBERS CHAIRMAN****Vu Ngoc Tu**



THONG NHAT HA NOI JOINT STOCK COMPANY

**BOARD OF MEMBER**

SOCIALIST REPUBLIC OF VIETNAM

**Independence - Freedom - Happiness**

Number: 01/2026/BC-TN-HDQT

Hanoi, January 21, 2026

## ACTIVITY REPORT

### OF THE BOARD OF MEMBER 2025 AND FOR ACTIVITIES IN 2026

Dear: **Annual General Meeting of Shareholders 2026 of Thong Nhat Hanoi Joint Stock Company**

First, on behalf of the Board of Member of Thong Nhat Hanoi Joint Stock Company (BOD), I would like to extend a warm welcome to all distinguished delegates and shareholders attending the 2026 Annual General Meeting of Shareholders of the Company.

The Board of Member hereby reports to the Annual General Meeting of Shareholders 2025 on the Board's activities in 2025 and its operational plan for 2026 with the following contents:

#### I. REGARDING THE STRUCTURE AND ORGANIZATION OF THE BOARD OF MEMBER

The structure of the Board of Member in 2026 is as follows:

1. Mr. Vu Ngoc Tu - Chairman
2. Mr. Dinh Vu Minh Viet - Member
3. Mr. Phi Trong Thanh - Member
4. Mr. Nguyen Van Tuan - Member
5. Ms. Vu Thi Phuong - Member

#### II. BOARD OF MEMBER ASSESSMENT OF BUSINESS PERFORMANCE IN 2025

The Board of Member believes that in 2025, the Vietnamese economy will continue to maintain a stable and positive recovery trend, **amidst** the volatile global economic environment. Key features include:

- **Economic growth remains at a relatively high level**, and the government continues to steadfastly pursue its goals of macroeconomic stability, inflation control, support for production and business activities, and promotion of domestic consumption.
- **Monetary policy is managed flexibly**, and interest rates remain relatively stable, creating more favorable conditions for businesses to access capital for production and business operations.
- **As people's incomes and consumer needs gradually improve**, the trend of using environmentally friendly products that support health, sports, and green transportation is increasing.
- **Aiming for greater transparency of information and databases**, counterfeit goods, imitation products, and goods of unknown origin are being strictly controlled.

To develop its business operations, the company has made great efforts to overcome all difficulties. In summary, in 2025, the company achieved a net revenue of... Revenue reached 219.6 billion VND, with sales exceeding 172,400 bicycles of all types. Compared to the same period last year, Net revenue has grown by 20% compared to 2024. The Southern bicycle market, after two years of the company's entry



into it, has developed very rapidly, recording sales of nearly 20,000 products. In the context of the challenging economy in general and the bicycle market in particular, the company's ability to maintain and grow compared to 2025 affirms the efforts and dedication of the company's management.

At the same time, the company also focuses on innovation and improving product designs to suit consumer tastes. In the past year, the company has developed 15 new product models to diversify its product segment and aim to improve customer service quality.

The warehouse system, machinery, and production equipment are also being reorganized, upgraded, and repaired to ensure both production volume and product quality. The company has invested over 6.1 billion VND in fixed assets, including warehouse flooring systems, conveyor belt systems, and frame storage systems.

### **III. BOARD OF MEMBER ASSESSMENT OF THE EXECUTIVE COMMITTEE'S PERFORMANCE**

The Board of Member highly appreciates the efforts of the Management Board in managing production and business operations in 2025. Despite the many difficulties in the overall economic context, the management board has helped the company maintain growth and stabilize its production and business operations, as well as the lives of its employees.

The Board of Member believes that with the capabilities, qualities, spirit, and sound yet flexible solutions of the Executive Board, the Company will gradually overcome difficulties and challenges to seize opportunities in the future.

### **IV. ACTIVITIES OF THE BOARD OF MEMBER IN 2025**

The Board of Member operates under a democratic centralism, making decisions by majority vote. Decisions of the Board of Member are issued in accordance with the Enterprise Law, the Company Charter, resolutions of the General Meeting of Shareholders, and the operating regulations of the Board of Member, while ensuring the best interests of the Company. (In 2025) The Board of Member has approved 10 resolutions to manage and direct the Company's production and business activities (details are in the attached list of Resolutions 2025).

In particular, in line with the policy of focusing capital and resources on core production and business activities, the Company's Board of Member negotiated with its partner, Thong Nhat - Bac Viet Co., Ltd., to recover the distributed profit from investment activities amounting to 30 billion VND.

### **V. PLAN AND DIRECTION OF ACTIVITIES OF THE BOARD OF MEMBER FOR 2026**

The company continues to maintain its bicycle manufacturing operations, actively seeking opportunities for cooperation and business development in related fields based on its existing mechanical engineering foundation. It also continues to implement solutions to recover capital from its investment in Thong Nhat - Bac Viet Co., Ltd. in order to focus resources on its core business.

The Board of Member has identified the need to strengthen supervision and closely monitor activities to ensure financial safety. Training human resources and continuing to invest in machinery and technology to serve production and business, along with upgrading the warehousing system, will be key factors determining the company's success.

In parallel, the Board of Member also pays special attention to implementing production and business plans, communication, brand development, improving legal risk management, internal control, and continuously directing the Executive Board to closely monitor environmental protection and occupational safety.

At the same time, the Board of Member decided to continue recovering investment capital from Thong Nhat - Bac Viet Co., Ltd. in order to focus all resources on the Company's main production and business activities in 2026.



Some financial targets for 2026 are as follows:

No.	TARGETS	AMOUNT OF MONEY (UNIT: VND)
1	Total number of vehicles sold (Unit: units)	220,000
2	Total revenue	320,000,000,000
3	Total cost	309,000,000,000
4	Total profit before tax	11,000,000,000

The above is the Board of Member report on activities in 2025 and the plan for activities in 2026. The Board of Member respectfully submits this report to the General Meeting of Shareholders for consideration and comments so that the Board of Directors can finalize the report as a basis for implementation.

On behalf of the Board of Member, I would like to express my gratitude to all shareholders for their trust and commitment to Thong Nhat Hanoi Joint Stock Company over the past year. I wish all shareholders and distinguished guests good health, happiness, and prosperity. I wish the General Meeting great success.

*The Board of Member sincerely Thanks!*

**Recipient:**

- As addressed to;
- Board of Member;
- Save HR.

**BOARD OF MEMBERS**

**CHAIRMAN**



*Vu Ngoc Tu*

## LIST OF BOARD OF MEMBER RESOLUTIONS 2025

No.	Resolution Number	Day	Content	Approval rate
01	01/NQ-TN-HĐQT	March 27, 2025	Through the extension of the time for holding the 2025 Annual General Meeting of Shareholders	100%
02	01A/NQ-TN -HĐQT	March 31, 2025	Approval has been granted for the lease of premises at 10B Trang Thi Street to Tiny Cafe Joint Stock Company	100%
03	010425/NQ-HĐQT/TNBike	April 10, 2025	Through borrowing capital from Vietnam Foreign Trade Commercial Bank - Ha Thanh Branch	100%
04	02/NQ-TN-HĐQT	April 17, 2025	Through the organization of the 2025 Annual General Meeting of Shareholders: Record date for shareholders: May 8th; Meeting date: June 18th, 2025	100%
05	02A/NQ-TN-HĐQT	April 23, 2025	Through the termination of business cooperation with Tiny Cafe Joint Stock Company.	100%
06	03/NQ-TN-HĐQT	April 29, 2025	Through the 2025 General Shareholders' Meeting, it is proposed to dismiss Mr. Pham Van Minh from the Board of Directors and elect one additional member to replace him	100%
07	04/NQ-TN-HĐQT	May 5, 2025	Through the 2025 General Shareholders' Meeting, the following decisions are made: to dismiss Mr. Vu Ha Nam from the Board of Directors and elect one new member to replace him; to dismiss Mr. Nguyen Ho Ngoc from the Supervisory Board and elect one new member to replace him	100%
08	05/NQ-TN-HĐQT	June 3, 2025	Through loan financing, guarantee issuance, and credit approval at Military Commercial Joint Stock Bank - Trang An Branch	100%
09	06/NQ-TN-HĐQT	September 3, 2025	<ul style="list-style-type: none"> <li>- Approved the policy of investing in infrastructure for the factory at Lot A2CN3, Tu Liem Industrial Cluster, Xuan Phuong, Hanoi.</li> <li>- Through the policy of investing in infrastructure and machinery and equipment to support assembly and warehousing for the Southern Office at Lot 31, Street 3, Tan Tao Industrial Park, Tan Tao Ward, Ho Chi Minh City</li> <li>- Estimated budget for the two aforementioned initiatives</li> </ul>	100%
10	07/NQ-TN-HĐQT	November 30, 2025	<ul style="list-style-type: none"> <li>- Through financial settlement of uncollectible accounts receivable from Thien Lam Production, Service &amp; Trading Joint Stock Company: VND 6.178.649.575</li> <li>- Through the settlement of uncollectible accounts receivable from other parties: VND 1.956.932.543</li> </ul>	100%



THONG NHAT HA NOI JOINT STOCK COMPANY

**BOARD OF DIRECTORS**

SOCIALIST REPUBLIC OF VIETNAM

**Independence - Freedom - Happiness**

Number: 02/2026/BC-TN-BDH

Hanoi, January 21, 2026

**REPORT****RESULTS OF PRODUCTION AND BUSINESS ACTIVITIES IN 2025  
AND PRODUCTION AND BUSINESS PLAN FOR 2026****Dear: Annual General Meeting of Shareholders 2026****Thong Nhat Ha Noi Joint Stock Company**

The Board of Directors hereby reports to the Annual General Meeting of Shareholders 2026 on the business results for 2025 and the business plan for 2026 with the following contents:

**I. RESULTS OF PRODUCTION AND BUSINESS ACTIVITIES IN 2025****1. The company's advantages and disadvantages****1.1 Favorable:**

The company has invested in additional resources, as well as improved many technologies and machinery, and applied information technology to production and business management.

The marketing programs are implemented in depth, interacting directly with consumers, along with many activities accompanying dealers and distributors, contributing to increased brand awareness. As a result, the company's production and revenue have grown, increasing its competitiveness against many competitors in the market.

The company continues to maintain its market share in the North while expanding its distribution network in the South through diverse sales channels nationwide. As a result, the company's products are now present and brand recognition has increased in all provinces and cities across the country.

Resolution No. 68-NQ/TW dated May 4, 2025, of the Politburo on the development of the private economy, along with comprehensive administrative procedure reforms, has created momentum to boost Vietnam's private economy in general and Hanoi Thong Nhat Joint Stock Company in particular, providing many opportunities for development and making positive contributions to the national economy's growth in the new era. In addition, the government's policies against counterfeit goods have helped create a fairer and more competitive market, indirectly contributing to the company's increased revenue and profits.

**1.2 Hard:**

Besides the advantages mentioned above, Thong Nhat Hanoi Joint Stock Company also faces many difficulties and challenges, specifically as follows:

Due to the influence of the international export market, a large amount of inventory from the Chinese market has flooded into Vietnam, making the market highly competitive. The continued presence of goods with unclear origins and goods traded through unofficial channels without invoices or documentation means that competition in the market remains fierce and intense.

Geopolitical tensions, particularly the trade tensions between the US and China, have affected global supply chains, input material prices, and government exchange rate policies have caused significant fluctuations in exchange rates towards the end of the year, greatly impacting the company's profit margins.

The company still has 117 billion VND invested outside its core business (accounting for 33.23% of the company's total assets), so it still has to borrow at a relatively high interest rate (incurring over 3.89 billion VND in interest expenses per year).

**Thong Nhat Ha Noi Joint Stock Company**Address: 10B Trang Thi Street, Hoan Kiem Ward, Hanoi City | Website: [www.thongnhat.com.vn](http://www.thongnhat.com.vn)

Tel: 024 - 3857.2699 | Fax: 024 - 3857.2744



## **2. Business and production situation in 2025**

### **2.1 Sales activities:**

The company's leadership has made efforts to find and maintain a dealer network in the North and expand and deepen its presence in the Southern market, covering all project clients. Thanks to these efforts, the company achieved the following results in 2025:

- With over 172,400 bicycles sold, net revenue reached VND 219,6 billion, a 20% increase compared to the same period last year.
- Expanding the distribution network in both the North and South, and collaborating with large and professional retailers such as AEON and Dien May Xanh, Thong Nhat bicycles are now available in provinces and cities nationwide.
- Organizing a customer conference in Q4 2025 will help strengthen relationships, express gratitude to dealer customers who have partnered with Thong Nhat, and affirm professionalism, building trust in the hearts of customers.

### **2.2 Production work:**

In 2025, the company will continue to reorganize its warehouses and factories to ensure they are neat, efficient, and convenient for production. The company will focus on upgrading and repairing outdated machinery and equipment to improve labor productivity and product quality.

Numerous technological advancements have fundamentally transformed production technology, reducing lead times, increasing productivity, and resulting in higher-quality products.

Applying the 5S and 4M principles to production, establishing key material consumption standards, arranging machinery, and reorganizing workshop layouts helps improve production processes and increase productivity.

Over 6.1 billion VND was invested in purchasing new machinery, equipment, and production management software to increase productivity, such as overhead conveyor systems and warehouse flooring systems.

### **2.3 Human Resources Policy:**

The management structure is being gradually restructured towards a more streamlined approach. The company has issued numerous additional regulations, procedures, and rules to improve the quality of management. The leadership and management at all levels are attentive and approachable to employees, listening to and incorporating feedback to continuously improve the management mechanisms and systems.

Organizing training courses for staff, middle and senior management is carried out to gradually improve knowledge and skills and enhance the quality of human resources, meeting the company's requirements in the next development phase;

Implementing various new policies and benefits will help employees feel secure in their work and remain committed to the company in the long term.



## 2.4 Financial and accounting work:

As analyzed above, in 2025 the Company faced many difficulties and challenges, but thanks to the efforts of the management board, net sales revenue increased by 20% compared to 2024. In particular, implementing the consistent policy of focusing all resources on production and business, the Company negotiated with its partner to recognize financial revenue from the profit share of its affiliated company, Thong Nhat - Bac Viet Co., Ltd., amounting to VND 30 billion, specifically:

No.	TARGETS	AMOUNT (VND)
1	Net revenue from sales and services	219,598,734,686
2	Cost of goods sold	179,242,764,658
3	Gross profit from sales and services	40,355,970,028
4	Financial operating revenue	30,409,146,614
5	Financial costs	3,889,466,163
	<i>In which: Interest expense</i>	<i>3,889,466,163</i>
6	Cost of goods sold	18,004,966,940
7	Business management costs	13,632,612,694
8	Net profit from business operations	35,238,070,845
9	Other income	66,726,255
10	Other expenses	855,720,770
11	Other profits	(788,994,515)
12	Total accounting profit before tax	34.449.076.330
13	Current corporate income tax expense	1,050,314,420
14	Profit after corporate income tax	33,398,761,910

## II. PRODUCTION PLAN FOR 2026

### 1. Plan of financial targets for 2026

In 2026, the company expects to achieve the following results:

No.	TARGETS	AMOUNT (VND)
1	Total revenue	320,000,000,000
2	Total cost	309,000,000,000
3	Total profit before tax	11,000,000,000

## **2. Implementation solution**

Focus on decisively directing the implementation of production and business targets and tasks in 2026 and the Resolutions of the General Meeting of Shareholders and the Board of Directors, assigning specific tasks to each department/division, and each department/division assigning specific plans to each employee, as follows:

### **2.1 For the sales and new product research and development departments:**

- Strengthen market research, especially in the emerging Southern market. Develop new products to diversify product segments, with the current focus primarily on mid-range and affordable vehicles;
- The target is to sell 220,000 vehicles;
- Launch: 5 to 10 new products;
- Continue to expand the distribution network nationwide;
- Searching for and exporting to international markets;
- Maintain and strengthen reputation and brand image, and enhance market position;
- Implementing marketing programs helps the Thong Nhat bicycle brand spread throughout the community and become deeply ingrained in the minds of consumers;
- We seek experienced distributors and partners with a long-term commitment to the company's products to minimize transportation costs and enhance the company's distribution capabilities to all regions nationwide;
- Researching new product lines that suit consumer preferences, with a particular focus on researching and developing electric-assisted bicycles;
- Strengthen warranty policies and other after-sales policies and services.

### **2.2 For the Purchasing Department:**

- Continue building a supply chain system with guaranteed quality and reasonable prices; seek new sources of raw materials, improve quality standards, and gradually access raw material sources that meet export standards to the US and European markets...

### **2.3 For the Production Department:**

- Ensure productivity and quality, and promptly meet the requirements of the sales department;
- Continue to promote investment in modernizing equipment and machinery for production ;
- Simultaneously with upgrading machinery and equipment, the company focuses primarily on improving product quality, bringing production into management according to modern standards, applying advanced production management models from around the world, and streamlining the organizational structure to improve the efficiency and productivity of employees, thereby indirectly increasing the income of staff and workers.

### **2.4 For the Human Resources Department:**

- Promote comprehensive digital transformation with active participation from the leadership team, all departments, and staff members;
- Developing corporate culture and orienting the company's work environment towards a professional, dynamic, and modern model.



The above is the report on business performance in 2025 and the business plan for 2026 from the Board of Directors.

*Board of Directors reports and wishes the Congress great success!*

**Recipient :**

- As addressed to;
- Board of Member;
- Board of Directors;
- Save HR.

**BOARD OF DIRECTORS  
GENERAL MANAGER**



**Dinh Vu Minh Viet**



THONG NHAT HA NOI JOINT STOCK COMPANY

**SUPERVISION BOARD**

SOCIALIST REPUBLIC OF VIETNAM

**Independence - Freedom - Happiness**

Number: 03/2026/BC-TN-BKS

Hanoi, January 21, 2026

## ACTIVITY REPORT OF THE SUPERVISION BOARD IN 2025 AND PLAN FOR 2026

**Dear: The General Meeting of Shareholders Hanoi Thong Nhat Joint Stock Company**

- Based on the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Based on the Charter of Organization and Operation of Hanoi Thong Nhat Joint Stock Company, hereinafter referred to as the Company;
- Based on the business performance results of Thong Nhat Hanoi Joint Stock Company in 2025;
- The 2025 audit report provided by Vietnam Auditing and Valuation Company Limited on January 20, 2026.

The Supervision Board of Thong Nhat Hanoi Joint Stock Company hereby reports to the Annual General Meeting of Shareholders 2026 on the situation regarding the inspection and supervision of the Company's production and business activities in 2025 and the Supervision Board's activity plan for 2026 as follows:

### INSPECTION COMMITTEE'S ACTIVITIES REVIEW DURING THE YEAR 2025

#### 1. Tasks completed in 2025

Supervision Board, consisting of 3 members, has performed its duties within the functions and powers stipulated in the Company Charter, complying with the provisions of the Enterprise Law and relevant internal regulations to inspect and supervise compliance with the law, the implementation of the Company Charter, and the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors. Specific tasks performed include:

- To monitor the compliance of the Board of Directors and the Executive Board with the law and the company's charter in the management and operation of the company;
- Appoint representatives to attend regular and extraordinary meetings to monitor and provide timely recommendations during the Company's production and business operations;
- Review the legality and reasonableness of business activities in 2025;
- Review and monitor the issuance of resolutions and decisions by the Board of Directors and the Executive Board;
- Regularly monitor and follow up on the debt collection situation at the Company, and the progress of the handover from the State-owned Company to the Joint Stock Company;





- Examine the reasonableness, legality, honesty, and level of prudence in the organization of accounting, statistics, and financial reporting. Review and verify the Company's 2025 financial statements audited by Vietnam Auditing and Valuation Company Limited;

- In 2025, the Supervision Board did not receive any requests from shareholders or groups of shareholders holding 5% or more of the shares to review the Company's operations, the management of the Board of Directors and the General Director's Board.

## 2. Results of the inspection and monitoring activities of the Control Board

### 2.1. Results of monitoring the company's operational and financial performance.

2025 financial statements were audited by Vietnam Auditing and Valuation Company Limited.

The key indicators according to the audited financial statements are as follows:

Unit: VND

Target	As of December 31, 2025	As of January 1, 2025
- Cash and cash equivalents	22,577,795,060	13,469,348,268
- Accounts receivable from customers	8,000,193,684	20,500,227,225
- Short-term receivables	239,259,726	340,953,067
- Pay the seller in advance.	3,036,236,700	2,033,150,049
- Inventory	106,123,150,595	74,118,886,914
- Other current assets	3,133,407,677	1,832,351,318
- Fixed assets	59,410,212,746	58,944,760,959
- Long-term financial investment	117,025,553,713	117,025,553,713
- Other long-term assets	3,442,781,700	4,437,501,114
- Construction costs in progress	16,624,687,253	5,617,417,563
<b>Total capital</b>	<b>352,179,878,854</b>	<b>296,997,943,071</b>
- Short-term debt	101,776,273,940	79,993,100,067
- Equity capital	250,403,604,914	217,004,843,004
<i>In there:</i>		
+ Owner's investment capital	237,000,000,000	237,000,000,000
+ Undistributed profits	13,396,012,147	(20,002,749,763)

(Source: Excerpt from audited financial statements for 2025 )

Target	2025	2024
<b>Revenue</b>		
- Sales revenue	219,598,734,686	182,721,191,151
- Financial revenue	30,409,146,614	534,800,534
- Other income	66,726,255	81,019,763
<b>Total revenue</b>	<b>250,074,607,555</b>	<b>183,337,011,448</b>
<b>Expense</b>		
- Cost of goods sold	179,242,764,658	150,320,463,527

Target	2025	2024
- Financial operating expenses	3.889,466,163	3,421,091,024
- Cost of goods sold	18.004,966,940	12,212,130,933
- Business management costs	13,632,612,694	12,354,396,848
- Other expenses	855,720,770	717,492,528
<b>Total cost</b>	<b>215,625,531,225</b>	<b>179,025,574,860</b>
Total accounting profit before tax	34,449,076,330	4,311,436,588
Corporate income tax payable	1,050,314,420	But
Net profit after corporate income tax	33,398,761,910	4,311,436,588

(Source: Excerpt from audited financial statements for 2025)

The audit opinion of Vietnam Auditing and Valuation Company Limited on the Company's financial statements for 2025 is a qualified opinion, specifically as follows:

***"The basis for a qualified audit opinion"***

***Regarding the investment in the Associate Company - Thong Nhat Bac Viet Limited Company.***

*We were unable to perform an audit of the financial statements for the fiscal year ended December 31, 2025, of Thong Nhat Bac Viet Company Limited. Therefore, we lack sufficient grounds to determine whether any adjustments are required to the investment in the associate company as of December 31, 2025.*

***Qualified audit opinion***

*In our opinion, except for the impact of the issue mentioned in the paragraph "Basis for the qualified audit opinion", the financial statements fairly and reasonably reflect, in all material respects, the financial position of Hanoi Thong Nhat Joint Stock Company as of December 31, 2025, as well as the results of its business operations and cash flow for the fiscal year ended on the same date, in accordance with Vietnamese accounting standards, the Vietnamese corporate accounting system, and relevant legal regulations concerning the preparation and presentation of financial statements."*

(Source: Excerpt from audited financial statements for 2025)

**2.2. Regarding the company's business performance.**

In 2025, the Company's operations complied with the Enterprise Law, the Company's Charter, and other legal regulations. Production and business results and accounting data were recorded accurately and legally.

**3. Results of monitoring the Board of Directors and the Executive Board.**

**3.1 Results of the Board of Member' monitoring**

- The Board of Member has fully fulfilled its management responsibilities, complying with the Enterprise Law, the Company's Charter, resolutions of the General Meeting of Shareholders, and other legal regulations;



- The Board of Member has held regular meetings in accordance with the requirements of managing and operating the Company's business activities;
- The resolutions of the Board of Member have been issued in accordance with the authority of the Board of Member, and the content of these resolutions complies with the resolutions of the General Meeting of Shareholders, the Enterprise Law, the Company's Charter, and other legal regulations.

### **3.2 Results of the Board Directors monitoring**

- Board of Directors has fully and promptly implemented the Decisions and Resolutions of the Board of Directors and the General Meeting of Shareholders, proactively developed management plans, and streamlined the personnel structure;
- Board of Directors regularly holds monthly briefing meetings to implement the Company's production and business plan for the month, and to provide guidance and corrective measures for shortcomings and deficiencies in production and business operations.
- The Company's Executive Board has developed and submitted to the Board of Member for promulgation regulations and rules regarding the functions, duties, and powers of the Company's departments, labor regulations, and other regulations and rules within its authority.

### **4. Assess the coordination between the Supervision Board, the Board of Member, and the Board Directors**

In 2025, the Supervision Board was facilitated by the Executive Board in carrying out its assigned tasks, being provided with full information through regular and extraordinary meetings of the Executive Board, through resolutions, decisions, and guiding documents of the Board of Directors, the Company's Management Board, and other relevant Departments/Divisions/Units.

## **PART II. SOME RECOMMENDATIONS OF THE SUPERVISION BOARD**

In 2025, in order to achieve the Company's development goals and to preserve business capital, the Supervision Board recommends the following to the Board of Member and the Board of Directors:

### **1. For investments**

Based on Report No. 01/HĐTV dated January 17, 2026, from the Chairman of the Board of Members of Thong Nhat - Bac Viet Co., Ltd. regarding the report on the operational situation in 2025 and the proposal to consider the dissolution of this Company in 2026, the Supervision Board proposes to the Board of Member & the Board of Directors The General Meeting of Shareholders is requested to consider a plan to recover the value of the investment in Thong Nhat Bac Viet Co., Ltd. in order to allocate resources to the main production and business activities.

### **2. Strengthening risk management in production and business operations**

- The Board of Member and the Board of Directors will continue to strengthen governance and management, creating conditions for the Company to develop stably, achieve and surpass the financial targets set by the General Meeting of Shareholders, and ensure maximum benefits for the company and its shareholders;
- Implement business restructuring and closely monitor production costs to ensure efficient use of capital.
- Maximize the advantages of the Company's business locations;
- Strengthening debt management to ensure the company's operational efficiency;
- Focus on developing strategic, long-term bicycle projects in other potential markets;

- With an appropriate investment strategy, cautiously expand into new investment areas.
- Enhance the effectiveness and strictly enforce sanctions in the implementation of the Company's regulations, rules, and operating procedures;
- Planning and implementing policies to supplement and improve the quality of human resources to meet the increasing demands of production and business activities;
- Strengthening forecasting is crucial for mitigating risks in business operations.

### **PART III. ACTIVITY PLAN OF THE SUPERVISION BOARD FOR 2026**

1. Enhance the capacity and effectiveness of each member of the Supervision Board;
2. Regularly update on relevant government regulations and policies related to the Company's business operations; resolutions, decisions, and guiding documents from the Board of Member and the Management Board;
3. Inspect and monitor compliance with state regulations and policies, adherence to operational procedures and regulations, and compliance with guidance documents issued by the Executive Board. Ensure that inspection and control activities are conducted in a logical, transparent, and highly effective manner;
4. Based on the Resolution of the next Annual General Meeting of Shareholders, the Supervision Board will conduct inspections and supervision of the Company's production and business activities in 2026;
5. Monitor whether the resolutions and decisions issued by the Executive Board are consistent with the Company's charter and current regulations;
6. Supervising the auditing firm's performance in auditing the 2026 financial statements;
7. Determine and assess the accuracy, completeness, and reasonableness of the information in the Company's financial statements and business reports. Review the Company's financial statements, business performance reports, and annual audit reports;
8. Perform other duties as required.

The above is the complete report on activities in 2025 and the plan for activities in 2026 of the Supervision Board. The Supervision Board respectfully submits this to the General Meeting of Shareholders for consideration and approval.

*The Supervision Board sincerely thanks you!*

**Recipient :**

- As addressed to;
- Board of Member;
- Board of Directors;
- Board of Supervision
- Save HR.

**BOARD OF SUPERVISION  
PREFECT**



**NGUYEN HONG THUY**



**THONG NHAT HA NOI  
JOINT STOCK COMPANY****SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

Number: 01/2026/TTr-TN-HĐQT

Hanoi, January 21, 2026

## REPORT

**Regarding: Approval of audited financial statements for fiscal year 2025****Dear: The General Meeting of Shareholders of Thong Nhat Hanoi Joint Stock Company**

- *Based on the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Based on the Charter of Organization and Operation of Thong Nhat Hanoi Joint Stock Company.*

The Board of Member has approved the financial statements of Thong Nhat Hanoi Joint Stock Company for the fiscal year 2025. Audited by Vietnam Auditing and Valuation Company Limited. The audit report includes the following specific exceptions:

**" The basis for a qualified audit opinion"****Regarding the investment in the Associate Company - Thong Nhat Bac Viet Limited Company.**

We were unable to perform an audit of the financial statements for the fiscal year ended December 31, 2025, of Thong Nhat Bac Viet Company Limited. Therefore, we lack sufficient grounds to determine whether any adjustments are required to the investment in the associate company as of December 31, 2025.

**Qualified audit opinion**

In our opinion, except for the impact of the issue mentioned in the paragraph "Basis for the qualified audit opinion", the financial statements fairly and reasonably reflect, in all material respects, the financial position of Hanoi Thong Nhat Joint Stock Company as of December 31, 2025, as well as the results of its business operations and cash flow for the fiscal year ended on the same date, in accordance with Vietnamese accounting standards, the Vietnamese corporate accounting system, and relevant legal regulations concerning the preparation and presentation of financial statements."



In accordance with the law and the Company's charter, the Board of Member respectfully submits to the General Meeting of Shareholders for approval the full audited financial statements, including: the Report of the General Director, the Audit Report, the Balance Sheet, the Income Statement, the Cash Flow Statement, and the Notes to the Financial Statements.

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

*Thank you very much!*

**Recipient:**

- As addressed to;
- Board of Member, Board of Supervision;
- Save HR.

**BOARD OF MEMBERS**

**CHAIRMAN**



Vu Ngoc Tu





**THONG NHAT HA NOI JOINT STOCK COMPANY**

**FINANCIAL STATEMENTS**

**for fiscal year ended 31/12/2025**

**(Audited)**

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**THONG NHAT HA NOI JOINT STOCK COMPANY**

No. 10B, Trang Thi Street, Hoan Kiem Ward,  
Hanoi City, Vietnam

**REPORT OF THE BOARD OF GENERAL DIRECTOR**

The Board of General Directors of Thong Nhat Ha Noi Joint Stock Company (the "Company") presents its report and the Company's Financial statements for fiscal year ended 31/12/2025.

**Company**

THONG NHAT HA NOI JOINT STOCK COMPANY

**Certificate of business registration**

Thong Nhat Ha Noi Joint Stock Company which was established and operating activities under Business License No 0100100424 issued by Ha Noi Department of Investment and Planning for the first time on 02 December 2005, 6th re-registered on 05 March 2025. The company switched to a joint stock company model from 27 February 2017.

**Head office**

No. 10B, Trang Thi Street, Hoan Kiem Ward, Hanoi City, Vietnam.

**Board of Member**

The Board of Member in the fiscal year and to the reporting date are:

Mr	Vu Ngoc Tu	Chairman	
Mr	Pham Van Minh	Vice president	Dismissed in 6/2025
Mr	Vu Ha Nam	Member	Dismissed in 6/2025
Mr	Phi Trong Thanh	Member	
Mr	Dinh Vu Minh Viet	Member	
Mr	Nguyen Van Tuan	Member	Appointed in 06/2025
Ms	Vu Thi Phuong	Member	Appointed in 06/2025

**The Board of Directors**

The The Board of Directors of the Company who held office during the period and to the date of this report are as follows:

Mr	Dinh Vu Minh Viet	General Director
Mr	Phi Trong Thanh	Deputy General Manager

**Board of Supervision**

The Board of Supervision of the Company who held office during the period and to the date of this report are as follows:

Mr	Nguyen Ho Ngoc	Head of Control Department	Dismissed in 6/2025
Ms	Nguyen Thi Hong Thuy	Head of Control Department	Appointed in 06/2025
Mr	Chu Van Vuong	Member	
Mr	Bui Ngoc Son	Member	Appointed in 06/2025

**Legal representative**

Mr	Vu Ngoc Tu	Chairman
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**Auditors**

Vietnam Auditing and Valuation Company Limited (AVA).

**Responsibilities of The Board of General Director for Financial statements**

**THÔNG NHẬT HÀ NỘI JOINT STOCK COMPANY**

No. 10B, Trang Thi Street, Hoan Kiem Ward,  
Hanoi City, Vietnam

The Board of General Directors is responsible for the Financial statements of each financial year which give a true and fair view of the state of affairs of the Company and of its operation results and cash flows for the period. In preparing those Financial statements, the Board of Directors is required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgments and estimates that are reasonable and prudent;
- State whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Board of General Directors is responsible for ensuring that proper accounting records are kept which disclosed, with reasonable accuracy at any time, the financial position of Company and to ensure that the accounting records comply with the registered accounting system. It is responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

We, the Board of General Directors, confirm that Financial statements at as 31/12/2025 prepared by us, give a true and fair view of the financial position, its operation result for the accounting period ended at the same day accordance with the Vietnamese Accounting System and comply with relevant statutory requirements.

Hanoi, January 5th, 2026  
On behalf of The Board of Directors,  
General Director   
  
**Dinh Vu Minh Viet**





No: **13**/BCKT-TC/AVA.NV8

## **INDEPENDENT AUDITOR'S REPORT**

**To: The Board of Management and The Board of Directors  
Thong Nhat Ha Noi Joint Stock Company**

We have audited the Financial statements of Thong Nhat Ha Noi Joint Stock Company, prepared on 05/01/2026 as set out on pages 06 to 26, including Statement of financial position as at 31/12/2025, Income Statement, Statement of cash flows for fiscal year ended 31/12/2025 and Notes to financial statements.

### **Board of General Director' Responsibility**

The Board of General Director is responsible for the preparation of Financial statements that give a true and fair view in accordance with Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory requirements relevant to preparation and presentation of financial statements and for such internal control as management determines is necessary to enable the preparation of Financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these Financial statements based on our audit. We conducted our audit in accordance with Vietnamese Standards on Auditing. Those standards require that we comply with standards, ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the Financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

***Basis for qualified opinion***

***Regarding investments in associate companies - Thong Nhat - Bac Viet Co.,Ltd***

We were unable to perform audit procedures on the Financial Statements for the fiscal year ended December 31, 2025, of Thong Nhat Bac Viet Co., Ltd. Consequently, We were unable to determine any impacts, if any, and the necessary adjustments to the carrying value of the Company's investment in the associate as at 31 December 2025.

***Qualified opinion***

In our opinion, except for the effect of the matter referred to in the paragraph Basis for qualified opinion, the Separate financial statements give a true and fair view, in all material respects, of the financial position Thong Nhat Ha Noi Joint Stock Company as at 31 December 2025, and of the results of its operations and its cash flows for the year then ended in accordance with the Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory requirements relevant to preparation and presentation of financial statements.

VIETNAM AUDITING AND  
VALUATION COMPANY LIMITED



Nguyen Bao Trung  
Vice General Director  
Registration certificate  
0373-2023-126-1  
Ha Noi, January 20th, 2026

Nguyen Xuan Hoang  
Auditor  
Registration certificate  
4907-2024-126-1



**BALANCE SHEET**

As at 31/12/2025

Unit: VND

ASSETS	Code	Note	Closing	Opening
<b>A. CURRENT ASSETS</b>	<b>100</b>		<b>155,310,043,442</b>	<b>110,606,109,722</b>
<b>I. Cash and cash equivalents</b>	<b>110</b>	<b>V.1</b>	<b>22,577,795,060</b>	<b>13,469,348,268</b>
1. Cash	111		2,577,795,060	13,469,348,268
2. Cash equivalents	112		20,000,000,000	-
<b>II. Short-term investments</b>	<b>120</b>	<b>V.2</b>	<b>12,200,000,000</b>	<b>6,500,000,000</b>
3. Held to maturity investments	123		12,200,000,000	6,500,000,000
<b>III. Short-term accounts receivable</b>	<b>130</b>		<b>11,275,690,110</b>	<b>14,685,523,222</b>
1. Short-term trade receivables	131	V.3	8,000,193,684	20,500,227,225
2. Short-term advances to suppliers	132	V.5	3,036,236,700	2,033,150,049
3. Short-term loan receivables	136	V.6	239,259,726	340,953,067
4. Short-term provision for doubtful debts (*)	137	V.4	-	(8,188,807,119)
<b>IV. Inventories</b>	<b>140</b>	<b>V.7</b>	<b>106,123,150,595</b>	<b>74,118,886,914</b>
1. Inventories	141		106,123,150,595	74,118,886,914
<b>V. Other current assets</b>	<b>150</b>		<b>3,133,407,677</b>	<b>1,832,351,318</b>
1. Short-term prepaid expenses	151	V.8	393,946,992	707,064,721
2. Deductible VAT	152		2,416,402,718	346,185,569
3. Taxes and other receivables from the State	153	V.13	323,057,967	779,101,028
<b>B. NON - CURRENT ASSETS</b>	<b>200</b>		<b>196,869,835,412</b>	<b>186,391,833,349</b>
<b>I. Long-term receivables</b>	<b>210</b>		<b>366,600,000</b>	<b>366,600,000</b>
1. Other long-term receivables	216	V.6	366,600,000	366,600,000
<b>II. Fixed assets</b>	<b>220</b>		<b>59,410,212,746</b>	<b>58,944,760,959</b>
1. Tangible fixed assets	221	V.9	56,765,105,259	57,456,523,464
- Cost	222		110,500,212,570	105,914,676,995
- Accumulated depreciation (*)	223		(53,735,107,311)	(48,458,153,531)
7. Intangible fixed assets	227	V.10	2,645,107,487	1,488,237,495
- Cost	228		3,230,520,000	1,680,520,000
- Accumulated depreciation (*)	229		(585,412,513)	(192,282,505)
<b>III. Investment properties</b>	<b>230</b>		<b>-</b>	<b>-</b>
<b>IV. Long-term unfinished asset</b>	<b>240</b>		<b>16,624,687,253</b>	<b>5,617,417,563</b>
2. Construction in progress	242	V.11	16,624,687,253	5,617,417,563
<b>V. Long-term investments</b>	<b>250</b>		<b>117,025,553,713</b>	<b>117,025,553,713</b>
2. Investments in joint ventures, associates	252	V.2	117,025,553,713	117,025,553,713
<b>VI. Other long-term assets</b>	<b>260</b>		<b>3,442,781,700</b>	<b>4,437,501,114</b>
1. Long-term prepaid expenses	261	V.8	3,442,781,700	4,437,501,114
<b>TOTAL ASSETS(270=100+200)</b>	<b>270</b>		<b>352,179,878,854</b>	<b>296,997,943,071</b>

# BALANCE SHEET

As at 31/12/2025

				Unit: VND
RESOURCE	Code	Note	Closing	Opening
<b>A. LIABILITIES</b>	<b>300</b>		<b>101,776,273,940</b>	<b>79,993,100,067</b>
<b>I. Current liabilities</b>	<b>310</b>		<b>101,776,273,940</b>	<b>79,993,100,067</b>
1. Short-term Trade payables	311	V.12	29,692,086,576	7,239,063,564
2. Short-term Advances from customers	312		72,776,299	783,797,792
3. Tax payables and statutory obligations	313	V.13	292,902,515	71,753,965
4. Payables to employees	314		2,839,490,290	1,738,701,132
5. Short-term Accrued expenses	315	V.14	435,170,854	70,153,354
9. Short-term other payables	319	V.15	26,187,617	156,396,896
10. Short-term loans and debts	320	V.16	68,417,426,515	65,872,182,654
12. Bonus and welfare fund	322		233,274	4,061,050,710
<b>II. Long-term liabilities</b>	<b>330</b>		-	-
<b>B. OWNER'S EQUITY</b>	<b>400</b>		<b>250,403,604,914</b>	<b>217,004,843,004</b>
<b>I. Equity</b>	<b>410</b>	V.17	<b>250,403,604,914</b>	<b>217,004,843,004</b>
1. Contributed capital	411		237,000,000,000	237,000,000,000
- Ordinary shares with voting rights	411a		237,000,000,000	237,000,000,000
2. Share premium	412		7,592,767	7,592,767
11. Undistributed earnings	421		13,396,012,147	(20,002,749,763)
- Undistributed profit after tax of previous period	421a		(20,002,749,763)	(24,314,186,351)
- Undistributed profit after tax of current period	421b		33,398,761,910	4,311,436,588
<b>II. Other capital and funds</b>	<b>430</b>		-	-
<b>TOTAL RESOURCES(440=300+400)</b>	<b>440</b>		<b>352,179,878,854</b>	<b>296,997,943,071</b>

Prepared by

  
Tran Thanh Trung

Chief Accountant

  
Tran Thanh Trung

Hanoi, January 5th, 2026

General Director



  
Dinh Vu Minh Viet



## INCOME STATEMENT

Year 2025

Unit: VND

ITEMS	Code	Note	Current year	Previous year
1. Revenue from sale of goods and rendering of services	01	VI.1	219,768,638,716	182,861,982,691
2. Revenue deductions	02	VI.2	169,904,030	140,791,540
<b>3. Net revenue from sale of goods and rendering of services (10=01-02)</b>	<b>10</b>		<b>219,598,734,686</b>	<b>182,721,191,151</b>
4. Cost of sales	11	VI.3	179,242,764,658	150,320,463,527
<b>5. Gross profit from sale of goods and rendering of services (20=10-11)</b>	<b>20</b>		<b>40,355,970,028</b>	<b>32,400,727,624</b>
6. Revenue from financial activities	21	VI.4	30,409,146,614	534,800,534
7. Financial expenses	22	VI.5	3,889,466,163	3,421,091,024
<i>In which: Interest expenses</i>	23		<i>3,889,466,163</i>	<i>3,421,091,024</i>
8. Selling expenses	25	VI.6	18,004,966,940	12,212,130,933
9. General Administrative expenses	26	VI.7	13,632,612,694	12,354,396,848
<b>10. Net profit from operating activities {30=20+(21-22)-(25+26)}</b>	<b>30</b>		<b>35,238,070,845</b>	<b>4,947,909,353</b>
11. Other income	31	VI.8	66,726,255	81,019,763
12. Other expense	32	VI.9	855,720,770	717,492,528
<b>13. Other profit (loss) (40=31-32)</b>	<b>40</b>		<b>(788,994,515)</b>	<b>(636,472,765)</b>
<b>14. Total profit before tax (50=30+40)</b>	<b>50</b>		<b>34,449,076,330</b>	<b>4,311,436,588</b>
15. Current corporate income tax expenses	51	VI.10	1,050,314,420	-
<b>17. Profit after tax (60=50-51-52)</b>	<b>60</b>		<b>33,398,761,910</b>	<b>4,311,436,588</b>
<b>18. Basic earnings per share (*)</b>	<b>70</b>	VI.11	<b>1,409</b>	<b>182</b>
<b>19. Diluted earnings per share (*)</b>	<b>71</b>		<b>1,409</b>	<b>182</b>

Prepared by

  
Tran Thanh Trung

Chief Accountant

  
Tran Thanh Trung

Hanoi, January 5th, 2026

General Director




Dinh Vu Minh Viet

**STATEMENT OF CASH FLOWS**  
(Under indirect method)  
Year 2025

Unit: VND

ITEMS	Code	Note	Current year	Previous year
<b>1. Profit before tax</b>	01		34,449,076,330	4,311,436,588
<b>2. Adjustments for</b>			(20,849,596,663)	7,507,370,594
- Depreciation of fixed assets and investment properties	02		5,670,083,788	4,822,541,603
- Provisions	03		-	53,225,001
- Gains/losses from investment	05		(30,409,146,614)	(789,487,034)
- Interest expense	06		3,889,466,163	3,421,091,024
<b>3. Profit from operating activities before changes in working capital</b>	08		13,599,479,667	11,818,807,182
- Increase/decrease in receivables	09		2,034,918,750	209,291,454
- Increase/decrease in inventory	10		(32,004,263,681)	(6,730,874,081)
- Increase/decrease in payables (excluding interest payables, enterprise income tax payables)	11		23,027,523,668	465,691,626
- Increase/decrease in prepaid expenses	12		1,307,837,143	1,093,266,420
- Interest expenses paid	14		(3,816,762,736)	(3,421,091,024)
- Corporate Income taxes paid	15		(851,794,067)	
- Other expenses on operating activities	17		(4,060,817,436)	(1,981,516,896)
<b>Net cash flows from operating activities</b>	20		(763,878,692)	1,453,574,681
1. Purchase of fixed assets and other long-term assets	21		(17,142,805,265)	(7,812,498,845)
2. Proceeds from disposals of fixed assets and other long-term assets	22		-	58,490,000
3. Loans to other entities and purchase of debt instruments of other entities	23		(5,700,000,000)	-
4. Collection of loans and resale of debt instrument of other entities	24		-	3,000,000,000
7. Interest and dividend received	27		30,169,886,888	628,667,852
<b>Net cash flows from investing activities</b>	30		7,327,081,623	(4,125,340,993)
1. Proceeds from borrowings	33		147,245,376,866	139,460,036,803
2. Repayment of principal	34		(144,700,133,005)	(127,993,660,297)
<b>Net cash flows from financing activities</b>	40		2,545,243,861	11,466,376,506
<b>Net cash flows within the year (50=20+30+40)</b>	50		9,108,446,792	8,794,610,194
<b>Cash and cash equivalents at beginning of the year</b>	60		13,469,348,268	4,674,738,074
<b>Cash and cash equivalents at the end of year (70=50+60+61)</b>	70		22,577,795,060	13,469,348,268

Prepared by

  
Tran Thanh Trung

Chief Accountant

  
Tran Thanh Trung

Hanoi, January 5th, 2026

General Director



  
Dinh Vu Minh Viet



## NOTES TO FINANCIAL STATEMENTS

Year 2025

### I. Background

#### 1. Forms of Ownership

Thong Nhat Ha Noi Joint Stock Company which was established and operating activities under Business License No. 0100100424 issued by Ha Noi Department of Investment and Planning for the first time on 02 December 2005, 6th re-registered on 05 March 2025. The company switched to a joint stock company model from 27 February 2017.

Head office: No. 10B, Trang Thi Street, Hoan Kiem Ward, Hanoi City, Vietnam.

#### Authorized capital

The capital reported on its financial statement at December 31st 2025 is 237,000,000,000 VND.

#### 2. Business field

According to its business license: industrial production.

#### 3. Business activities

According to its business license, the company's business activities including:

Bicycle manufacturing;

Manufacture of motor vehicles; manufacture of bodies for motor vehicles; trailers and semi-trailers;

Manufacture of spare parts and accessories for motor vehicles; Manufacture of automobiles and motorbikes.

#### 4. The Company's normal business period

The Company's normal business period is 12 months.

#### 5. Business structure

As at 31/12/2025, the Company has 161 employees (as at 31/12/2024, has 146 employees).

#### 6. Statement of ability to compare information on Financial Statements

The financial statements of the Company are prepared to ensure comparability.

### II. Accounting period and accounting monetary unit

#### 1. Accounting period

Annual accounting period commences from 1st January and ends on 31st December.

#### 2. Accounting monetary unit

Monetary unit used in accounting is Viet Nam Dong (National symbol is "đ"; International symbol is "VND").

### III. Accounting standards and Accounting system

#### 1. Accounting System

The company applies Enterprise Accounting System issued under Circular No. 200/2014/TT-BTC dated 22 December, 2014 by Minister of Finance on guideline enterprise accounting and Circular No. 53/2016/TT-BTC dated 21 March, 2016 by Ministry of Finance amending and supplementing some articles of Circular No. 200/2014/TT-BTC.

#### 2. Announcement on compliance with Vietnamese standards and accounting system

The company applies Vietnamese Accounting Standards and supplement documents issued by the State. Financial statements are prepared in accordance with regulations of each standard and supplement documents as well as with current accounting system.

**IV. Accounting policies**

**1. Recognition of cash and cash equivalents**

Cash and cash equivalents comprise cash on hand, cash in banks and short-term, highly liquid investments with an original maturity of less than three months that are readily convertible into known amounts of cash and that are subject to an insignificant risk of change in value.

**2. Financial investments**

**a) Held-to-maturity investments**

Held-to-maturity investments comprise investments that the Company has the positive intent or ability to hold to maturity, including term deposits (commercial bills), bonds, preference shares which the issuer shall redeem at a certain date in the future, loans held to maturity to earn periodic interest and other held-to-maturity investments.

Held-to-maturity investments are measured at cost less provision for doubtful debts.

**b) Investments in associates**

An associate is an entity over which the Company has significant influence and that is neither a subsidiary nor an interest in joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but not control or joint control over those policies.

Interests in associates are initially recognised at cost. The Company's share of the net profit of the investee after acquisition is recognised in the income statement. Other distributions received other than such profit share are deducted from the cost of the investments as recoverable amounts.

The provision for loss investments shall be made based on the financial statements of associates at the provision date.

**3. Receivables**

Receivable are monitored in detail by maturity receivable, objects to be recovered and the type of original currency receivables, and other factors under the management of the Company.

The identification of necessary provision for doubtful debts is based on the items that are classified as short-term, long-term receivables on Balance Sheet. Provision for doubtful debts is made for each one based on the age of overdue debts or the estimated losses that may occur.

**4. Inventory**

**a) Principles of recognizing inventories**

The Company's inventories are assets bought to manufacture or sell in normal business period.

Inventories are stated at original cost. Where the net realizable value is lower than cost, inventories should be measured at the net realizable value. The costs of inventories comprise the purchase price, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

**b) Method of calculating inventories**

The cost of inventory is calculated by weighted average method.

Method for valuation of work in process: works in progress is obtained for each construction unfinished or related revenue unrecognised.

**c) Method of setting up provision for devaluation of inventories**

Provisions for devaluation of inventories made at the end of the year are the excess of original cost of inventory over their net realizable value.



**5. Fixed assets and depreciation of fixed assets****Fixed assets**

Fixed assets (tangible and intangible) are stated at the historical cost. During the using time, fixed assets (tangible and intangible) are recorded at cost, accumulated depreciation and net book value.

Tangible fixed assets are depreciated using the straight-line method over their following estimated useful lives:

- Buildings	06-20 years
- Machine, equipment	10-15 years
- Transportation equipment	05-10 years
- Management equipment and other assets	03-05 years
- Management software	03-05 years

Gain or loss on the liquidation fixed assets is recognized as income or expense in the statement of comprehensive income.

**6. Prepaid expenses**

Prepaid expenses only related to present fiscal year are recognised as short-term prepaid expenses and are recorded into operating costs.

Prepaid expenses incurred during the year but related to business operations of several years are recorded as long-term prepaid expenses and are amortized to the income statement in several years.

Prepaid expenses incurred during the year but related to business operations of several years are recorded as long-term prepaid expenses and are amortized to the income statement in several years. expenses are allocated partly into operating expenses on a straight-line basis.

**7. Payables**

Payables are monitored in detail by maturity receivable, objects to be recovered and the type of original currency receivables, and other factors under the management of the Company.

When preparing financial statements, accountants base on remaining term of payables to classify them into short-term or long-term.

When there are evidences that a loss likely occurs, accountants need to immediately record a payable according to the precautionary principle.

Payables in foreign currencies need to be re-evaluated at the year end when preparing financial statements. Actual transacted exchange rate when re-evaluating payables in foreign currencies at the time of preparing financial statements is the published exchange rate of the commercial bank with which the Company often have transactions (selected by the Company when transacting with payable subjects).

**8. Recognition of borrowings**

Borrowings whose maturity time is over 12 months from the date of financial statements are presented as long-term borrowings and financial lease liabilities. Borrowings whose maturity time is within 12 months from the date of financial statements are presented as short-term borrowings and financial lease liabilities to prepare settlement plan.

When preparing financial statements, borrowings' balances in foreign currencies are re-evaluated in actual transacted exchange rate at the time of preparing financial statements.

Differences of exchange rate arising from payments and re-evaluation at the year end are recorded into financial incomes or expenses.

**9. Recognition and capitalization of borrowing costs**

Borrowing costs are recognized into operating costs during the period, except for which directly attributable to the acquisition, construction or production of a qualifying asset included (capitalized) in the cost of that asset, when gather sufficient conditions as regulated in SAV No. 16 "Borrowing costs".

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset that takes more than 12 months to put into use under certified purposes or for sale should be included (capitalized) in the cost of that asset, including interest on borrowings, amortization of discounts or premiums relating to issuing bonds and ancillary costs incurred in connection with the arrangement of borrowings.

**10. Accrued expenses**

Payables for goods and services that are already received from suppliers or already supplied to buyers in the reported period but not actually paid due to shortage of bills or accounting files and documents are recognized as operating expenses of the reported period.

Recognizing accrued expenses into operating expenses in the period needs to be performed according to the matching principle between revenues and expenses incurred in the period.

Accrued expenses shall be balanced with actual incurred expenses. The difference between accrued and actual expenses shall be reversed.

**Provision for payables**

The amount recognised as a provision shall be the best estimate of the expenditure required to settle the present obligation at the end of year.

Only expenditures that relate to the original payables provision are set against it.

In case provision set for the previous period but not used up exceeds the one set for the current period, the difference is recorded as decrease in production and operation expenditures. The bigger difference of the payables provision on insuring the construction is recorded into other revenue.

Payables are recognized when the following conditions are satisfied:

- The Company has a current debt obligation (legal obligation or joint obligation) as a result of an event that occurred;
- The decline in economic benefits may occur leading to the requirement to pay debt obligations;
- Provide a reliable estimate of the value of that debt obligation.

**11. Owner's equity**

Owner's equity is stated at actually contributed capital of owners.

Profit after tax retained is the profit of business operations after deduction (-) regulated items due to applying a change in accounting retrospectively or to make a retrospective restatement to correct materiality in previous years. The profit is available for appropriation to investors after approval by Board of Management and after making appropriation to reserve funds in accordance with the Company's Charter and Vietnamese regulatory requirements.

**12. Revenue**

**a) Sale of goods**

Revenue from sale of goods should be recognized when all the following conditions have been satisfied:

- The entity has transferred to the buyer the significant risks and rewards of ownership of the goods;
- The entity retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- The amount of revenue can be measured reliably;
- It is probable that The economic benefits associated with the transaction will flow to the entity;
- The cost incurred or to be incurred in respect of the transaction can be measured reliable.



**b) Rendering of services**

When the outcome of a transaction involving the rendering of services can be estimated reliably, revenue associate with the transaction shall be recognised by reference to the stage of completion of the transaction at the end of reporting period. The outcome of a transaction can be estimated reliably when all the following conditions are satisfied:

- The amount of the revenue can be measured reliably;
  - It is probable that the economic benefits associated with the transaction will flow to the entity;
  - The stage of the completion of the transaction at the end of the reporting period can be measured reliably; and
  - The costs incurred for the transaction and the costs to complete the transaction can be measured reliably.
- The stage of the completion of the transaction may be determined by surveys of work completed methods.

**c) Financial income**

Revenue arising from the used by the others of entity assets yielding interest, royalties and dividends shall be recognised when:

- It is probable that the economic benefits associated with the transaction will flow to the entity;
- The amount of the revenue can be measured reliably.

**d) Other revenues**

Recognition of other revenues beside the entity's business activities includes:

- Revenue from liquidation of fixed assets;
- Taxes that must be reduced when selling goods or providing services but are then reduced or completed (export tax is refunded, VAT, special consumption tax, environmental protection tax must be reduced but are then reduced);
- Revenue from fines paid by customers for breaching contracts;
- Revenue from the third party's compensation for a loss of property (e.g. insurance compensation, compensation for relocating business office and other similar revenues);

**13. Deductibles from revenue**

Deductibles adjusted to revenues from sale of goods and rendering of services arising in the period include: Sale discounts, sale rebates and sale returns.

Trade discounts, discounted sales, sales generated bounces same period consumption of products, goods and services are adjusted periodically generated revenue;

In case that products, goods and services have already been consumed since the previous period, but until the subsequent period, sale discounts, sale rebates or sale returns incur, then the Company recognizes deductibles from revenue according

- If products, goods and services have already been consumed since the previous period and need to be discounted, rebated, returned in the subsequent period but before the time of issuing financial statements, accountants recognize it as an event that needs to be adjusted arising after the date of Balance Sheet and deduct revenues of the period's financial statements (the previous period).
- In case that products, goods and services need to be discounted, rebated, returned after the time of issuing financial statements, the entity needs to deduct revenues of the arising period (the subsequent period).

**14. Cost of goods sold**

Reflecting the cost value of products, goods and services sold in the period.

The provision for devaluation of inventories is included in the cost of goods sold on the basis of the number of inventories and the difference between the net realizable value is less than the cost of inventories.

When selling products and goods with equipment and spare parts, the value of equipment and spare parts is recorded into cost of goods sold.

As for the value of inventory shrinkage and loss, accountants immediately count towards cost of goods sold (after deducting the compensation, if any).

As for the cost of direct materials consumed in excess of normal level, labour cost, fixed general operation unallocated to the value of products stocked, accountants immediately count them towards in cost of goods sold (after deducting the compensation, if any) even if the products and goods have not been determined to be consumed.

Import duties, special consumption taxes and environmental protection taxes have been included in the value of purchased goods, and when the goods are sold, those taxes are refunded, the decrease of the cost of goods sold is recorded.

As for costs of goods sold unrecognized as corporate income taxable expenses under the regulations of Tax law but with full of invoices and documents and accounted reasonably under Accounting system, the Company does not reduce accounting expenses but adjusts in the corporate income tax settlement to increase corporate income tax payable.

**15. Financial expenses**

Reflecting financial expenses including expenses or losses related to financial investment activities, expenses of lending and borrowing equity, expenses of contributing in joint ventures, associates, losses of transferring short-term securities, expenses of selling securities transactions; Provision for devaluation of trading securities, provision for loss of investments in other entities, losses of selling foreign currencies, losses of exchange rate...

As for financial expenses unrecognized as corporate income taxable expenses under the regulations of Tax law but with full of invoices and documents and accounted reasonably under Accounting system, the Company does not reduce accounting expenses but adjusts in the corporate income tax settlement to increase corporate income tax payable.

**16. Selling expenses and administrative expenses**

Expenses recognized as selling expenses include: Expenses actually arising in process of selling products, goods and rendering services including expenses for offering, introducing, advertising products, sale commissions, expenses for products' warranty, storage, packing, transporting, ...

Expenses recognized as administrative expenses include: Expenses for administrative labour (salaries, wages, allowances,...); social insurance, health insurance, union fund, unemployment insurance of administrative staffs; expenses of office commodities, working tools, depreciation of fixed assets used for administration; land rent, excise; provision for doubtful receivables; outside purchasing costs (electricity, water, telephone, fax, asset insurance, fire insurance...); other costs in cash (guest receptions, customer conferences...).

As for selling expenses and administrative expenses unrecognized as corporate income taxable expenses under the regulations of Tax law but with full of invoices and documents and accounted reasonably under Accounting system, the Company does not reduce accounting expenses but adjusts in the corporate income tax settlement to increase corporate income tax payable.

**17. Principles and methods of recognizing current corporate income tax and differed corporate income tax charge**

**a) Current corporate income tax charge**

Current corporate income tax expense is the amount of corporate income tax payable counted on taxable income in the period and prevailing tax rate.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted by the balance sheet date.

**b) Deferred income tax**

Deferred income tax expense is the amount of corporate income tax payable in the future arising from:

- Recognition of deferred income tax payable during the year;
- Deferred tax assets have been recognized from previous years.



**V. Descriptive information in addition to items presented in the Balance sheet**

Unit: VND

1.	Cash	Closing		Opening	
	Cash on hand		644,826,958		892,938,344
	Demand deposits		1,932,968,102		12,576,409,924
	Cash equivalents		20,000,000,000		-
	<b>Total</b>		<b>22,577,795,060</b>		<b>13,469,348,268</b>
			<b>Số cuối năm</b>		<b>Số đầu năm</b>
2.	<b>Financial investments</b>				
2.1	<b>Short-term</b>				
	Term deposits (*)		12,200,000,000		6,500,000,000
	<b>Total</b>		<b>12,200,000,000</b>		<b>6,500,000,000</b>
(*)	12-month term deposit, interest rate 4.6%/year at Military Commercial Joint Stock Bank.				
2.2	<b>Investments in joint associates</b>	Closing		Opening	
		Historical cost	Fair value	Historical cost	Fair value
	Thong Nhat - Bac Viet Co.,Ltd(*)	117,025,553,713	-	117,025,553,713	-
	<b>Total</b>	<b>117,025,553,713</b>	<b>-</b>	<b>117,025,553,713</b>	<b>-</b>
(*)	<b>Head office</b>	Rate of voting rights	Rate of interest	Main business activities	
	Ha Noi	30%	30%	Real estate business	
3.	<b>Receivables</b>	Closing		Opening	
		Value	Provision	Value	Provision
	<b>Short-term</b>				
	Thien Lam Trading and Services production JSC	-	-	6,178,649,575	(6,178,649,575)
	Other Customers	8,000,193,684	-	14,321,577,650	(2,010,157,544)
	<b>Total</b>	<b>8,000,193,684</b>	<b>-</b>	<b>20,500,227,225</b>	<b>(8,188,807,119)</b>
4.	<b>Bad Debts</b>	Closing		Opening	
		Value	Recoverable value	Value	Recoverable value
	Thien Lam Trading and Services production JSC	-	-	6,178,649,575	-
	Other Customers	-	-	2,010,157,544	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>8,188,807,119</b>	<b>-</b>
5.	<b>Advances to suppliers</b>	Closing		Opening	
	<b>Short-term</b>				
	Zhongxin Power (Tianjin) Bicycle Co.,Ltd		1,139,074,919		-
	Shenzhen Cyclemaker Technology Co.,Ltd		611,445,237		-
	Shimano (Singapore) Pte.Ltd		344,955,195		-
	Hebei Tieniu Bicycle Industry Co., Ltd.		-		693,315,164
	Others		940,761,349		1,339,834,885
	<b>Total</b>		<b>3,036,236,700</b>		<b>2,033,150,049</b>

6.	Other receivables Items	Closing		Opening	
		Value	Provision	Value	Provision
	<b>Short-term</b>			16,166,019	
	Receivables from social insurance	-		30,216,625	
	Receivables from health insurance	-		1,267,923	
	Receivables from unemployment insurance	-		162,571,038	
	Accrued interest	239,259,726		130,731,462	
	Other receivables	-		340,953,067	
	<b>Total</b>	<b>239,259,726</b>	<b>-</b>	<b>340,953,067</b>	<b>-</b>
	<b>Long-term</b>				
	Deposits	366,600,000	-	366,600,000	-
	<b>Total</b>	<b>366,600,000</b>	<b>-</b>	<b>366,600,000</b>	<b>-</b>
7.	Inventories Items	Closing		Opening	
		Original value	Provision	Original value	Provision
	Raw material	83,117,915,681	-	49,710,041,103	-
	Work In Process	1,595,323,812	-	1,975,106,604	-
	Finished goods	3,410,140,536	-	4,373,663,178	-
	Merchandise goods	17,999,770,566	-	18,060,076,029	-
	<b>Total</b>	<b>106,123,150,595</b>	<b>-</b>	<b>74,118,886,914</b>	<b>-</b>
8.	Prepaid expenses Items	Closing		Opening	
		Closing		Opening	
	<b>Short-term</b>				
	Tools and consumables awaiting for allocation	128,172,662		358,861,345	
	Short-term Prepaid Expenses Other	265,774,330		348,203,376	
	<b>Total</b>	<b>393,946,992</b>		<b>707,064,721</b>	
	<b>Long-term</b>				
	Advertising and communication costs	189,933,432		1,324,698,127	
	Tools and consumables awaiting for allocation	275,013,592		754,290,280	
	Brand value	308,616,358		462,924,526	
	Renovation costs, repair	1,898,882,450		1,520,278,766	
	Others	770,335,868		375,309,415	
	<b>Total</b>	<b>3,442,781,700</b>		<b>4,437,501,114</b>	
9.	Increase/Decrease in tangible fixed assets (Appendix No. 1)				
10.	Increase/Decrease in intangible fixed assets				Software
	<b>Original Cost</b>				1,680,520,000
	At the beginning of the year				1,550,000,000
	Increased during the year				3,230,520,000
	At the end of the year				
	<b>Accumulated depreciation</b>				192,282,505
	At the beginning of the year				393,130,008
	- Depreciation for the year				585,412,513
	At the end of the year				
	<b>Remaining value</b>				1,488,237,495
	At the beginning of the year				2,645,107,487
	At the end of the year				



<b>11. Long-term unfinished asset</b>			<b>Closing</b>	<b>Opening</b>
Details of ending balance are as				
Office building No. 10B Trang Thi			5,473,523,028	5,217,417,563
Overhead conveyor system			5,006,750,000	-
Frame workshop warehouse flooring system			5,744,414,225	-
Fixed assets prior to commissioning			400,000,000	400,000,000
<b>Total</b>			<b>16,624,687,253</b>	<b>5,617,417,563</b>
<b>12. Payables to suppliers</b>			<b>Closing</b>	<b>Opening</b>
	<b>Value</b>	<b>Amount can be paid</b>	<b>Value</b>	<b>Amount can be paid</b>
<b>Short-term</b>				
Dai Phong Kiet Co.,Ltd	4,684,556,945	4,684,556,945	147,352,150	147,352,150
Ningbo Youngor International Trade &Transportation Co., Ltd	5,811,314,765	5,811,314,765	-	-
DHP International (VN) Co.,Ltd	1,988,694,778	1,988,694,778	1,697,099,005	1,697,099,005
Centech Mechanical Viet Nam Co., Ltd.	2,546,008,649	2,546,008,649	1,691,643,800	1,691,643,800
Other loan payables	14,661,511,439	14,661,511,439	3,702,968,609	3,702,968,609
<b>Total</b>	<b>29,692,086,576</b>	<b>29,692,086,576</b>	<b>7,239,063,564</b>	<b>7,239,063,564</b>
<b>13. Taxes and payables to the state budget</b>	<b>Closing</b>	<b>Payables</b>	<b>Already paid</b>	<b>Opening</b>
<b>Taxer Payables</b>				
Value-added tax	-	-	-	-
VAT on imported goods	-	-	-	-
Corporate income tax(*)	32,743,913	1,148,103,101	949,582,748	231,264,266
Personal income tax	39,010,052	37,576,240	33,827,077	42,759,215
Import Tax	-	-	-	-
Housing tax	-	1,775,441,484	2,098,499,451	(323,057,967)
Other taxes	-	66,983,913	48,104,879	18,879,034
<b>Total</b>	<b>71,753,965</b>	<b>3,028,104,738</b>	<b>3,130,014,155</b>	<b>(30,155,452)</b>
<b>Tax is deductible</b>	<b>Closing</b>	<b>Amount receivable</b>	<b>Number collected</b>	<b>Opening</b>
Value-added tax	779,101,028	-	-	779,101,028
<b>Total</b>	<b>779,101,028</b>	-	-	<b>779,101,028</b>
<b>14. Accruals</b>			<b>Closing</b>	<b>Opening</b>
<b>Short-term</b>				
Interest expense payable			72,703,427	-
Other accrued expenses			362,467,427	70,153,354
<b>Total</b>			<b>435,170,854</b>	<b>70,153,354</b>
<b>15. Other payables</b>			<b>Closing</b>	<b>Opening</b>
<b>Short-term</b>				
Trade union fund			26,187,617	22,812,534
Other payables			-	133,584,362
<b>Total</b>			<b>26,187,617</b>	<b>156,396,896</b>

16. Short-term loans (Appendix No. 2)

17. Owner's equity

17.1 Increase and decrease in owner's equity

	Owner's Equity	Other funds belonging to owners' equity	Undistributed profit	Total
<b>Previous year</b>				
Beginning balance of previous year	237,000,000,000	7,592,767	(24,314,186,351)	212,693,406,416
Profit/(loss) in period			4,311,436,588	4,311,436,588
<b>Ending balance of previous year</b>	<b>237,000,000,000</b>	<b>7,592,767</b>	<b>(20,002,749,763)</b>	<b>217,004,843,004</b>
<b>The current year</b>				
Beginning balance of current year	237,000,000,000	7,592,767	(20,002,749,763)	217,004,843,004
Profit/(loss) in period			33,398,761,910	33,398,761,910
<b>Ending balance of current year</b>	<b>237,000,000,000</b>	<b>7,592,767</b>	<b>13,396,012,147</b>	<b>250,403,604,914</b>

17.2 The details of the owner's equity	Closing		Opening	
	Rate (%)	Value	Rate (%)	Value
Hanoi People's Committee	45.00%	106,650,000,000	45.00%	106,650,000,000
Dai Hoang Long Company Limited	41.68%	98,792,250,000	41.68%	98,792,250,000
Others	13.32%	31,557,750,000	13.32%	31,557,750,000
<b>Total</b>	<b>100%</b>	<b>237,000,000,000</b>	<b>100%</b>	<b>237,000,000,000</b>

17.3 Capital transactions with owners and distribution of dividends and profits	Current year		Previous year	
<b>Owner's Equity</b>				
Opening balance		237,000,000,000		237,000,000,000
Increase in the period		-		-
Decrease in the period		237,000,000,000		237,000,000,000
Closing balance				

17.4 Stock	Closing		Opening	
Quantity of Authorized issuing stocks		23,700,000		23,700,000
Number of shares offered to the public				
Common stocks		23,700,000		23,700,000
Quantity of circulation stocks				
Common stocks		23,700,000		23,700,000
Par value per stock (VND)		10,000		10,000

18. Off - Balance sheet Accounts

	Closing	Opening
<b>Bad debts written off (*)</b>		
Thien Lam Production, Services and Trading JSC.	6,178,649,575	-
Others	1,956,932,543	-
<b>Total</b>	<b>8,135,582,118</b>	<b>-</b>

(\*) Financial handling of irrecoverable receivable (incurred prior to equitization) provisions had been made through the end of 2021 with Resolution No. 07/NQ-TN-HDQT issued by the Board of Directors dated November 30, 2025.



VI. Descriptive information in addition to the items presented in the Income statement

Unit: VND

1.	Total revenues from sale of goods and rendering of services	Current year	Previous year
		219,760,722,049	182,765,063,344
	Revenue from commercial operations	7,916,667	96,919,347
	Revenue from service operations	219,768,638,716	182,861,982,691
	<b>Total</b>		
2.	Deductible items	Current year	Previous year
		167,415,789	138,944,966
	Trade discount	2,488,241	1,846,574
	Sales return	169,904,030	140,791,540
	<b>Total</b>		
3.	Cost of good sold	Current year	Previous year
		179,242,764,658	150,320,463,527
	Cost of good sold	179,242,764,658	150,320,463,527
	<b>Total</b>		
4.	Financial incomes	Current year	Previous year
		409,146,614	534,800,534
	Exchange rate difference	30,000,000,000	-
	Payment discount, interest from installment sales	30,409,146,614	534,800,534
	<b>Total</b>		
5.	Financial expenses	Current year	Previous year
		3,889,466,163	3,421,091,024
	Interest expenses	3,889,466,163	3,421,091,024
	<b>Total</b>		
6.	Selling expenses	Current year	Previous year
		2,572,791,155	1,383,080,041
	Labor	481,555,556	438,315,408
	Depreciation and amortisation	12,971,294,841	8,927,855,960
	Expenses from external services	1,979,325,388	1,462,879,524
	Other expenses by cash	18,004,966,940	12,212,130,933
	<b>Total</b>		
7.	General administrative expenses	Current year	Previous year
		139,468,272	171,035,464
	Raw materials	6,939,887,505	7,180,059,854
	Management staff	916,617,930	650,223,373
	Depreciation expenses	-	53,225,001
	Provision for doubtful debts	4,202,481,912	3,703,628,537
	Expenses from external services	1,434,157,075	596,224,619
	Other expenses by cash	13,632,612,694	12,354,396,848
	<b>Total</b>		
8.	Other Income	Current year	Previous year
		-	81,018,925
	Liquidation of fixed assets	66,726,255	838
	Other income	66,726,255	81,019,763
	<b>Total</b>		

	Current year	Previous year
<b>9. Other Cost</b>		
Fines, administrative fine, breach of contract	838,407,523	684,019,367
Other Costs	17,313,247	33,473,161
<b>Total</b>	<b>855,720,770</b>	<b>717,492,528</b>
<b>10. Current Corporate Income Tax</b>		
	<b>Current year</b>	<b>Previous year</b>
Corporate income tax from main business field	34,449,076,330	4,311,436,588
Total profit before tax	855,720,770	717,492,528
Increase	855,720,770	717,492,528
<i>Invalid payment</i>	30,053,225,001	5,028,929,116
Decrease(Switching losses)	30,000,000,000	-
<i>Dividend</i>	-	5,028,929,116
<i>Switching losses last period</i>	53,225,001	-
<i>Other downward adjustments</i>	5,251,572,099	-
Taxable income	1,050,314,420	-
Current corporate income tax expense	1,050,314,420	-
<b>Current corporate income tax expense</b>		
	<b>Current year</b>	<b>Previous year</b>
<b>11. Basic earnings per share</b>	33,398,761,910	4,311,436,588
Profit after tax	-	-
Adjustments to increase or decrease accounting profit to determine profit or loss attributable to common stockholders:	-	-
Increase	-	-
Decrease	33,398,761,910	4,311,436,588
Profit or loss attributable to common stockholders	-	-
Bonus and welfare fund deduction	23,700,000	23,700,000
Average circulated common stocks in the year	1,409	182
Basic earnings per share		
<b>12. Business and productions cost by items</b>	<b>Current year</b>	<b>Previous year</b>
Raw materials	171,867,688,029	131,155,696,012
Labour	25,604,557,006	23,044,486,505
Depreciation and amortisation	5,670,083,788	4,822,541,603
Expenses from external services, Other expenses by cash	27,942,905,113	14,792,140,845
<b>Total</b>	<b>231,085,233,936</b>	<b>173,814,864,965</b>

## VII. Other Information

- Event after balance sheet date**  
There have been no significant events occurring after the reporting year, which would require adjustments or disclosures to be made in the Separate financial statements.
- Segment reporting (Appendix No. 3)**
- Remuneration to members of The Board of Directors and The Board of Management (Appendix No. 4)**



4. **Comparative figures**  
Comparative figures are figures stated on Financial Statements as at 31/12/2024 audited.  
Those figures were reclassified in order to compare with figures of this year.

Prepared by



Tran Thanh Trung

Chief Accountant




Tran Thanh Trung



Hanoi, January 5th, 2026

General Director



Dinh Vu Minh Viet

THONG NHAT HA NOI JOINT STOCK COMPANY

No. 10B, Trang Thi Street, Hoan Kiem Ward, Hanoi City, Vietnam.

Appendix No. 1

9. INCREASE/DECREASE TANGIBLE FIXED ASSETS

Unit: VND

Num ber	Items	Buildings	Machinery, equipments	Transportation and vehicles	Office equipment	Other tangible fixed assets	Total
I	Original cost						
1	Opening balance	56,445,653,164	40,454,096,783	6,109,567,749	1,732,254,636	1,173,104,663	105,914,676,995
2	Increase	907,403,259	1,186,020,640	932,104,444	176,400,000		3,201,928,343
3	Finished construction investment	1,383,607,232					1,383,607,232
4	Ending balance	58,736,663,655	41,640,117,423	7,041,672,193	1,908,654,636	1,173,104,663	110,500,212,570
II	Accumulated depreciations						
1	Opening balance	20,305,001,963	24,165,991,453	2,376,546,806	753,310,935	857,302,374	48,458,153,531
2	Increase	1,656,982,784	2,710,578,417	648,877,201	204,441,756	56,073,622	5,276,953,780
	- Depreciation for the year	1,656,982,784	2,710,578,417	648,877,201	204,441,756	56,073,622	5,276,953,780
3	Ending balance	21,961,984,747	26,876,569,870	3,025,424,007	957,752,691	913,375,996	53,735,107,311
III	Remaining Value						
1	Beginning balance	36,140,651,201	16,288,105,330	3,733,020,943	978,943,701	315,802,289	57,456,523,464
2	Ending balance	36,774,678,908	14,763,547,553	4,016,248,186	950,901,945	259,728,667	56,765,105,259
The cost of fixed assets at 31/12/2025 has been fully depreciated but is still in use							21,063,349,495



Appendix No. 2

16 SHORT- LONG TERM LOANS

Unit: VND

No	Items	Closing		During the year		Opening	
		Amount	Ability to repay debt	Loan received	Loan repayment	Amount	Ability to repay debt
I	SHORT-TERM LOANS	68,417,426,515	68,417,426,515	147,245,376,866	144,700,133,005	65,872,182,654	65,872,182,654
1	Joint Stock Commercial Bank For Foreign Trade of VietNam (1)	30,904,861,790	30,904,861,790	69,213,640,182	66,369,106,859	28,060,328,467	28,060,328,467
2	Military Commercial Joint Stock Bank (2)	37,512,564,725	37,512,564,725	78,031,736,684	78,331,026,146	37,811,854,187	37,811,854,187
	Total (I+II)	68,417,426,515	68,417,426,515	147,245,376,866	144,700,133,005	65,872,182,654	65,872,182,654

Thông tin chi tiết liên quan tới các khoản vay:

(1) Credit contract No. 25/5492-CTD/010 dated May 23, 2025; Loan limit: VND 35,000,000,000; Term: 06 months; Purpose: Serving production, business and trade activities; Interest rate: Each time of debt receipt; Form of security: Mortgage.

(2) Credit contract No. 301076.25.006.1618412.TD dated June 06, 2025; Loan limit: VND 60,000,000,000; Term: 06 months; Purpose: Serving production, business and trade activities; Interest rate: each disbursement; Form of security: Mortgage

Appendix No. 3  
Unit: VND

VIII.02 - SEGMENT REPORTING

Under business fields						
No	Current year	Bicycle	Spare parts	Others	Total	Grant total
1	Net revenue from sale of goods and rendering of services to external parties	219,043,063,744	-	555,670,942	219,598,734,686	219,598,734,686
2	Net revenue from sale of goods and rendering of services to other segments	-	-	-	-	0
3	Depreciation and additional costs	197,247,731,598	-	-	197,247,731,598	197,247,731,598
4	Depreciation and unallocated expenses	-	-	-	13,632,612,694	13,632,612,694
5	Total cost(3+4)	197,247,731,598	-	-	210,880,344,292	210,880,344,292
5	Profit from business activities	21,795,332,146	-	555,670,942	8,718,390,394	8,718,390,394
6	Fixed Asset Purchase Expenses	-	-	-	-	6,135,535,575
7	Unallocated departmental assets	-	-	-	-	352,179,878,854
8	Unallocated segment liabilities	-	-	-	-	101,776,273,940

Unit: VND

b) Report by geographic area						
No	Current year	North	Central region	Southern	Total	Grant total
1	Net sales revenue to outside	139,394,053,076	37,184,202,435	43,020,479,175	219,598,734,686	219,598,734,686
	In there					
	Bicycle sales revenue	139,386,367,890	37,184,202,435	43,020,479,175	219,591,049,500	219,591,049,500
	Service revenue	7,685,186	-	-	7,685,186	7,685,186
2	Cost of Goods Sold	110,690,305,976	23,313,146,370	31,368,256,247	165,371,708,593	165,371,708,593
2	Net profit	28,703,747,100	13,871,056,065	11,652,222,928	54,227,026,093	54,227,026,093
3	Fixed asset purchase costs	6,135,535,575	-	-	6,135,535,575	6,135,535,575

Unit: VND



VIII.03 MANAGEMENT DEPARTMENT INCOME

Appendix No. 4

No	FULL NAME	TITLE	Current year	Previous year
<b>I</b>	<b>The Board of Management and The Board of Directors</b>		<b>977,304,173</b>	<b>877,595,365</b>
1	Dinh Vu Minh Viet	Member of Board of Directors cum General Director	382,533,808	385,025,885
2	Phi Trong Thanh	Member of Board of Directors cum Deputy General Manager	360,068,885	236,480,885
3	Chu Thai Son	Deputy General Manager	-	256,088,596
4	Nguyen Van Tuan	Board Member	117,521,769	-
5	Vu Thi Phuong	Board Member	117,179,712	-
<b>II</b>	<b>Board of Supervision</b>		<b>413,274,168</b>	<b>423,593,458</b>
1	Nguyen Hong Thuy	Head of Board of Control	191,845,956	200,015,458
2	Chu Van Vuong	Members of the Supervisory Board	221,428,212	223,578,000

**THONG NHAT HA NOI  
JOINT STOCK COMPANY****SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

Number: 02/2026/TTr-TN-BKS

Hanoi, January 21, 2026

## REPORT

**Regarding: Selecting an independent auditing firm to audit the 6-month financial statements and the 2026 Financial Report**

**Dear: The General Meeting of Shareholders of Thong Nhat Hanoi Joint Stock Company**

- Based on the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Based on the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Based on the Charter of Organization and Operation of Thong Nhat Hanoi Joint Stock Company;
- Based on the audit plan for the 6-month financial statements and the 2026 annual financial statements of Thong Nhat Hanoi Joint Stock Company.

To The audit of the 6-month financial statements and the 2026 annual financial statements of Thong Nhat Hanoi Joint Stock Company is conducted in accordance with the law and the company's charter. The Supervision Board of the Company respectfully submits to the General Meeting of Shareholders (GSM) the selection of the auditing firm. The audit of the 6-month financial statements and the 2026 annual financial statements will be conducted as follows:

### 1. Criteria for selecting an independent auditing firm

The Supervision Board proposes the following criteria for selecting an independent auditing firm to the General Meeting of Shareholders:

- We are a legally operating auditing firm in Vietnam, approved by the State Securities Commission to audit listed companies and public companies.
- With a reputation for quality audit services, we have a team of highly qualified and experienced auditors who can meet the requirements of Thong Nhat Hanoi Joint Stock Company in terms of scope and execution schedule.
- There is no conflict of interest when performing the financial statement audit for the Company.
- The fees are reasonable and commensurate with the quality of the audit.

### 2. Proposal of the Supervision Board

The Supervision Board respectfully submits to the General Meeting of Shareholders for approval:

- List of three (03) independent audit firms providing audit services for the Company's 6-month financial statements and 2026 annual financial statements:
  - + AASC Auditing Firm Co., Ltd.
  - + Vietnam Auditing and Valuation Company Limited (AVA)
  - + Vietnam Auditing and Valuation Company Limited (VAE)





- The General Director of the Company shall select one (01) out of the three (03) above units to perform the audit of the Company's 6-month financial statements and the 2026 annual financial statements and complete the procedures, documents, and sign a contract with the auditing unit.

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

*Thank you very much!*

**Recipient:**

- As addressed to;
- Board of Directors, Board of Supervision;
- Save HR.

**BOARD OF SUPERVISORS****PREFECT****Nguyen Hong Thuy**

**THONG NHAT HA NOI  
JOINT STOCK COMPANY****SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

Number: 03/TTT-TN- HDQT

Hanoi, January 21, 2026

**REPORT****Regarding: New issuance Company Charter****Dear: The General Meeting of Shareholders of Thong Nhat Hanoi Joint Stock Company**

- Based on the Securities Law dated November 26, 2019;
- Based on the Enterprise Law dated June 17, 2020;
- Based on Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of provisions of the Securities Law;
- Based on Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by 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;
- Based on the Charter of Thong Nhat Hanoi Joint Stock Company, which was approved by the Annual General Meeting of Shareholders on December 28, 2021;
- Based on the company's operational requirements.

In order to comply with and adhere to the relevant legal regulations concerning the Company's operations at the present time, the Board of Member of Thong Nhat Hanoi Joint Stock Company respectfully submits to the Annual General Meeting of Shareholders 2026 the following new Articles of Association:

1. Through the Charter The Company's new Charter (as per the attached Articles of Association) to replace the old Charter was approved by the General Meeting of Shareholders on December 28, 2021;
2. Authorize the Board of Member and give the Chairman of the Board of Member the autonomy to complete the process. To issue the official version of the Company Charter in accordance with the law.

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

*Thank you very much!*

**Recipient:**

- As addressed to;
- Board of Member, Board of Supervision;
- Save HR.

**BOARD OF MEMBERS****CHAIRMAN****VU NGOC TU**





**Thongnhat**  
SINCE 1960 - BIKES

# **REGULATIONS**

**THONG NHAT HA NOI  
JOINT STOCK COMPANY**

*Hanoi, February 2026*

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## INTRODUCTION

These charters were adopted pursuant to Resolution of the General Meeting of Shareholders dated February 26, 2026.

## CHAPTER I. DEFINITION OF TERMS IN THE STATUTES

### Article 1. Explanation of Terms

1. In these Regulations, the following terms are understood as follows:

- a) **Charter capital** is the total par value of shares sold or subscribed for when a joint-stock company is established, as stipulated in Article 6 of these Charters;
  - b) **Voting capital** is share capital, whereby the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
  - c) **The Enterprise Law** is Law No. 59/2020/QH14 on Enterprises, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
  - d) **The Securities Law** is Law No. 54/2019/QH14 on Securities, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
  - d) **Vietnam** is the Socialist Republic of Vietnam;
  - e) **The date of establishment** is the date on which the Company is first granted its Certificate of Business Registration (Business Registration Certificate and other equivalent documents);
  - g) **Business executives** include the General Director, Deputy General Director, Chief Accountant, and other executives as stipulated in the company's charter;
  - h) **Business managers** are those who manage the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other managerial positions appointed by the Company's Board of Directors;
  - i) **Related parties** are individuals and organizations as stipulated in Clause 46, Article 4 of the Securities Law ;
  - k) **Shareholders** are individuals or organizations that own at least one share of the Company;
  - l) **Founding shareholders** are shareholders who own at least one common share and sign the list of founding shareholders of the joint-stock company;
  - m) **Major shareholders** are those defined in Clause 18, Article 4 of the Securities Law;
  - n) **The operating period** is the duration of the Company's operation as stipulated in Article 2 of these Charters'
  - o) **The stock exchange** refers to the Vietnam Stock Exchange and its subsidiaries;
  - p) **The company** is Hanoi Thong Nhat Joint Stock Company;
2. In these Statutes, references to one or more other regulations or documents, including amendments, supplements, or replacements, are excluded;
3. The headings (Sections, Articles of these Regulations) are used for convenience in understanding the content and do not affect the content of these Regulations.



## **CHAPTER II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY**

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

#### **1. Company Name:**

- Company name in Vietnamese: **CÔNG TY CỔ PHẦN THỐNG NHẤT HÀ NỘI**
- Company name written in a foreign language: **THONG NHAT HA NOI JOINT STOCK COMPANY**
- Company Name Abbreviation: None

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

#### **3. Registered office of the Company:**

- Head office address: 10B Trang Thi Street, Hoan Kiem Ward, Hanoi City, Vietnam
- Phone: 024 - 38572699
- Fax: 024 - 38572744
- Email: [tnbike@thongnhat.com.vn](mailto:tnbike@thongnhat.com.vn)
- Website: [www.thongnhat.com.vn](http://www.thongnhat.com.vn)

4. The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the decisions of the Board of Directors and within the limits permitted by law.

5. Unless the company ceases operations before the deadline stipulated in Clause 2 of Article 55, its operating period is indefinite from the date of establishment.

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

The company has one legal representative, who is the Chairman of the Board of Member.

The rights and obligations of the legal representative are as stipulated in Articles 12 and 13 of the Enterprise Law.

## **CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY**

### **Article 4. Objectives of the Company's Operations**

#### **1. The company's business lines are:**

<b>No.</b>	<b>Department Name</b>
1.	Manufacture of plywood, veneer, particleboard and other thin boards
2.	Manufacture of wooden building materials
3.	Manufacture of other wood products; manufacture of products from bamboo, rattan, straw, and braided materials
4.	Manufacturing products from plastic

No.	Department Name
5.	Metal forging, stamping, pressing and rolling; powder metallurgy
6.	Mechanical processing; metal treatment and coating
7.	Manufacture of motors, generators, transformers, electrical distribution and control equipment
8.	Manufacture of cables and optical fiber cables
9.	Manufacturing various types of electrical wiring equipment
10.	Manufacture of household electrical appliances
11.	Manufacture of bearings, gears, gearboxes, control and power transmission components
12.	Motor vehicle manufacturing
13.	Manufacture of motor vehicle bodies, trailers and semi-trailers
14.	Manufacture of parts and accessories for motor vehicles and vehicle engines
15.	Motorcycle and scooter manufacturing
16.	Manufacturing bicycles and vehicles for people with disabilities
17.	Manufacturing beds, wardrobes, tables, and chairs
18.	Repairing prefabricated metal products
19.	Repairing machinery and equipment
20.	Repair electrical equipment
21.	Installation of industrial machinery and equipment
22.	Construction of all types of houses
23.	Construction of public works
24.	Demolition
25.	Site preparation
26.	Electrical system installation
27.	Install water supply and drainage systems, heating and air conditioning
28.	Completion of construction work
29.	Selling spare parts and accessories for automobiles and other motor vehicles
30.	Motorcycles for sale
31.	Motorcycle and scooter maintenance and repair
32.	Selling spare parts and accessories for motorcycles and scooters



No.	Department Name
33.	Wholesale of other household goods
34.	Wholesale of agricultural machinery, equipment and spare parts
35.	Wholesale of machinery, equipment and other machine parts Detail: Wholesale of machinery, equipment and spare parts for mining and construction Wholesale of machinery, electrical equipment, and electrical materials (generators, electric motors, electrical wires, and other equipment used in electrical circuits) Wholesale of other machinery, equipment and machine parts not elsewhere classified.
36.	Wholesale trade
37.	Retail sale of motor fuel in specialized stores
38.	Retail sale of audio-visual equipment in specialized stores
39.	Retail sale of household electrical appliances, beds, wardrobes, tables, chairs and similar furniture, lamps and electric lighting fixtures, and other household goods not elsewhere classified in specialized stores
40.	Retail sale of other new goods in specialized stores
41.	Road freight transport
42.	Warehousing and goods storage
43.	Short-term accommodation services
44.	Restaurants and mobile food service establishments (excluding bars, karaoke rooms, and nightclubs)
45.	Real estate business, land use rights belonging to the owner, user or lessee
46.	Other business support service activities
47.	Wholesale of metals and metal ores
48.	Agents, brokers, auctioneers

2. Company's Operational Objectives: The company was established to mobilize and utilize capital effectively in developing its registered production and business activities, aiming to maximize profits, increase returns for shareholders, create stable jobs for employees, contribute to the state budget, and develop the company.

3. During its operation, the Company may change its business lines in accordance with the law. After approval by the General Meeting of Shareholders, the Company will notify the business registration authority of the change in registration details. The business registration authority will then approve the change and add it to the business registration file, which will be published on the national business registration portal.

4. The company must meet all business conditions when engaging in conditional investment and business activities as prescribed by law and ensure that it maintains those investment and business conditions throughout its operation.

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

The company is permitted to plan and conduct business activities in the registered business lines specified in this Charter, notify the business registration authority of any changes to the registration details, and publish them on the National Business Registration Portal.

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

### **Article 6. Charter capital, shares, founding shareholders**

1. The company's charter capital is VND 237,000,000,000 (Two hundred and thirty-seven billion Vietnamese Dong).

The company's total charter capital is divided into 23,700,000 shares with a par value of VND 10,000 per share.

2. The company may change its charter capital with the approval of the General Meeting of Shareholders and in accordance with the provisions of the law.

3. The Company's shares on the date of adoption of these Charters include common shares. The rights and obligations of shareholders holding each type of share are stipulated in Articles 12 and 13 of these Charters .

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. Name, address, number of shares, and other information about founding shareholders as stipulated by the Enterprise Law. The company is a privatized enterprise converted from a state-owned enterprise, therefore it does not have founding shareholders.

6. Common shares shall be offered preferentially to existing shareholders in proportion to their shareholding in the Company, unless otherwise decided by the General Meeting of Shareholders. The Board of Directors shall decide on the number of shares not subscribed by shareholders. The Board of Directors may distribute those shares to shareholders and other parties under conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

7. The Company may purchase shares issued by itself in the manner prescribed in these Articles of Association and applicable law.

8. The company may issue other types of securities as prescribed by law.

### **Article 7. Stock Certificate**

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

2. Shares are securities that confirm the legal rights and interests of the owner in a portion of the share capital of the issuing organization. Shares must contain all the information as prescribed in Clause 1, Article 121 of the Enterprise Law .

3. Within ten (10) days from the date of submitting a complete application for transfer of share ownership as prescribed by the Company, or within two (02) months or other period as prescribed in the issuance terms from the date of full payment of the share purchase price as prescribed in the Company's share issuance plan, the shareholder shall be issued a share certificate. The shareholder shall pay the Company the cost of printing the share certificate as prescribed by the Company.

4. In the event that the share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued a share certificate by the Company upon the shareholder's



request (using the form prescribed by the Company). The shareholder's request must include the following information:

- a) Information about shares that have been lost, damaged, or otherwise destroyed;
- b) Commitment to assume 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 are freely transferable unless otherwise provided by these Articles of Association and the law. Shares listed and registered for trading on the stock exchange are transferred in accordance with the provisions of the law on securities and the securities market.
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.

#### **Article 10. Reclamation of shares**

1. In the event that a shareholder fails to pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and have the right to demand that the shareholder pay the remaining amount and be liable for the Company's financial obligations arising from the failure to pay, corresponding to the total par value of the registered shares.
2. The aforementioned payment notice must clearly state the new payment deadline (at least [07 days] from the date of sending the notice), the payment location, and the notice must clearly state that in case of non-payment as required, the remaining unpaid shares will be forfeited.
3. The Board of Directors has the right to reclaim shares that have not been fully and timely paid for if the requirements in the aforementioned notice are not met.
4. Repurchased shares are considered shares authorized for sale as stipulated in Clause 3, Article 112 of the Enterprise Law . The Board of Directors may directly or authorize the sale and redistribution of these shares under conditions and in a manner that the Board of Directors deems appropriate.
5. Shareholders holding repurchased shares must relinquish their shareholder status with respect to those shares, but remain liable for the Company's financial obligations arising at the time of repurchase, as determined by the Board of Directors, from the date of repurchase until the date of payment, in proportion to the total par value of the shares they registered to purchase. The Board of Directors has the full right to decide on the enforcement of payment of the full value of the shares at the time of repurchase.
6. The recall notice is sent to the holder of the recalled shares before the recall takes place. The recall remains valid even in the event of errors or negligence in sending the notice.

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

#### **Article 11. Organizational structure, governance and control**

The Company's organizational structure for management, administration, and control includes:

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

## CHAPTER VI. SHAREHOLDERS AND THE SHAREHOLDER MEETING

### Article 12. Rights of Shareholders

#### 1. Ordinary shareholders have the following rights:

- a) To attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative 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 decided by the General Meeting of Shareholders;
- c) Priority shall be given to purchasing new shares in proportion to each shareholder's ownership of common shares in the Company;
- d) Freely transfer their shares to others, except as stipulated in Clause 3 of Article 120, Clause 1 of Article 127 of the Enterprise Law and other relevant legal provisions;
- e) Review, search, and retrieve information regarding names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information about oneself;
- 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) When the Company is dissolved or goes bankrupt, receive a portion of the remaining assets in proportion to their shareholding in the Company;
- h) Request the Company to repurchase shares in the cases stipulated in Article 132 of the Enterprise Law;
- i) Equal treatment. Each share of the same class confers equal rights, obligations, and benefits on the shareholder. In the case of preferred shares, the rights and obligations associated with these preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
- k) To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;
- l) To have their legitimate rights and interests protected; 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;
- m) Other rights as prescribed by law and these Statutes.

#### 2. Shareholders or groups of shareholders owning 5% 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 for documents related to the Company's trade secrets and business secrets;
- c) Request the Supervisory Board to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following information: full name, contact address, nationality, and legal document number of individual shareholders; name, business registration number or legal document number of organizational shareholders, and registered office address; number of shares and



registration date of each shareholder, total number of shares of the entire group of shareholders, and ownership percentage in the total shares of the Company; the issue to be examined and the purpose of the examination;

d) Proposals for inclusion in the General Meeting of Shareholders' Meeting agenda. Proposals must be in writing and submitted to the Company no later than 03 (three) working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the proposed issue to be included in the meeting agenda;

e) Other rights as prescribed by law and these Statutes.

3. Shareholders or groups of shareholders owning 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) Ordinary shareholders forming a group 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, 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, as candidates for the Board of Directors and 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 according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

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

Common shareholders have the following obligations:

1. Pay for the shares you committed to purchase in full and on time.

2. 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.

3. Comply with the company's charter and internal management regulations.

4. Comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Maintain the confidentiality of information provided by the Company in accordance with the Company Charter and the law; use the provided information only to exercise and protect your legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send information provided by the Company to other organizations or individuals.

6. Attend the General Meeting of Shareholders and exercise voting rights through the following methods:

a) Attend and vote directly at the meeting;

b) Authorize other individuals or organizations to attend and vote at the meeting;



- c) Attend and vote via online conference, electronic voting, or other electronic means;
- d) Send the ballot to the meeting via mail, fax, or email;
- e) Submitting voting ballots by other means as prescribed in the company's charter.

7. I will be held personally liable if, in any form, I commit any of the following acts 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 in order to mitigate financial risks to the Company.
8. Fulfill other obligations as required by applicable law.

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

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders shall meet annually once a year and within four (04) months from the end of the financial year. The Board of Directors shall decide to extend the annual General Meeting of Shareholders if necessary, but not more than six 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 shall be determined by where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Member 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 audited annual financial statements. If the audited annual financial statements of the Company contain 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. The representative of the approved auditing firm is obligated to attend the Company's Annual General Meeting of Shareholders.

3. The Board of Member must convene an extraordinary general meeting of shareholders in the following cases:

- a) The Board of Member deems it necessary for the benefit of the Company;
- b) The remaining number of members of the Board of Member and the Supervisory Board is less than the minimum number of members required by law;
- c) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law ; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and include sufficient signatures of the relevant shareholders;
- d) At the request of the Supervisory Board;
- e) Other cases as prescribed by law and these Regulations.

4. Convene 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 as stipulated in



point b, clause 3 of this Article, or upon receiving the request stipulated in points c and d, clause 3 of this Article;

b) If the Board of Member fails to convene a General Meeting of Shareholders as prescribed in point a, clause 4 of this Article, then within the next 30 days, the Supervision Board shall replace the Board of Member in convening a General Meeting of Shareholders as prescribed in clause 3, Article 140 of the Enterprise Law ;

c) If the Supervision Board fails to convene a General Meeting of Shareholders as prescribed in point b, clause 4 of this Article, the shareholder or group of shareholders specified in point c, clause 3 of this Article has the right to request the Company's representative 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 procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. 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.

d) Procedures for organizing a General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Enterprise Law .

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

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

a) Through the company's development strategy;

b) Deciding on the types of shares and the total number of shares of each type authorized for sale; deciding on the annual dividend rate for each type of share;

c) Electing, dismissing, and removing members of the Board of Member and members of the Supervision Board;

d) Decisions to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;

e) Decisions to amend or supplement the company's charter;

f) Through annual financial reports;

g) Decision to repurchase more than 10% of the total number of shares sold of each class;

h) Review and handle violations by members of the Board of Member and members of the Supervision Board that cause damage to the Company and its shareholders;

i) Decisions on reorganizing or dissolving 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 Operating Regulations of the Board of Member and the Supervision Board;

l) Approve the list of approved auditing firms; decide which auditing firm is approved to conduct an audit of the Company's operations, and dismiss approved auditors when deemed necessary;

m) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders discussed and approved the following matters:

a) The company's annual business plan;

b) Audited annual financial statements;



- c) Reports from the Board of Member on the governance and performance of the Board of member and each member of the Board of Member;
- d) Report of the Supervisory Board on the Company's business results, the performance of the Board of Member, and the General Director;
- e) Self-assessment report on the performance of the Supervision Board and its members;
- f) The dividend rate per share for each class;
- g) Number of members of the Board of Member and the Supervision Board;
- h) Electing, dismissing, and removing members of the Board of Member and members of the Supervision Board;
- i) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Member and the Supervision Board;
- j ) Approve the list of approved auditing firms; decide which approved auditing firms will conduct audits of the company's operations when deemed necessary;
- k) Supplementing and amending 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 with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- p) Decision to repurchase more than 10% of the total number of shares sold of each class;
- q) The company enters into contracts or transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the total value of the company's assets as recorded in the most recent financial statement;
- r) Approve the transactions stipulated in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law;
- s) 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;
- t) Other matters as prescribed by law and these Statutes.

#### **Article 16. 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 .
2. The authorization of individuals or organizations to represent shareholders at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be in writing using the Company's form, including the following contents: name of the authorizing shareholder, name of the authorized individual or organization, number of shares authorized, content of authorization, scope of authorization, duration of authorization, signatures of the authorizing party and the authorized party (if the authorizing party or the authorized party is an organization, a seal must be included).

Authorized representatives attending the General Meeting of Shareholders must submit the authorization document when registering to attend. In case of sub-authorization, the



representative must also present the original authorization document from the shareholder or the authorized representative of the shareholder (if not previously registered with the Company).

3. The voting ballot of a person authorized to attend the meeting within the scope of their authorization remains valid in the following cases, except in the following case:

- a) The grantor has died, is restricted in their legal capacity, or has lost their legal capacity;
- b) The person who granted the authorization has revoked the designation;
- c) The grantor has revoked the authority of the grantee.

In the event that the Company receives notice of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened, the provisions of this clause shall not apply.

#### **Article 17. 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 shall only be adopted if approved 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 approved 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 holding of a meeting of shareholders holding a class of preferred shares to approve the aforementioned change of rights is only valid if there are at least two shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that class. If there are not enough representatives as stated above, the meeting shall be rescheduled within the next 30 days, and those shareholders of that class (regardless of the number of people and shares) present in person or through authorized representatives shall be considered to have met the required number of representatives. At the meetings of shareholders holding the aforementioned preferred shares, those shareholders present in person or through their representatives may request a secret ballot. Each share of the same class has equal voting rights at these meetings.

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

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 distribution of the Company's profits or assets shall not be altered when the Company issues additional shares of the same class.

#### **Article 18. Convening the meeting, meeting agenda, and notice of invitation to 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 14 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 ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must publish information about 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) Prepare the program and content for the congress;
- c) Prepare documents for the conference;
- d) Draft resolution of the General Meeting of Shareholders according to the planned agenda of the meeting;
- e) Determine the time and location for holding the congress;
- f) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
- g) Other tasks related to the congress.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and shall also be published on the Company's website and the State Securities Commission, and the stock exchange where the Company's shares are listed or registered for trading. The convenor of the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the List of Shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted). 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 case the documents are not sent with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents so that shareholders can access them, including:

- a) Meeting agenda and materials to be used in the meeting;
- b) A list and detailed information of candidates in the case of electing members of the Board of Directors and members of the Supervisory Board;
- c) Voting slip;
- d) Draft resolutions for each item on the meeting agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company no later than three (03) working days before the opening date of the meeting. Proposals must clearly state the name of the shareholder, the number of each type of shares held by the shareholder, and the proposed issue to be included in the agenda;

5. The person convening the General Meeting of Shareholders has the right to reject the proposal stipulated in Clause 4 of this Article if it falls under one of the following cases:

- a) The petition was submitted in violation of the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the common shares as stipulated in Clause 2, Article 12 of these Charters ;
- c) The proposed issue falls outside the scope of authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and these Regulations.

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 19. Conditions for holding a General Meeting of Shareholders**

1. A General Meeting of Shareholders is convened when the number of shareholders present represents more than 50% of the total voting rights.

2. If the first meeting does not meet the quorum requirements as stipulated in Clause 1 of this Article, a notice of the second meeting shall be sent within thirty (30) days from the date of the first planned meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total voting rights.

3. If the second meeting does not meet the quorum requirements as stipulated in Clause 2 of this Article, the notice of the third meeting must be sent within twenty (20) 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 of the shareholders attending the meeting.

## **Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

1. Before the meeting commences, the Company must conduct shareholder registration and continue the registration process until all shareholders entitled to attend the meeting have registered, following this procedure:

a) When registering shareholders, the Company issues each shareholder or authorized representative a voting card, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the number of votes cast by that shareholder. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by vote in favor, against, or abstention. At the meeting, the voting cards in favor of the resolution are collected first, followed by those against the resolution, and finally, the total number of votes in favor or against is counted to make a decision. The results of the vote count are announced by the Chairman immediately before the meeting adjourns. The General Meeting elects those responsible for counting or supervising the vote count as proposed by the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

b) Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote at the meeting immediately after registration. 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 Chairman of the Board of Member shall preside over or authorize another member of the Board of Member to preside over the General Meeting of Shareholders convened by the Board of Member. If the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Member shall elect one of them to preside over the meeting by majority vote. If no one can be elected to preside, the Head of the Supervision Board shall direct the General Meeting of Shareholders to elect a presiding officer from among those present, and the person with the highest number of votes shall preside over the meeting;

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 meeting secretaries;



d) The General Meeting of Shareholders shall elect one or more members 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 meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.

a) Arrange seating at the venue for the Shareholders' General Meeting;

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 will discuss and vote on each item on the agenda. Voting will be conducted by vote of approval, disapproval, and abstention. The results of the vote count will be announced by the chairperson immediately before the meeting adjourns.

6. Shareholders or their authorized representatives who arrive after the meeting has commenced may still register and have the right to vote immediately after registration; in this case, the validity of any previously voted-on items remains unchanged.

7. The person convening or presiding over the General Meeting of Shareholders has the following rights:

a) Require all meeting attendees to undergo security 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.

8. 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) The meeting venue does not have enough convenient seating for all attendees;

b) The communication facilities at the meeting venue do not ensure that shareholders attending the meeting can participate in discussions and vote;

c) Some attendees obstruct or disrupt the meeting, potentially preventing it from being conducted fairly and lawfully.

9. If the chairperson postpones or suspends the General Meeting of Shareholders in violation of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and conduct the meeting until its conclusion; all resolutions adopted at that meeting shall be effective and enforceable.

10. 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 Government Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.



## **Article 21. Conditions for the adoption of a Resolution of the General Meeting of Shareholders**

1. Resolutions on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting, except as provided in Clauses 3, 4 and 6 of Article 148 of the Enterprise Law :

- a) The type 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 asset sales with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- c) 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 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. Resolutions passed by 100% of the total voting shares of 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 22. Authority and procedures for obtaining shareholder opinions in writing to adopt 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, except as provided in Clause 2, Article 147 of the Enterprise Law.
- 2. The Board of Directors must prepare the ballot, the draft resolution of the General Meeting of Shareholders, and the explanatory documents for the draft resolution, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the ballot. The requirements and methods for sending the ballot and accompanying documents shall be implemented in accordance with Clause 3, Article 18 of these Charters .
- 3. The feedback form must include the following key information:
  - a) Name, address of head office, business registration number;
  - b) Purpose of soliciting opinions;
  - c) 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; or full name, contact address, nationality, and legal document number of the representative of the organization shareholder; number of shares of each class and voting rights of the shareholder;
  - d) Issues requiring consultation before a decision can be made;
  - d) The voting options include "agree," "disagree," and "no opinion" for each issue being considered;
  - e) Deadline for returning the answered feedback forms to the Company;
  - f) 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 mail submission: the completed opinion poll form must be signed by the individual shareholder, the authorized representative, or the legal representative of the corporate shareholder. The opinion poll form sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the vote count;

b) In case of sending by fax or email, the opinion poll forms 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 disclosed in the case of fax or email submissions, are invalid. Unsubmitted ballots will be considered as non-voting ballots.

5. The Board of Directors shall count the votes and prepare 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 main contents:

a) Name, address of head office, business registration number;

b) The purpose and issues requiring consultation for the resolution to be adopted;

c) The number of shareholders and the total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting the ballots, along with 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 issue was approved and the corresponding percentage of votes in favor;

f) 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. Sending the vote count minutes and resolutions may be replaced by posting them on the Company's website within 24 hours of the completion of the vote count.

7. The completed ballots, vote counting records, adopted resolutions, and related documents accompanying the ballots must all be kept at the Company's head office.

8. A resolution adopted by written shareholder consultation is considered valid 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 a General Meeting of Shareholders.

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

1. Shareholders' General Meetings must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be in Vietnamese, and may also be in a foreign language, and must include the following main contents:

a) Name, address of head office, business registration number;

b) Time and location of the General Meeting of Shareholders;

c) Meeting agenda and content;

d) Full names of the chairperson and secretary;



- e) Summarize the proceedings and the opinions expressed at the General Shareholders' Meeting on each item on the agenda;
  - f) The number of shareholders and the total number of voting rights of shareholders attending the meeting, an appendix listing registered shareholders, and shareholder representatives attending the meeting with their corresponding shareholdings and voting rights;
  - g) The total number of votes cast for each voting issue, specifying the voting method, the total number of valid, invalid, affirmative, and abstention votes; and the corresponding percentage of the total votes cast by shareholders present at the meeting;
  - h) Issues that were approved and the corresponding percentage of votes in favor;
  - i) Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors present at the meeting and containing all the information as stipulated in this clause. The meeting minutes shall clearly state the reason why the chairperson or secretary refused to sign the minutes.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting, or other persons signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
3. Minutes prepared in both Vietnamese and a foreign language (if any) have equal legal validity. In case of discrepancies in content between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.
4. Resolutions, minutes of the General Meeting of Shareholders, appendices listing registered shareholders with their signatures, proxies for attending the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation notice must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.

#### **Article 24. Request for annulment of a Shareholders' General Meeting Resolution**

Within 90 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, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law has the right to request the Court or Arbitration to review and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

- 1. The procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the company's charter, except as stipulated in Clause 3, Article 21 of this Charter .
- 2. The content of the resolution violates the law or these Statutes .

## **CHAPTER VII. BOARD OF MEMBER**

#### **Article 25. Nomination and candidacy of Board of Members**

- 1. In the event that candidates for the Board of Member 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 Member must provide a written commitment regarding the truthfulness and accuracy of the published personal information and must commit to performing their duties honestly, diligently, and in



the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Member that is published includes:

- 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) Interests related to the Company and its related parties;
- f) Other information (if any) as stipulated in the company's charter;
- g) Public companies are responsible for disclosing information about the companies in which the candidate holds positions as a member of the Board of Member, other management positions, and any related interests in the candidate's Board of Member (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate or propose candidates for the Board of Member as follows:

- a) Shareholders or groups of shareholders owning from 10% to less than 20% of the total voting shares of the Company may nominate one (01) candidate;
- b) Shareholders or groups of shareholders owning from 20% to less than 30% of the total voting shares of the Company may nominate a maximum of two (02) candidates;
- c) Shareholders or groups of shareholders owning from 30% to less than 40% of the total voting shares of the Company may nominate a maximum of three (03) candidates;
- d) Shareholders or groups of shareholders owning from 40% to less than 50% of the total voting shares of the Company may nominate a maximum of four (04) candidates;
- e) Shareholders or groups of shareholders owning 50% or more of the total voting shares of the Company may nominate a maximum of five (05) candidates;
- f) Shareholders or groups of shareholders owning 60% or more of the total voting shares of the Company may nominate a maximum of six (06) candidates;
- g) Shareholders or groups of shareholders owning 70% or more of the total voting shares of the Company may nominate a maximum of seven (07) candidates;
- h) Shareholders or groups of shareholders owning 80% or more of the total voting shares of the Company may nominate a maximum of eight (08) candidates.

3. If the number of candidates for the Board of Member, nominated through both the nomination and candidacy process, is still insufficient to meet the requirements stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Member shall nominate additional candidates or organize nominations in accordance with the company's charter, internal regulations on corporate governance, and the Board of Member operating regulations. The incumbent Board of Member nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Member in accordance with the law.

4. Members of the Board of Member 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 26. Composition and term of office of the Board of Members**

1. The Board of Member shall consist of a minimum of 3 members and a maximum of 11 members. The specific number of Board members for each term will be decided by the General Meeting of Shareholders at any given time.



2. The term of office of a Board of Member member shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Member of a company for no more than 02 consecutive terms. In the event that all members of the Board of Member finish their term at the same time, those members shall continue to be members of the Board of Member until new members are elected to replace them and take over the work.

3. The structure of the Board of Member is as follows:

a) The structure of the Company's Board of Member must ensure that at least one-third of the total number of Board members are non-executive members.

b) The total number of independent members of the Board of Member must meet the following requirements:

i) There must be at least one independent member in the case where the company has a Board of Member with 3 to 5 members;

ii) There must be at least two independent members in the case where the company has a Board of Member with 6 to 8 members;

iii) There must be at least 3 independent members in the case where the company has 9 to 11 members on its Board of Member.

4. A member of the Board of Member loses their status as a member of the Board of Member if they are dismissed, removed from office, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Enterprise Law .

5. The appointment of members of the Board of Member must be disclosed in accordance with the legal regulations on information disclosure in the securities market.

6. Members of the Board of Member do not necessarily have to be shareholders of the Company.

#### **Article 27. Powers and obligations of the Board of Member**

1. The Board of Member 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 Member are stipulated by law, the company's charter, and the General Meeting of Shareholders. Specifically, the Board of Member 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) Decision 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, except for 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 Member; appointing, dismissing, signing contracts with, and terminating contracts with the 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 the General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of those representatives;
- j) Supervising and directing the 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;
- p) Propose the reorganization or dissolution of the Company; request the Company's bankruptcy;
- q) Decisions on the promulgation of the Board of Member operating regulations and internal regulations on corporate governance after approval by the General Meeting of Shareholders; decisions on the promulgation of regulations on company information disclosure;
- r) 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 Member must report to the General Meeting of Shareholders on the results of the Board of Member activities as prescribed in Article 280 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities.

#### **Article 28. Remuneration, bonuses and other benefits of members of the Board of Member**

1. The company has the right to pay remuneration and bonuses to members of the Board of Member based on business results and performance.
2. Members of the Board of Member 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 Member determines the remuneration for each member by mutual agreement. The total amount of remuneration and bonuses for the Board of Member is decided by the General Meeting of Shareholders at its annual meeting.
3. The remuneration of each member of the Board of Member 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 Member holding executive positions, or members of the Board of Directors working in subcommittees of the Board of Member, 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 29. Chairman of the Board of Member**

1. The Chairman of the Board of Member is elected, dismissed, or removed from office by the Board of Member from among its members.

2. The Chairman of the Board of Member may not also hold the position of General Director.

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

a) Develop the program and plan of activities for the Board of Member;

b) Prepare the agenda, content, and documents for the meeting; convene, preside over, and chair the Board of Member meeting;

c) Organizing the adoption of resolutions and decisions by the Board of Member;

d) Monitoring the implementation of resolutions and decisions of the Board of Member;

e) Presiding over the General Meeting of Shareholders;

f) Other rights and obligations as stipulated in the Enterprise Law and the company's charter.

4. In the event that the Chairman of the Board of Member submits a resignation letter or is dismissed or removed from office, the Board of Member must elect a replacement within ten (10) days from the date of receiving the resignation letter or being dismissed or removed from office.

5. In the absence of the Chairman of the Board of Member or inability to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Member. If there is no authorized person, or if the Chairman of the Board of Member dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative sanctions at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is incapacitated or has lost his/her civil capacity, has difficulties in understanding or controlling his/her behavior, or is prohibited by the Court from holding office, practicing a profession, or engaging in a specific job, then the remaining members shall elect one of them to hold the position of Chairman of the Board of Member by a majority vote until a new decision is made by the Board of Member.

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

1. The Chairman of the Board of Member shall be elected at the first meeting of the Board of Member within seven (07) working days from the date of the end of the election of that Board of Member. This meeting shall be 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 (01) member has the highest number of votes or the same percentage of votes, the members shall vote by majority to choose one (01) person among them to convene the meeting of the Board of Member.



2. The Board of Member must meet at least once every quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Member shall convene a meeting of the Board of Member in the following cases:

a) Upon the recommendation of the Supervisory Board or an independent member of the Board of Member;

b) Based on a proposal from the General Member or at least 05 other managers;

c) A proposal must be submitted by at least two members of the Board of Member;

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 authority of the Board of Member in making decisions.

5. The Chairman of the Board of Member must convene a meeting of the Board of Member within seven (07) working days from the date of receiving the proposal specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Member as requested, the Chairman of the Board of Member shall be responsible for any damages incurred by the Company; the person making the request has the right to replace the Chairman of the Board of Member in convening a meeting of the Board of Member.

6. The Chairman of the Board of Member or the person convening the Board of Member meeting must send a notice of meeting at least three (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 Member 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 Member registered with the Company.

In case of emergency, a Board meeting may be held immediately upon the approval and attendance of all (100%) Board members.

7. The Chairman of the Board of Member 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 Member.

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

8. A Board of Member 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 seven (07) days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half (1/2) of the members of the Board of Directors are present.

9. A member of the Board of Member 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 12 of this Article;

c) Attend and vote via online conference, electronic voting, or other electronic means;

d) Send the ballot to the meeting via mail, fax, or email;

d) Submitting the ballot by other means.



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

11. Board meetings may be held online among members of the Board when all or some members of the Board are located in different places, provided that each participating member is able to:

a) Listen to each of the other Board members who are participating in the meeting speak;

b) To address all other attending members simultaneously. Discussions among members may take place in person by telephone or other means of communication, or a combination of these methods. A Board member participating in such a meeting is considered to be "present" at that meeting. The meeting location as stipulated in this regulation is the location where the largest number of Board members are present, or the location where the meeting chair is present.

Decisions made during a formal meeting held and conducted are effective immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all Board members present at the meeting.

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

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

13. Resolutions adopted by written consultation are based on the unanimous agreement of a majority of the Board of Member members with voting rights. These resolutions have the same effect and value as resolutions adopted at a meeting.

The minutes of the Board of Member meeting are prepared in accordance with the provisions of Article 158 of the Enterprise Law.

#### **Article 31. Subcommittees of the Board of Member**

1. The Board of Member may establish a subcommittee to be responsible for development policy, human resources, compensation, internal audit, and risk management. The number of members of the subcommittee shall be decided by the Board of Member and shall be at least three (03) people, including members of the Board of Directors and external members. Independent members of the Board of Member/non-executive members of the Board of Member 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 Member. The activities of the subcommittee must comply with the regulations of the Board of Member. Resolutions of the subcommittee shall only be effective when a majority of members attend and vote to approve them at the subcommittee meeting.

2. The implementation of decisions of the Board of Member, or of subcommittees under the Board of Member, must comply with applicable laws and regulations and the provisions of the company's charter and internal regulations on corporate governance.

#### **Article 32. Person in charge of corporate governance**

1. The Company's Board of Directors must appoint at least one (01) person in charge of corporate governance to support corporate governance work at the enterprise. The person in charge of corporate governance may also serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Enterprise Law .



2. The person in charge of corporate governance may not simultaneously work for an approved auditing firm that is auditing the Company's financial statements .
3. The person in charge of company administration has the following rights and responsibilities:
  - a) Advising the Board of Member 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 Member, Supervision Board, and General Shareholders' Meeting as requested by the Board of Member or the Supervision Board;
  - c) Providing advice on meeting procedures;
  - d) Attend meetings;
  - e) Advising on procedures for drafting resolutions of the Board of Member in accordance with legal regulations;
  - f) Provide financial information, copies of Board of Member meeting minutes, and other information to members of the Board of Member and members of the Supervisory Board;
  - g) Monitor and report to the Board of Member on the Company's information disclosure activities;
  - h) To serve as the point of contact with relevant stakeholders;
  - i) Maintaining confidentiality of information in accordance with legal regulations and the company's charter;
  - k) Other rights and obligations as prescribed by law and the company's charter.

## **CHAPTER VIII. THE GENERAL MANAGER AND OTHER EXECUTIVES**

### **Article 33. Organizational structure of the management apparatus**

1. The Company's management system must ensure that the management team is accountable to the Board of Member and is subject to the supervision and direction of the Board of Member in the Company's daily business operations.
2. The company has a General Director, Deputy General Directors, Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be approved by resolution or decision of the Board of Directors.

### **Article 34. Company Managers**

1. The company's executives include the General Director, Deputy General Director, Chief Accountant, and other executives as decided by the Board of Directors.
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 remuneration, salary, benefits, and other terms of the employment contract for the General Director shall be decided by the Board of Directors. Contracts for other executives shall be decided by the Board of Directors after consultation with the General Director.
4. Executive salaries are included in the Company's business expenses in accordance with the law on corporate income tax, are 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.

#### **Article 35. Appointment, dismissal, duties and powers of the General Director**

1. The Board of Member appoints one (01) member of the Board of Member or hires another person to be the General Director; signs a contract which stipulates the remuneration, salary and other benefits.

2. The General Director is responsible for managing the Company's daily business operations in accordance with the law, the Company's Charter, the employment contract signed with the Company, and the resolutions and decisions of the Board of Member. If the General Director acts contrary to the provisions of this clause and causes damage to the Company, the General Director shall be held liable under the law and shall compensate the Company for the damages.

3. The term of office of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The appointment may expire based on the terms of the labor contract. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions as prescribed by law and the company's charter.

4. The General Director has the following rights and responsibilities:

a) To decide on matters relating to the Company's day-to-day business operations that are not within the authority of the Board of Directors, including signing financial and commercial contracts on behalf of the Company, and organizing and managing the Company's day-to-day business operations in accordance with best management practices;

b) To organize the implementation of resolutions and decisions of the Board of Directors;

c) To organize the implementation of the Company's business plan and investment plan;

d) Propose organizational structure and internal management regulations for the Company;

e) Appointing, dismissing, and removing management positions within the Company, except for positions under the authority of the Board of Directors;

f) Deciding on salaries and other benefits for employees in the Company, including managers appointed by the General Director;

g) Recruitment of employees;

h) Propose a plan for paying dividends or handling business losses;

i) Propose the number and type of business executives that the Company needs to recruit for the Board of Member to appoint or dismiss in accordance with internal regulations, and propose remuneration, salaries, and other benefits for business executives for the Board of Member to decide;

j) On December 31st of each year, submit to the Board of Member for approval the detailed business plan for the following fiscal year, based on meeting the requirements of the relevant budget and financial plan;

k) Prepare the Company's long-term, annual, and quarterly budgets (hereinafter referred to as budgets) to support the Company's long-term, annual, and quarterly management activities in accordance with the business plan;

l) Other rights and obligations as prescribed by law, this Charter, resolutions and decisions of the Board of Member, internal regulations of the Company, and contracts signed with the Company.

5. The General Director is accountable to the Board of Member and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these levels when requested.
6. The Board of Directors may dismiss the CEO when a majority of the Board members with voting rights present at the meeting approve and appoint a new CEO to replace him.

## **CHAPTER IX. BOARD OF SUPERVISION**

### **Article 36. Nomination and candidacy of members of the Supervision Board (Supervisors)**

1. The nomination and election of members of the Supervision Board shall be carried out in accordance with the provisions of Clauses 1 and 2 of Article 25 of these Charters .
2. If the number of candidates for the Supervision Board nominated through election and self-nomination is insufficient, the incumbent Supervision Board may 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 37. Composition of the Supervision Board**

1. The number of members of the Company's Supervision Board is three (03) people. The term of office of a member of the Supervisory Board is no more than five (05) years and can be re-elected for an unlimited number of terms.
2. Members of the Supervision 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 preceding the audit.
3. Members of the Supervision Board shall be dismissed in the following cases:
  - a) No longer meets the qualifications and conditions to be a member of the Supervision Board as stipulated in Clause 2 of this Article;
  - b) A resignation letter has been submitted and accepted;
  - c) Other cases as prescribed by law and these Regulations.
4. Members of the Supervision Board shall be dismissed in the following cases:
  - a) Failure to complete assigned tasks or duties;
  - b) Failing to exercise one's rights and fulfill one's obligations for six consecutive months, except in cases of force majeure;
  - c) Repeated and serious violations of the obligations of a member of the Supervision Board as stipulated in the Enterprise Law and the company's charter;
  - d) Other cases as decided by the General Meeting of Shareholders.

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

1. The Head of the Supervision Board is elected by the Supervision Board from among its members; the election, dismissal, and removal are based on a majority vote. More than half of the members of the Supervision Board must be residents of Vietnam. The Head of the



Supervision 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 Supervision Board:

- a) Convene a meeting of the Supervision Board;
- b) Request the Board of Member, the General Director, and other executives to provide relevant information for reporting to the Supervision Board;
- c) Prepare and sign the Supervision Board's report after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

### **Article 39. Rights and obligations of the Supervision Board**

The Supervision 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 to the General Meeting of Shareholders to approve the list of auditing firms approved to audit the Company's financial statements; decide on the auditing firm approved to conduct the Company's operational inspection, and dismiss approved auditors when deemed necessary.
2. Be accountable to shareholders for your supervisory activities.
3. Monitoring the company's financial situation and ensuring compliance with the law in the operations of the Board of Member members, the General Director, and other managers.
4. Ensure coordinated activities with the Board of Member, the General Director, and shareholders.
5. In the event of discovering any violations of the law or the company's charter by members of the Board of Member, the General Director, or other executives of the enterprise, the Supervision Board must notify the Board of Member in writing within 48 hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences.
6. Develop the operating regulations of the Supervision Board and submit them to the General Meeting of Shareholders for approval.
7. Reporting to the General Meeting of Shareholders as prescribed 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.
8. Has the right to access the Company's records and documents kept at the head office, branches, and other locations; has the right to visit the workplaces of the Company's managers and employees during working hours.
9. Has the right to request the Board of Member, members of the Board of Member, 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.
10. Other rights and obligations as prescribed by law and these Statutes.

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

1. The Supervision Board must meet at least two (02) times a year, with at least 2/3 of the Supervision Board members attending. Minutes of the Supervision Board meetings must be detailed and clear. The person recording the minutes and the Supervision Board members attending the meeting must sign the minutes. Minutes of the Supervision Board meetings must be kept to determine the responsibilities of each Supervision Board member.



2. The Supervision 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 41. Salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board**

1. Members of the Supervision 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 Supervision 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 Supervision Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. The salaries and operating expenses of the Supervision 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.

**CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF MEMBER, MEMBERS OF THE SUPERVISION BOARD, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES**

**Article 42. Responsibility for Care**

Members of the Board of Member, members of the Supervision Board, the General Director, and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Member, in good faith and with due diligence for the benefit of the Company.

**Article 43. Responsibility for honesty and avoiding conflicts of interest**

1. Members of the Board of Member, members of the Supervision 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 Members, 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 Members, members of the Supervisory Board, the General Director, and other managers are obligated to notify the Board of Members and the Supervision 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 Members, the Company must disclose information regarding these resolutions in accordance with the securities law on information disclosure.

4. Members of the Board of Members are not permitted to vote on transactions that benefit that member or a related party, as stipulated in the Enterprise Law and the company's charter.



5. Members of the Board of Members, members of the Supervisory Board, the General Director, other managers, and related parties of these entities are prohibited from using or disclosing internal information to others for the purpose of conducting related transactions.

6. Transactions between the Company and one or more members of the Board of Member, members of the Supervision 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 Members members, Supervision 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 of 35% or more of the total asset value recorded in the most recent financial statement within 12 months from the date of the first transaction, the significant details of the transaction, as well as the relationship and interests of the Board of Members, Supervision 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 4.4. Liability for damages and compensation**

1. Members of the Board of Members, members of the Supervision 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 violations.

2. The Company shall compensate individuals who have been, are, or may become involved in claims, lawsuits, or prosecutions (including civil and administrative cases, and not cases in which the Company is the plaintiff) if that person has been or is a member of the Board of Members, a member of the Supervision Board, the General Director, other executives, employees, or authorized representatives of the Company who have been or are performing duties under the Company's authorization, acting honestly and diligently in the Company's best interests in compliance with the law, and there is no evidence to confirm that that person has violated their responsibilities.

3. Compensation costs include judgment fees, fines, and actual payments (including attorney fees) incurred in resolving these cases within the legal framework. The company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

### **CHAPTER XI. RIGHT TO EXAMINE COMPANY RECORDS AND ACCOUNTING**

#### **Article 45. Right to access books and records**

1. Ordinary shareholders have the right to access the books and records, specifically as follows:

a) Ordinary shareholders have the right to review, search, and extract information about their 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, or having the right to review, examine, and extract minutes and resolutions of the Board of Members, interim and annual financial statements, reports of the Supervision Board,



contracts, transactions requiring approval from the Board of Members, 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 to search the books and records, they must include the authorization letter from the shareholder or group of shareholders they represent, or a notarized copy of such authorization letter.

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, books, and other records for purposes related to their positions, provided that such information is kept confidential.

4. The company must keep these Articles of Association and any amendments to them, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, 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 other documents as prescribed by law at its head office or another location provided that the shareholders and the Business Registration Authority are notified of the location where these documents are stored.

5. The company's charter must be published on the company's website.

## **CHAPTER XII. WORKERS AND TRADE UNIONS**

### **Article 46. Workers and trade unions**

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

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

## **CHAPTER XIII. PROFIT DISTRIBUTION**

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

1. The General Meeting of Shareholders decides on the dividend payout rate and the form of dividend payment annually 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 Member 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 Member is the body responsible for implementing this decision.

4. In cases where dividends or other payments related to a stock are paid in cash, the Company must pay 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 listed/registered shares on the stock exchange may be



made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Enterprise Law and the Securities Law, the Board of Members shall pass a resolution or decision to determine a specific date for closing the shareholder list. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, and to receive notices or other documents.

6. Other matters related to profit distribution shall be handled in accordance with the law.

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

### **Article 48. 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 abroad in accordance with the provisions of 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 49. 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 (December 2nd, 2005) began on the date of issuance of the Business Registration Certificate and ended on December 31st, 2005.

### **Article 50. Accounting System**

1. The accounting system used by the Company is either the enterprise accounting system or a specific accounting system issued and approved by a competent authority.

2. The company shall maintain accounting records in Vietnamese and keep 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 the 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.

## **CHAPTER XV. FINANCIAL REPORTING, ANNUAL REPORTING AND DISCLOSURE RESPONSIBILITIES**

### **Article 51. Annual, semi-annual and quarterly financial reports**

1. The company must prepare annual financial statements, and these annual financial statements must be audited in accordance with the law. The company must publish the audited annual financial statements in accordance with the law on information disclosure in the securities market and submit 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 audited semi-annual financial statements 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 52. Annual Report**

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

### **CHAPTER XVI. COMPANY AUDIT**

#### **Article 53. Auditing**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Member to decide on the selection of one of these firms to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Member.
2. The audit report is attached to the Company's annual financial statements.
3. Independent auditors conducting the audit of the Company's financial statements are entitled to attend Shareholders' General Meetings, receive notices and other information related to the Shareholders' General Meetings, and express their opinions at the meeting on matters related to the audit of the Company's financial statements.

### **CHAPTER XVII. THE MARK OF THE ENTERPRISE**

#### **Article 54. Enterprise 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 Member decides on the type, quantity, form, and content of the seals of the Company, its branches, and representative offices (if any).
3. The Board of Member and the General Director shall use and manage the seal in accordance with current laws and regulations.

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

#### **Article 55. Dissolution of a company**

1. A company may be dissolved in the following circumstances:
  - a) In accordance with resolutions and decisions of the General Meeting of Shareholders;
  - b) The business registration certificate is revoked, except where the Law on Tax Administration provides otherwise;
  - c) Other cases as prescribed by law.
2. The premature dissolution of the Company (including any extended term) shall be 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 56. 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 Liquidation Committee consisting of three members, of which two members are appointed by the General Meeting of Shareholders and one member is 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 shall 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 acts on behalf of the Company in all matters related to the liquidation of the Company before the Courts and administrative agencies.
3. The proceeds from the liquidation will be paid out in the following order:
  - a) Liquidation costs;
  - b) Outstanding wages, severance pay, social insurance contributions, and other employee benefits as stipulated in collective bargaining agreements and signed employment contracts;
  - c) Tax debt;
  - d) Other liabilities of the Company;
  - e) The remaining amount after all debts from items (a) to (d) above have been paid shall be distributed to the shareholders. Preferred shares shall be paid first.

## **CHAPTER XIX. RESOLVING INTERNAL DISPUTES**

### **Article 57. Resolution of internal disputes**

1. In the event of disputes or complaints arising from the Company's operations, the rights and obligations of shareholders as stipulated in the Enterprise Law, the Company Charter, other legal regulations, or agreements between:

- a) Shareholders and the Company;
- b) Shareholders with the Board of Member, Supervision Board, General Director, or other executives;

The parties involved shall attempt to resolve the dispute through negotiation and mediation. Except in cases involving the Board of Member or the Chairman of the Board, the Chairman of the Board shall preside over the dispute resolution process and require each party to present relevant information within 15 working days of the dispute arising. In cases involving the Board of Member or the Chairman of the Board, either party may request the Supervision Board to appoint an independent expert to mediate 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 submit the dispute to arbitration or a court.

3. The parties shall bear their own costs related to the negotiation and mediation process. Payment of court costs shall be made according to the court's judgment.

## **CHAPTER XX. SUPPLEMENTS AND AMENDMENTS TO THE STATUTES**

### **Article 58. Company Charter**

1. Amendments and additions to these Charters must be considered and decided upon by the General Meeting of Shareholders.
2. In cases where the law provides provisions relating to the Company's operations that are not mentioned in this Charter, or where new legal provisions differ from the provisions in this Charter, those provisions of law shall automatically apply to govern the Company's operations.

## **CHAPTER XXI. EFFECTIVE DATE**

### **Article 59. Effective Date**

1. This Charter, comprising 21 Chapters and 59 Articles, was unanimously approved by the General Meeting of Shareholders of Thong Nhat Hanoi Joint Stock Company on [date] at the Annual General Meeting of Shareholders in 2026, and the full text of this Charter is hereby accepted and deemed effective.
  2. The Charter is drawn up in ten (10) copies, all of which are equally valid and must be kept at the Company's head office.
  3. These Bylaws are the sole and official document of the Company.
  4. Copies or extracts of the company's charter are valid when signed by the Chairman of the Board of Member or at least one-half (1/2) of the total number of members of the Board of Member.
- Full name and signature of the company's legal representative.*

**CHAIRMAN OF THE BOARD**

**VU NGOC TU**



**THONG NHAT HA NOI  
JOINT STOCK COMPANY**

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

Number: 04/TTr-TN-HĐQT

Hanoi, January 21, 2026

## **REPORT**

**Subject: Issuance of Internal Regulations on Company Governance**

**Dear: The General Meeting of Shareholders of Thong Nhat Hanoi Joint Stock Company**

- *Based on the Enterprise Law No. 59/2020 /QH14 passed by the National Assembly on June 17, 2020 , and accompanying amendments and guidelines;*
- *Based on the Company's Articles of Association;*
- *Based on the company's operational requirements.*

In order to comply with and adhere to the relevant legal regulations concerning the Company's operations at the present time, the Board of Member of Thong Nhat Hanoi Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the issuance of the Internal Regulations on Company Governance, specifically as follows:

1. Through the Internal Regulations on Corporate Governance as attached to this document;
2. Authorize the Board of Member and delegate to the Chairman of the Board the authority to proactively finalize the Regulations for the issuance of the official version of the internal regulations on corporate governance in accordance with the provisions of the law.

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

*Thank you very much!*

**Recipient:**

- As addressed to;
- Board of Member, Board of Supervision;
- Save HR.

**BOARD OF MEMBERS**

**CHAIRMAN**



**VU NGOC TU**

**Thong Nhat Ha Noi Joint Stock Company**

Address: 10B Trang Thi Street, Hoan Kiem Ward, Hanoi City | Website: [www.thongnhat.com.vn](http://www.thongnhat.com.vn)

Tel: 024 - 3857.2699 | Fax: 024 - 3857.2744



# **INTERNAL REGULATIONS ABOUT CORPORATE GOVERNANCE**

**THONG NHAT HANOI JOINT STOCK COMPANY**

*Hanoi, February 2026*



*Hanoi, [date] 2026*

## **INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

- *Based on the Securities Law dated November 26, 2019;*
- *Based on the Enterprise Law dated June 17, 2020;*
- *Based on Decree No. 115/2020/ND-CP dated December 31, 2020 of the Government detailing a number of articles of the Securities Law;*
- *Based on Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Minister of Finance, guiding some provisions on corporate governance applicable to public companies under Decree No. 115/2020/ND-CP dated December 31, 2020, of the Government detailing some provisions of the Law on Securities;*
- *Based on the Charter of Thong Nhat Hanoi Joint Stock Company;*
- *Based on the Shareholders' General Meeting Resolution No. dated [date] [month] [year] 2026;*
- *The Board of Member issues the Internal Regulations on Corporate Governance of Thong Nhat Hanoi Joint Stock Company.*

The internal regulations on corporate governance of Thong Nhat Hanoi Joint Stock Company include the following contents:

### **CHAPTER I. GENERAL PROVISIONS**

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

1. Scope of application:

The internal regulations on corporate governance stipulate the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Member, and the General Director; the procedures for holding the General Meeting of Shareholders; the nomination, candidacy, election, dismissal, and removal of members of the Board of Member, the Supervision Board, and the General Director; and other activities as stipulated in the company's charter and other current legal regulations.

2. Applicable subjects:

This regulation applies to members of the Board of Member, the Supervision Board, the General Director, and related persons of the Company.

## CHAPTER II. GENERAL MEETING OF SHAREHOLDERS

### Article 2: Role of the General Meeting of Shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company.
2. Method of adopting resolutions by the General Meeting of Shareholders:
  - a) The General Meeting of Shareholders adopts resolutions within its authority by means of voting at the meeting or by obtaining opinions in writing;
  - b) In cases where the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring shareholders attend and vote by electronic ballot or other forms as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Government Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.
3. The location for the General Shareholders' Meeting is determined by the place where the chairperson attends the meeting and must be within the territory of Vietnam.

### Article 3. Rights and obligations of the General Meeting of Shareholders

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

- a) Through the company's development strategy;
  - 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 Member and members of the Supervision Board;
  - d) Decisions to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
  - e) Decisions to amend or supplement the company's charter;
  - f) Through annual financial reports;
  - g) Decision to repurchase more than 10% of the total number of shares sold of each class;
  - h) Review and handle violations by members of the Board of Member and members of the Supervision Board that cause damage to the Company and its shareholders;
  - i) Decisions on reorganizing or dissolving the Company;
  - j) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Member and the Supervision Board;
  - k) Approve the Internal Governance Regulations; the Operating Regulations of the Board of Member and the Supervision Board;
  - l) Approve the list of approved auditing firms; decide which auditing firm is approved to conduct an audit 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) Audited annual financial statements;
- c) Reports from the Board of Member on the governance and performance of the Board of Member and each member of the Board of Member;
- d) Report of the Supervision Board on the Company's business results, the performance of the Board of Member, and the General Director;
- e) Self-assessment report on the performance of the Supervision Board and its members;
- f) The dividend rate per share for each class;
- g) Number of members of the Board of Member and the Supervision Board;
- h) Electing, dismissing, and removing members of the Board of Member and members of the Supervision Board;
- i) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Member and the Supervision Board;
- j) Approve the list of approved auditing firms; decide which auditing firm is approved to conduct audits of the company's operations when deemed necessary;
- k) Supplementing and amending 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 with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- p) Decision to repurchase more than 10% of the total number of shares sold of each class;
- q) The company enters into contracts or transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the total value of the company's assets as recorded in the most recent financial statement;
- r) Approve the transactions stipulated in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law;
- s) Approve the internal regulations on corporate governance, the regulations on the operation of the Board of Member, and the regulations on the operation of the Supervision Board;
- t) Other matters as prescribed by law and these Statutes.

3. The Annual General Meeting of Shareholders discussed and approved the following matters:

- a) The company's annual business plan;
- b) Annual financial statements;
- c) Reports from the Board of Member on the governance and performance of the Board of Member and each member of the Board of Member;
- d) Report of the Supervision Board on the Company's business results, the performance of the Board of Member, and the General Director;
- e) Report evaluating the performance of the Supervision Board;
- f) Dividend rates for each class of shares;
- g) Other matters within its jurisdiction.

4. Any matters approved in previous General Meetings of Shareholders that have not yet been implemented must be reported by the Board of Member to the General Meeting of Shareholders at the nearest annual meeting. In case of changes to matters within the authority of the General Meeting of Shareholders, the Board of Member must submit them to the General Meeting of Shareholders for approval at the nearest meeting before implementation.

#### **Article 4. Authority to convene a General Meeting of Shareholders**

1. The Board of Member convenes the Annual General Meeting of Shareholders once (01) a year and within four (04) months from the end of the financial year. The Board of Member decides to extend the Annual General Meeting of Shareholders if necessary, but not more than six (06) months from the end of the financial year.

2. The Board of Member convenes an extraordinary general meeting of shareholders in accordance with the circumstances stipulated in Clause 3, Article 14 of the Company's Charter;

3. The Supervision Board convenes an extraordinary general meeting of shareholders in accordance with the circumstances stipulated in point b, clause 4, Article 14 of the Company's Charter;

4. Shareholders or groups of shareholders may convene an extraordinary general meeting of shareholders in accordance with point c, clause 4, Article 14 of the Company's Charter.

#### **Article 5. The procedures for holding a General Meeting of Shareholders to adopt resolutions by voting at the General Meeting of Shareholders include the following main contents:**

1. 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 ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must publish information about 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) Prepare the program and content for the congress;

c) Prepare documents for the conference;

d) Draft resolution of the General Meeting of Shareholders according to the planned agenda of the meeting;

e) Determine the time and location for holding the congress;

f) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g) Other tasks related to the congress.

2. Prepare a list of shareholders entitled to attend the meeting.

a) The person convening the General Meeting of Shareholders must prepare a list of shareholders who are eligible to participate and vote at the Company's General Meeting of Shareholders;

b) The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date of sending the Notice of Invitation to the General Meeting of Shareholders.

3. Announcement regarding the closing of the shareholder list eligible to attend the General Meeting of Shareholders.



- a) The company must publish information about the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the last registration date;
- b) When disclosing information about the list of shareholders entitled to attend the General Meeting of Shareholders, the company must simultaneously report the content of the disclosed information to the State Securities Commission and the stock exchange where the company's securities are listed or registered for trading, including all the information as prescribed.
- c) The company must submit a complete and valid notification of exercise of rights to the Vietnam Securities Depository and Clearing Corporation (VSDC) no later than eight (08) working days immediately before the last registration date or another deadline as prescribed by VSDC, which must clearly state the following basic information:

- i) Information on the last registration date (The last registration date is the working day set by the Issuer or VSDC, on the basis of authorization from the Issuer, to determine the list of securities holders entitled to rights in accordance with the notice of the Issuer, VSDC and legal regulations);

- ii) The purpose of using the list;

- iii) Specific information regarding the exercise of rights (exercise rate, exercise date, exercise location, etc.).

#### 4. Sending notice of convening the General Meeting of Shareholders

- a) The person convening the General Meeting of Shareholders must send a notice of meeting invitation to all shareholders in the List of Shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted).

- b) The meeting notice must include the time, place of the meeting, and other information for attendees;

- c) The notice inviting shareholders to the General Meeting shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and shall also be published on the Company's website and the website of the State Securities Commission and the stock exchange where the Company's shares are listed or registered for trading;

- d) The notice of meeting must be accompanied by the agenda of the General Meeting of Shareholders. Documents related to the issues to be voted on at the meeting must 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:

- i) Meeting agenda and materials to be used in the meeting;

- ii) A list and detailed information of candidates in the case of electing members of the Board of Member and members of the Supervision Board;

- iii) Voting slips;

- iv) Draft resolutions for each item on the meeting agenda.

#### 5. Proposal to supplement the agenda and content of the Shareholders' General Meeting.

- a) Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company no later than three (03) working days before the opening date of the meeting. Proposals must clearly state the name of the shareholder, the number of each type of shares held by the shareholder, and the proposed issue to be included in the agenda.



b) The person convening the General Meeting of Shareholders has the right to reject the proposal stipulated in Clause 4 of this Article if it falls under one of the following cases:

- i) The petition was submitted in violation of the provisions of Clause 4 of this Article;
- ii) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the common shares as stipulated in Clause 2, Article 12 of these Charters;
- iii) The proposed issue falls outside the scope of the Shareholders' General Meeting's decision-making authority;
- iv) Other cases as prescribed by law and these Regulations.

c) 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 6: Authorization of representatives 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 .

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 using the Company's form, including the following contents: name of the authorizing shareholder, name of the authorized individual or organization, number of shares authorized, content of authorization, scope of authorization, duration of authorization, signatures of the authorizing party and the authorized party (if the authorizing party or the authorized party is an organization, a seal must be included).

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

3. The vote of an authorized representative attending the meeting within the scope of their authorization remains valid in the following cases, except in the following instance:

- a) The grantor has died, is restricted in their legal capacity, or has lost their legal capacity;
- b) The person who granted the authorization has revoked the designation;
- c) The grantor has revoked the authority of the grantee.

In the event that the Company receives notice of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened, the provisions of this clause shall not apply.

#### **Article 7. Procedures for registering to attend the General Meeting of Shareholders**

Before the meeting commences, the Company must conduct shareholder registration and continue the registration process until all shareholders entitled to attend the meeting have registered, following this procedure:

- 1. The person convening the General Meeting of Shareholders shall establish a Committee to verify the eligibility of shareholders;



2. When registering shareholders, the Shareholder Eligibility Verification Committee shall provide each shareholder or authorized representative with voting rights a voting card, which shall bear the registration number, the full name of the shareholder, the full name of the authorized representative, and the voting number of that shareholder.

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

#### **Article 8. Conditions for holding a General Meeting of Shareholders**

1. A General Meeting of Shareholders is convened when the number of shareholders present represents more than 50% of the total voting rights.

2. If the first meeting does not meet the quorum requirements as stipulated in Clause 1 of this Article, a notice of the second meeting shall be sent within thirty (30) days from the date of the first planned meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total voting rights.

3. If the second meeting does not meet the quorum requirements as stipulated in Clause 2 of this Article, the notice of the third meeting must be sent within twenty (20) 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 of the shareholders attending the meeting.

#### **Article 9. Election of the chairperson, secretary, and vote counting committee**

1. The Chairman of the Board of Member presides over or authorizes another member of the Board of Member to preside over the General Meeting of Shareholders convened by the Board of Member. If the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Member shall elect one of them to preside over the meeting by majority vote. If no one can be elected to preside, the Head of the Supervision Board shall direct the General Meeting of Shareholders to elect a presiding officer from among those present, and the person with the highest number of votes shall preside over the meeting.

2. Except as provided in Clause 1 of this Article, 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;

3. The chairperson appoints one or more people to act as meeting secretaries;

4. The General Meeting of Shareholders shall elect one or more members to the vote counting committee upon the recommendation of the meeting chairman.

5. The chairperson of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.

a) Arrange seating at the venue for the Shareholders' General Meeting;

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.



6. The person convening or presiding over the General Meeting of Shareholders has the following rights:

- a) Require all meeting attendees to undergo security 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 venue in the following cases:

- a) The meeting venue does not have enough convenient seating for all attendees;
- b) The communication facilities at the meeting venue do not ensure that shareholders attending the meeting can participate in discussions and vote;
- c) Some attendees obstruct or disrupt the meeting, potentially preventing it from being conducted fairly and lawfully.

8. If the chairperson postpones or suspends the General Meeting of Shareholders in violation of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and conduct the meeting until its conclusion; all resolutions passed at that meeting shall be effective and enforceable.

#### **Article 10. Procedures for conducting the General Meeting of Shareholders**

1. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session;
2. The agenda must clearly and specifically define the time allocated to each item on the meeting agenda;
3. The General Meeting of Shareholders will discuss and vote on each item on the agenda;
4. All resolutions and matters included on the agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Article 11: Voting procedures, vote counting, and notification of vote counting results**

1. Voting is conducted by vote in favor, against, and abstention;
2. The vote count results are announced just before the closing ceremony;
3. The counting and voting for members of the Board of Member and the Supervision Board shall be conducted using the cumulative voting method as stipulated in Clause 3, Article 148 of the Enterprise Law.

#### **Article 12. Conditions for the Resolution to be adopted**

1. Resolutions on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting, except as provided in Clauses 3, 4 and 6 of Article 148 of the Enterprise Law :
  - a) The type 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 asset sales with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;



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 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. Resolutions passed by 100% of the total voting shares of 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 13. Minutes of the Shareholders' General Meeting**

1. The minutes of the General Meeting of Shareholders must be prepared in Vietnamese, and may also be prepared in a foreign language, and must include the following main contents:

- a) Name, address of head office, business registration number;
- b) Time and location of the General Meeting of Shareholders;
- c) Meeting agenda and content;
- d) Full names of the chairperson and secretary;
- e) Summarize the proceedings and the opinions expressed at the General Shareholders' Meeting on each item on the agenda;
- f) The number of shareholders and the total number of voting rights of shareholders attending the meeting, an appendix listing registered shareholders, and shareholder representatives attending the meeting with their corresponding shareholdings and voting rights;
- g) The total number of votes cast for each voting issue, specifying the voting method, the total number of valid, invalid, affirmative, and abstention votes; and the corresponding percentage of the total votes cast by shareholders present at the meeting;
- h) Issues that were approved and the corresponding percentage of votes in favor;
- i) Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Member present at the meeting and containing all the information as stipulated in this clause. The meeting minutes shall clearly state the reason why the chairperson or secretary refused to sign the minutes.

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

3. Minutes prepared in both Vietnamese and a foreign language (if any) have equal legal validity. In case of discrepancies in content between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

#### **Article 14. Publication of minutes and resolutions of the General Meeting of Shareholders**

Resolutions, minutes of the General Meeting of Shareholders, appendices listing registered shareholders with their signatures, proxies for attending the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation notice must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.



**Article 15. 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 Member 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, except as provided in Clause 2, Article 147 of the Enterprise Law.
2. The Board of Member must prepare ballot papers, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send them to all shareholders with voting rights no later than [10 days] before the deadline for returning the ballot papers. The requirements and methods for sending ballot papers and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 18 of these Charters .
3. The feedback form must include the following key information:
  - a) Name, address of head office, business registration number;
  - b) Purpose of soliciting opinions;
  - c) 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; or full name, contact address, nationality, and legal document number of the representative of the organization shareholder; number of shares of each class and voting rights of the shareholder;
  - d) Issues requiring consultation before a decision can be made;
  - e) The voting options include "agree," "disagree," and "no opinion" for each issue being considered;
  - f) Deadline for returning the answered feedback forms to the Company;
  - g) Full name and signature of the Chairman of the Board of Member.
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 mail submission: the completed opinion poll form must be signed by the individual shareholder, the authorized representative, or the legal representative of the corporate shareholder. The opinion poll form sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the vote count;
  - b) In case of sending by fax or email, the opinion poll forms 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 disclosed in the case of fax or email submissions, are invalid. Unsubmitted ballots will be considered as non-voting ballots.
5. The Board of Member shall count the votes and prepare a vote counting report in the presence of the Supervision Board or shareholders who do not hold management positions in the Company. The vote counting report must include the following main contents:
  - a) Name, address of head office, business registration number;
  - b) The purpose and issues requiring consultation for the resolution to be adopted;



- c) The number of shareholders and the total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting the ballots, along with 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 issue was approved and the corresponding percentage of votes in favor;
  - f) Full name and signature of the Chairman of the Board of Member, the vote counter, and the vote counting supervisor.
  - g) Members of the Board of Member, vote counters, and vote counting supervisors shall be jointly liable for the integrity and accuracy of the vote counting 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 instead of being posted on the Company's website within 24 hours of the completion of the vote count.
7. The completed ballots, vote counting records, adopted resolutions, and related documents accompanying the ballots must all be kept at the Company's head office.
8. A resolution adopted by written shareholder consultation is considered valid 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 a General Meeting of Shareholders.

### **CHAPTER III. BOARD OF MEMBER**

#### **Article 16. Role of the Board of Member**

The Board of Member 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 Company's General Meeting of Shareholders.

#### **Article 17. Powers and responsibilities of the Board of Member**

1. The rights of the Board of Member are stipulated by law, the company's charter, and the General Meeting of Shareholders. Specifically, the Board of Member 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, lending contracts 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, except for contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in point d, clause 2, Article 138, clauses 1 and 3, Article 167 of the Enterprise Law;

i) Electing, dismissing, and removing the Chairman of the Board of Member; appointing, dismissing, signing contracts with, and terminating contracts with the 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 the General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of those representatives;

j) Supervising and directing the 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;

p) Propose the reorganization or dissolution of the Company; request the Company's bankruptcy;

q) Decisions on the promulgation of the Board of Member operating regulations and internal regulations on corporate governance after approval by the General Meeting of Shareholders; decisions on the promulgation of regulations on company information disclosure;

r) Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal regulations, and the company's charter.

2. The Board of Member must fully comply with the responsibilities and obligations stipulated in the Enterprise Law, the Company Charter, and the following responsibilities and obligations:

a) To be accountable to shareholders for the company's operations;

b) Treat all shareholders equally and respect the interests of those with vested interests in the Company;

c) Ensure that the Company's operations comply with the law, the Articles of Association, and the Company's internal regulations;

d) Develop the operating regulations of the Board of Member, submit them to the General Meeting of Shareholders for approval, and publish them on the Company's website.

e) Monitoring and preventing conflicts of interest among members of the Board of Member, members of the Supervision Board, the General Director, and other managers, including the misuse of Company assets and abuse of related-party transactions;

f) Develop internal regulations on corporate governance and submit them to the General Meeting of Shareholders for approval;



- g) Appointing the company's administrator;
- h) To organize training and workshops on corporate governance and necessary skills for members of the Board of Member, the General Director, and other managers of the Company;
- i) Reporting on the activities of the Board of Member as prescribed in Article 280 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.
- j) Other obligations as prescribed by the Enterprise Law, the Securities Law, and other relevant legal regulations.

#### **Article 18. Rights and obligations of Board of Member members**

1. Members of the Board of Member have all the rights stipulated in the Enterprise Law, the Securities Law, relevant laws, the Company's Charter, this Regulation, the Decisions of the General Meeting of Shareholders, and the Operating Regulations of the Board of Member, including the right to be provided with information and documents on the Company's operations.
2. Members of the Board of Member have obligations as stipulated in the Company's Articles of Association 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 Member and provide input on the issues discussed;
  - c) To promptly and fully report to the Board of Member all remuneration received from subsidiaries, affiliated companies, and other organizations;
  - d) Report to the Board of Member 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 Member and their related parties; and transactions between the Company and companies in which a member of the Board of Member 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 Member of a listed company must prepare a report evaluating the performance of the Board of Member.

#### **Article 19. Term of office, structure and number of members of the Board of Member**

The term of office, structure, and number of members of the Board of Member are stipulated in Article 26 of the Company's Charter.

#### **Article 20: Standards for Board of Member Members**

1. Members of the Board of Member must meet the following standards and conditions:
  - a) Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law ;
  - b) Possess professional qualifications and experience in business administration or in the field, industry, or profession of business of the Company, and are not necessarily shareholders of the Company, unless the Company's Articles of Association stipulate otherwise;
  - c) A member of the Company's Board of Member may also be a member of the Board of Member of another company;



2. Independent members of the Board of Member 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 currently receiving a salary or remuneration from the company, except for allowances that members of the Board of Member 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, biological brother, biological sister, or biological sibling is a major shareholder of the Company; or is a manager of the Company or its subsidiary;
- d) Not being a person who directly or indirectly owns at least 1% of the total voting shares of the Company;
- e) Not a person who has served as a member of the Board of Member or Supervision Board of the Company for at least 05 consecutive years prior to the appointment, except in the case of being appointed for two consecutive terms.

**Article 21. Nomination, candidacy, election, dismissal, and removal of members of the Board of Member**

1. Nomination and candidacy for members of the Board of Member

Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate or propose candidates for the Board of Member as follows:

- a) Shareholders or groups of shareholders owning from 10% to less than 20% of the total voting shares of the Company may nominate one (01) candidate;
- b) Shareholders or groups of shareholders owning from 20% to less than 30% of the total voting shares of the Company may nominate a maximum of two (02) candidates;
- c) Shareholders or groups of shareholders owning from 30% to less than 40% of the total voting shares of the Company may nominate a maximum of three (03) candidates;
- d) Shareholders or groups of shareholders owning from 40% to less than 50% of the total voting shares of the Company may nominate a maximum of four (04) candidates;
- e) Shareholders or groups of shareholders owning 50% or more of the total voting shares of the Company may nominate a maximum of five (05) candidates;
- f) Shareholders or groups of shareholders owning 60% or more of the total voting shares of the Company may nominate a maximum of six (06) candidates;
- g) Shareholders or groups of shareholders owning 70% or more of the total voting shares of the Company may nominate a maximum of seven (07) candidates;
- h) Shareholders or groups of shareholders owning 80% or more of the total voting shares of the Company may nominate a maximum of eight (08) candidates.

2. If the number of candidates for the Board of Member, through nomination and candidacy, is still insufficient as stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Member shall nominate additional candidates or organize nominations in accordance with the company's charter, internal regulations on corporate governance, and the operating regulations of the Board of Member. The incumbent Board of Member nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Member in accordance with the law.



### 3. How to nominate candidates for the Board of Member

a) If the candidates for the Board of Member have been determined, 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.

b) Candidates for the Board of Member 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 Member.

c) Information regarding candidates for the Board of Member that is disclosed includes:

- i) Full name, date of birth (day, month, year);
- ii) Professional qualifications;
- iii) Work experience;
- iv) Other managerial positions (including board positions in other companies);
- v) Interests related to the Company and its related parties;
- vi) Other information (if any) as stipulated in the company's charter;
- vii) The company is responsible for disclosing information about the companies in which the candidate holds positions as a member of the Board of Member, other management positions, and any related interests of the candidate in those companies (if any).

### 4. Method of electing members of the Board of Member

The election of the Board of Member must be conducted using a cumulative voting method, 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 Member. Shareholders or authorized representatives attending the meeting have the right to accumulate all their votes to vote for one or more candidates. The elected members of the Board of Member are determined from highest to lowest, starting with the candidate with the highest number of votes until the required number of members is reached. In the event that two or more candidates receive the same number of votes for the last member of the Board of Member, a re-election will be held among those candidates or a selection will be made according to the criteria stipulated in the Election Regulations or the company's Articles of Association.

### 5. Cases of dismissal, removal, and appointment of Board of Member members.

a) The General Meeting of Shareholders shall dismiss a member of the Board of Member in the following cases:

- i) Not meeting the qualifications and conditions stipulated in Article 155 of the Enterprise Law ;
- ii) A resignation letter has been submitted and accepted;
- iii) Other cases as stipulated in the company's charter.

b) The General Meeting of Shareholders may dismiss a member of the Board of Member in the following cases:

- i) Not participating in the activities of the Board of Member for 06 consecutive months, except in cases of force majeure.
- ii) Other cases as stipulated in the company's charter.



c) When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Member; dismiss or remove members of the Board of Member except in the cases stipulated in Clauses 1 and 2 of this Article.

d) The Board of Member must convene a General Meeting of Shareholders to elect additional members of the Board of Member if the number of Board members is reduced by more than one-third compared to the number stipulated in the company's charter. In this case, the Board of Member must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

e) Except as provided in points a and b of this clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Member who have been dismissed or removed from office at the most recent meeting.

6. Notification of changes, appointments, and dismissals of Board of Member members

The company must disclose information in accordance with securities laws when there are changes, new appointments, reappointments, or dismissals of members of the Board of Member, or when it receives resignation letters from members of the Board of Member.

#### **Article 22. Election, removal, and dismissal of the Chairman of the Board of Member**

1. The Chairman of the Board of Member is elected, dismissed, or removed from office by the Board of Member from among its members.

2. The Chairman of the Board of Member shall be elected at the first meeting of the Board of Member within seven (07) working days from the date of the end of the election of that Board of Member. This meeting shall be 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 (01) member has the highest number of votes or the same percentage of votes, the members shall vote by majority to choose one (01) person among them to convene the meeting of the Board of Member.

#### **Article 23. Remuneration, bonuses and other benefits of members of the Board of Member**

1. The company has the right to pay remuneration and bonuses to members of the Board of Member based on business results and performance.

2. Members of the Board of Member 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 Member determines the remuneration for each member by mutual agreement. The total amount of remuneration and bonuses for the Board of Member is decided by the General Meeting of Shareholders at its annual meeting.

3. The remuneration of each member of the Board of Member 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 Member holding executive positions, or members of the Board of Member working in subcommittees of the Board of Member, 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 Member.

5. Members of the Board of Member are entitled to reimbursement for all travel, accommodation, meals, and other reasonable expenses incurred in performing their duties as



members of the Board of Member, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Member, or subcommittees of the Board of Member.

6. Members of the Board of Member 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 24. Procedures for Board of Member Meetings**

1. Minimum number of meetings per month/quarter/year

The Board of Member must meet at least once every quarter.

2. Cases requiring the convening of an extraordinary meeting of the Board of Member:

a) The Chairman of the Board of Member convenes a meeting of the Board of Member in the following cases:

i) Upon the recommendation of the Supervision Board or an independent member of the Board of Member;

ii) There must be a recommendation from the General Member or at least 05 other managers;

iii) There must be a proposal from at least two members of the Board of Member;

b) The proposal stipulated in point a, clause 2 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the authority of the Board of Member to make decisions.

c) The Chairman of the Board of Member must convene a meeting of the Board of Member within 7 working days from the date of receiving the request as stipulated in point a, clause 2 of this Article. If the Chairman of the Board of Member 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 Member in convening the meeting.

3. Notice inviting the Board of Member to a meeting:

a) The Chairman of the Board of Member or the person convening the Board of Member meeting must send a notice of meeting at least three (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.

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

c) In case of emergency, a Board of Member meeting may be held immediately upon unanimous (100%) approval of attendance by all (100%) members of the Board of Member.

4. The Supervision Board's right to attend Board of Member meetings.

a) The Chairman of the Board of Member or the person convening the meeting must send the notice of meeting and accompanying documents to the members of the Supervision Board in the same way as to the members of the Board of Member.

b) Members of the Supervision Board have the right to attend Board of Member meetings and participate in discussions, but do not have the right to vote.

5. Conditions for holding a Board of Member meeting

A Board of Member meeting shall be held when at least three-quarters 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 seven days of the first scheduled meeting date. In this case, the meeting shall be held if more than half of the Board of Member members are present.

#### 6. Voting method

Board meetings may be held online among board members when all or some members are located in different places, provided that each participating member is able to:

- a) Listen to each of the other Board members who are participating in the meeting speak;
- b) To address all other attending members simultaneously. Discussions among members may take place in person by telephone or other means of communication, or a combination of these methods. A Board member participating in such a meeting is considered to be "present" at that meeting. The meeting location as stipulated in this regulation is the location where the largest number of Board members are present, or the location where the meeting chair is present.

Decisions made during a formal meeting held and conducted are effective immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all Board members present at the meeting.

#### 7. Procedures for Passing Board of Member Resolutions

- a) Resolutions and decisions of the Board of Member 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 Member;
- b) Resolutions adopted through written consultation are based on the unanimous agreement of a majority of the Board of Member members with voting rights. These resolutions have the same effect and value as resolutions adopted at a meeting.

#### 8. Authorization of a Board member to attend meetings on behalf of another person.

Board members may authorize others to attend meetings and vote on their behalf if approved by a majority of the Board members.

### **Article 25. Minutes of the Board of Member Meeting**

1. Board of Member 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, including the following main contents:

- a) Name, address of head office, business registration number;
- b) Time and place 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) The issue was discussed and voted on at the meeting;
- f) Summarize the statements of 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 issue that was approved and the corresponding percentage of votes in favor;



i) Full name and signature of the presiding officer and the person recording the minutes, except as provided in Clause 2 of this Article.

2. In cases where the chairperson or the person recording the minutes refuses to sign the meeting minutes, but if all other members of the Board of Member present at the meeting sign and the minutes contain all the information as stipulated in points a, b, c, d, e, f, g, and h of Clause 1 of this Article, then these minutes shall be valid.

3. The chairperson, the person recording the minutes, and those signing the minutes are responsible for the truthfulness and accuracy of the content of the Board of Member meeting minutes.

4. Minutes of Board of Member meetings and documents used in the meetings must be kept at the Company's head office.

5. Minutes drawn up in Vietnamese and in a foreign language have equal legal validity. In case of discrepancies in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall prevail.

6. Announce resolutions and decisions of the Board of Member

a) Based on the content of the resolution adopted at the Board of Member meeting, the Chairman of the Board of Member, on behalf of the Board of Member, signs and issues the Board of Member Resolution;

b) Board of Member resolutions shall be sent to all members of the Board of Member, Supervision Board, General Director and other relevant members of the Company no later than three (03) working days from the date the members of the Board of Member attending the meeting fully sign the document;

c) Resolutions of the Board of Member that fall within the scope of information disclosure requirements will be disclosed in accordance with the law.

#### **Article 26. Subcommittees of the Board of Member**

1. The Board of Member may establish subcommittees to oversee development policy, human resources, compensation, internal auditing, and risk management.

2. The number of members of the subcommittee decided by the Board of Member shall be at least three (03) people including members of the Board of Member and external members. Independent members of the Board of Member /non-executive members of the Board of Member shall constitute the majority in the subcommittee and one of these members shall be appointed as the Head of the subcommittee by decision of the Board of Member.

3. The subcommittee's activities must comply with the regulations of the Board of Member. Resolutions of the subcommittee are only valid when approved by a majority of members present at the subcommittee meeting.

4. The implementation of decisions of the Board of Member, or of subcommittees under the Board of Member, must comply with applicable laws and regulations and the provisions of the company's charter and internal regulations on corporate governance.

#### **Article 27. Selection, Appointment, and Dismissal of the Company's Governing Body**

1. Standards for Company Administrators

The person in charge of corporate governance may not simultaneously work for the approved auditing firm that is auditing the Company's financial statements.

2. Appointment of the Company's Chief Administrator

The Company's Board of Member must appoint at least one (01) person in charge of corporate governance to support corporate governance work at the enterprise. The person in charge of corporate governance may also serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Enterprise Law .

3. Cases of dismissal of the person in charge of corporate governance.

The Board of Member may dismiss the Head of Corporate Governance when necessary, provided that this is not contrary to applicable labor laws and regulations.

4. Announcement of the appointment and dismissal of the person in charge of company administration.

The appointment and dismissal of the person in charge of corporate governance shall be announced in accordance with the Company's Articles of Association and the laws and regulations on securities.

5. Rights and obligations of the person in charge of corporate governance

- a) Advising the Board of Member 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 Member, Supervision Board, and General Shareholders' Meeting as requested by the Board of Member or the Supervision Board;
- c) Providing advice on meeting procedures;
- d) Attend meetings;
- e) Advising on procedures for drafting resolutions of the Board of Member in accordance with legal regulations;
- f) Provide financial information, copies of Board of Member meeting minutes, and other information to members of the Board of Member and members of the Supervision Board;
- g) Monitor and report to the Board of Member on the Company's information disclosure activities;
- h) To serve as the point of contact with relevant stakeholders;
- i) Maintaining confidentiality of information in accordance with legal regulations and the company's charter;
- k) Other rights and obligations as prescribed by law and the company's charter.

## **CHAPTER IV. THE SUPERVISION BOARD**

### **Article 28. Rights and obligations of the Supervision Board**

The Supervision Board has the rights and obligations as stipulated in Article 170 of the Enterprise Law, the Company Charter, and the following rights and obligations:

1. Propose and recommend to the General Meeting of Shareholders to approve the list of auditing firms approved to audit the Company's financial statements; decide on the auditing firm approved to conduct the Company's operational inspection, and dismiss approved auditors when deemed necessary.
2. Be accountable to shareholders for your Supervision activities.
3. Monitoring the company's financial situation and ensuring compliance with the law in the operations of the Board of Member members, the General Member, and other managers.



4. Ensure coordinated activities with the Board of Member, the General Director, and shareholders.
5. In the event of discovering any violations of the law or the company's charter by members of the Board of Member, the General Director, or other executives of the enterprise, the Supervision Board must notify the Board of Member in writing within 48 hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences.
6. Develop the operating regulations of the Supervision Board and submit them to the General Meeting of Shareholders for approval.
7. Reporting to the General Meeting of Shareholders as prescribed 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.
8. Has the right to access the Company's records and documents kept at the head office, branches, and other locations; has the right to visit the workplaces of the Company's managers and employees during working hours.
9. Has the right to request the Board of Member, members of the Board of Member, 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.
10. Other rights and obligations as prescribed by law and these Statutes.

#### **Article 29. Rights and responsibilities of members of the Supervision Board**

1. Members of the Supervision Board have the rights and responsibilities as stipulated in the Enterprise Law, relevant laws, and the Company's Charter, including the right to access information and documents related to the Company's operations. Members of the Board of Member, the General Director, and other executives of the enterprise are responsible for providing timely and complete information as requested by members of the Supervision Board.
2. Members of the Supervision Board have the following responsibilities:
  - a) Strictly comply with the law, the company's charter, decisions of the Board of Member, resolutions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and obligations.
  - b) 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.
  - c) To be loyal to the interests of the Company and its shareholders; not to abuse one's position, title, or use the Company's information, know-how, business opportunities, or other assets for personal gain or to serve the interests of other organizations or individuals.
  - d) Other obligations as stipulated by the Enterprise Law and the company's charter.
  - e) 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 Supervision Board shall be held personally or jointly liable for compensation for such damage. Any income and other benefits obtained by the members of the Supervision Board as a result of the violation must be returned to the Company.
  - f) If a member of the Supervision Board is found to have violated their assigned rights and obligations, a written notification must be sent to the Supervision Board, requesting the person committing the violation to cease the violation and remedy the consequences.



### **Article 30. Composition of the Supervision Board**

1. The term of office and the number of members of the Company's Supervision Board are stipulated in Clause 1, Article 37 of the Company's Charter.
2. Members of the Supervision 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 preceding the audit.

### **Article 31. Nomination, candidacy, election, dismissal, and removal of members of the Supervision Board**

#### **1. Nomination and candidacy for members of the Supervision Board**

Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate or propose candidates for the Supervision Board as follows:

- a) Shareholders or groups of shareholders owning from 10% to less than 20% of the total voting shares of the Company may nominate one (01) candidate;
- b) Shareholders or groups of shareholders owning from 20% to less than 30% of the total voting shares of the Company may nominate a maximum of two (02) candidates;
- c) Shareholders or groups of shareholders owning from 30% to less than 40% of the total voting shares of the Company may nominate a maximum of three (03) candidates;
- d) Shareholders or groups of shareholders owning from 40% to less than 50% of the total voting shares of the Company may nominate a maximum of four (04) candidates;
- e) Shareholders or groups of shareholders owning 50% or more of the total voting shares of the Company may nominate a maximum of five (05) candidates;
- f) Shareholders or groups of shareholders owning 60% or more of the total voting shares of the Company may nominate a maximum of six (06) candidates;
- g) Shareholders or groups of shareholders owning 70% or more of the total voting shares of the Company may nominate a maximum of seven (07) candidates;
- h) Shareholders or groups of shareholders owning 80% or more of the total voting shares of the Company may nominate a maximum of eight (08) candidates.

2. If the number of candidates for the Supervision Board nominated through election and candidacy is still insufficient as stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Supervision Board shall nominate additional candidates or organize nominations in accordance with the company's charter, internal regulations on corporate governance, and the Supervision Board's operating regulations. The incumbent Supervision Board's nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervision Board in accordance with the law.

#### **3. How to nominate candidates for the Supervision Board**

- a) In the event that candidates for the Supervision Board 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.
- b) Candidates for the Supervision 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 Supervision Board;

c) Information related to candidates for the Supervision Board includes:

i) Full name, date of birth (day, month, year);

ii) Professional qualifications;

iii) Work experience;

iv) Other managerial positions;

v) Interests related to the Company and its related parties;

vi) Other information (if any);

vii) The company is responsible for disclosing information about the companies in which the candidate holds positions as a member of the Supervision Board, other management positions, and any related interests of the candidate in the Supervision Board (if any).

#### 4. Method of electing members of the Supervision Board

Voting for the election of Supervision Board 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 Supervision Board members to be elected. Shareholders or authorized representatives attending the meeting have the right to accumulate all their votes to elect one or more candidates. The elected Supervision Board members are determined from highest to lowest, starting with the candidate with the highest number of votes until the required number of Supervision Board members is reached. In the event that two or more candidates receive the same number of votes for the last Supervision Board member, a re-election will be held among those candidates or a selection will be made according to the criteria stipulated in the Election Regulations or the Company Charter.

#### 5. Head of the Supervision Board

The Head of the Supervision Board is elected by the Supervision Board from among its members; the election, dismissal, and removal are based on a majority vote. More than half of the members of the Supervision Board must be residents of Vietnam. The Head of the Supervision 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.

6. Members of the Supervision Board shall be dismissed in the following cases:

a) No longer meets the qualifications and conditions to be a member of the Supervision Board as stipulated in Clause 2 of this Article;

b) A resignation letter has been submitted and accepted;

c) Other cases as prescribed by law and these Regulations.

7. Members of the Supervision Board shall be dismissed in the following cases:

a) Failure to complete assigned tasks or duties;

b) Failing to exercise one's rights and fulfill one's obligations for six consecutive months, except in cases of force majeure;

c) Repeated and serious violations of the obligations of a member of the Supervision Board as stipulated in the Enterprise Law and the company's charter;

d) Other cases as decided by the General Meeting of Shareholders.

8. Notification of changes, appointments, dismissals, and removals of members of the Supervision Board.

The company must disclose information in accordance with securities laws when there are changes, new appointments, reappointments, dismissals of members of the Supervision Board, or when it receives resignation letters from the Supervision Board.

#### **Article 32. Meetings of the Supervision Board**

1. The Supervision Board must meet at least two (02) times a year, with the number of members attending the meeting being at least 2/3 of the Supervision Board members;
2. The minutes of the Supervision Board meeting shall be detailed and clear. The person recording the minutes and the Supervision Board members attending the meeting must sign the minutes.
3. Minutes of Supervision Board meetings must be kept to determine the responsibilities of each Supervision Board member;
4. The Supervision Board has the right to request members of the Board of Member, the General Director, and representatives of approved auditing firms to attend and answer questions requiring clarification.

#### **Article 33. Salaries, remuneration and other benefits of members of the Supervision Board**

1. Members of the Supervision 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 Supervision Board.
2. Members of the Supervision 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 Supervision Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.
3. The salaries and operating expenses of the Supervision 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.

### **CHAPTER V. THE GENERAL DIRECTOR**

#### **Article 34. Role, responsibilities, rights and obligations of the General Director**

1. The General Director is responsible for managing the Company's day-to-day business operations in accordance with the law, the Company's Articles of Association, the employment contract signed with the Company, and the resolutions and decisions of the Board of Member.
2. The General Director has the following rights and responsibilities:
  - a) To decide on matters relating to the Company's day-to-day business operations that are not within the authority of the Board of Member, including signing financial and commercial contracts on behalf of the Company, and organizing and managing the Company's day-to-day business operations in accordance with best management practices;



- b) To organize the implementation of resolutions and decisions of the Board of Member;
- c) To organize the implementation of the Company's business plan and investment plan;
- d) Propose organizational structure and internal management regulations for the Company;
- e) Appointing, dismissing, and removing management positions within the Company, except for positions under the authority of the Board of Member;
- f) Deciding on salaries and other benefits for employees in the Company, including managers appointed by the General Director;
- g) Recruitment of employees;
- h) Propose a plan for paying dividends or handling business losses;
- i) Propose the number and type of business executives that the Company needs to recruit for the Board of Member to appoint or dismiss in accordance with internal regulations, and propose remuneration, salaries, and other benefits for business executives for the Board of Member to decide;
- j) On December 31st of each year, submit to the Board of Member for approval the detailed business plan for the following fiscal year, based on meeting the requirements of the relevant budget and financial plan;
- k) Prepare the Company's long-term, annual, and quarterly budgets (hereinafter referred to as budgets) to support the Company's long-term, annual, and quarterly management activities in accordance with the business plan;
- l) Other rights and obligations as prescribed by law, this Charter and resolutions and decisions of the Board of Member, internal regulations of the Company, and contracts signed with the Company.
- m) The General Member is accountable to the Board of Member and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these levels when requested.

**Article 35. Appointment, dismissal, signing of contracts, and termination of contracts for the General Director.**

**1. Term of office, qualifications, and conditions for the General Director**

The term of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The appointment may expire based on the terms of the employment contract.

**2. Standards and qualifications for the General Director**

The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions stipulated by law and the company's charter.

**3. Appointing and signing an employment contract with the General Director.**

The Board of Member appoints one (01) member of the Board of Member or hires another person to be the General Director; signs a contract which stipulates the remuneration, salary and other benefits

**4. Dismissal and termination of the employment contract with the General Director.**

The Board of Member may dismiss the CEO when a majority of the Board members with voting rights present at the meeting approve and appoint a new CEO to replace him.

**5. Announcing the appointment, dismissal, signing of contracts, and termination of contracts with the General Director.**

The announcement of the appointment, dismissal, or removal of the General Director shall be made in accordance with the Company's Charter and the provisions of the law on enterprises and securities.

6. The salary and other benefits of the General Director shall be paid according to the following regulations.

- a) The General Director receives a salary, bonuses, and other benefits;
- b) The salary and bonuses of the General Director are determined by the Board of Member;
- c) Executive salaries are included in the Company's business expenses in accordance with the law on corporate income tax, are 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.

## **CHAPTER VI. OTHER ACTIVITIES**

### **Article 36. Coordination of activities between the Board of Member and the Supervision Board**

1. The Board of Member and the Supervision Board shall cooperate closely and regularly to exercise their rights and duties as stipulated in the Company's Charter and applicable laws.

2. Responsibilities of the Board of Member in coordination with the Supervision Board

- a) The Chairman of the Board of Member invites the Supervision Board to attend all meetings of the Board of Member;
- b) The notice of meeting and accompanying documents are sent to the members of the Supervision Board at the same time as the members of the Board of Member;
- c) All resolutions and decisions of the Board of Member and general administrative documents issued by the Board of Member shall be sent to the Supervision Board within the time limit stipulated in this Regulation and the Company's Charter;
- d) When the Supervision Board proposes the selection of an independent auditing firm, the Board of Member must respond to the proposal in accordance with internal regulations;
- e) Other matters requiring the Supervision Board's opinion must be submitted within the prescribed timeframe, and the Supervision Board is responsible for responding within the specified time.

3. Responsibilities of the Supervision Board in coordination with the Board of Member

- a) Regularly inform the Board of Member about the results of operations, and consult with the Board of Member before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;
- b) In addition to periodic reports, members of the Supervision Board have the right to request the Board of Member to provide information and documents on the management, operation, and business activities of the Company at any time. The procedures and deadlines for providing information are in accordance with the law and the Company's internal regulations;
- c) During Supervision Board meetings, the Supervision Board has the right to request members of the Board of Member (and simultaneously request the General Director and independent auditors) to attend and answer questions of concern to the Supervision Board;



- d) The Supervision Board's periodic and unscheduled inspections must have written conclusions (no later than 15 working days from the date of completion of the inspection) sent to the Board of Member to provide further basis for the Board of Member in managing the Company. The Supervision Board may consult with the Board of Member before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;
- e) In the event that the Supervision Board discovers any violations of the law or the Company's Charter by members of the Board of Member, the Supervision Board shall notify the Board of Member in writing within 48 hours, requesting the person committing the violation to cease the violation and take remedial measures. Simultaneously, the Supervision Board shall report to the General Meeting of Shareholders and disclose information in accordance with current laws and regulations;
- f) For recommendations relating to the Company's operational and financial situation, the Supervision Board must submit them in writing and with relevant documents at least 15 working days before receiving the response;
- g) Other matters requiring the opinion of the Board of Member must be submitted at least seven (07) working days in advance and the Board of Member will respond within seven (07) working days.

#### **Article 37. Coordination of activities between the Board of Member and the General Director**

1. The Board of Member, based on its functions, duties, and powers, determines the policies, directions, and governance regulations that serve as the basis for the General Director to implement business activities; and at the same time, approves business plans, operational strategies, reports, and proposals submitted by the General Director that fall within the Board of Member authority to review and decide.
2. The Board of Member establishes a system of information/reporting as a basis for understanding the Company's operations and making decisions; the General Director is responsible for maintaining a system of timely, complete, and accurate information and reporting to the Board of Member, creating favorable conditions for the Board of Member to understand the Company's operations;
3. The General Director is responsible for managing affairs in accordance with the Charter, Resolutions, authorizations/assignments/directives of the Board of Member /Chairman of the Board of Member, and in compliance with legal regulations;
4. In cases where the General Director disagrees with the Resolution /Decision of the Board of Member, the General Director has the right to discuss or reserve their opinion, but must still comply with/implement the directives of the Board of Member;
5. Regarding the organization of the Annual General Meeting of Shareholders, the Board of Member must inform the General Director about the coordination and use of resources within a reasonable timeframe as stipulated in the Company's Charter;
6. The Board of Member decides on rewards or disciplinary actions for the fulfillment or non-fulfillment of resolutions and other matters delegated by the Board of Member to the General Director.

#### **Article 38. Coordination between the Supervision Board and the General Director**

1. During Supervision Board meetings, the Supervision Board has the right to request the General Director (or simultaneously request a member of the Board of Member and an independent auditor) to attend and answer questions of concern to the Supervision;
2. The Supervision Board's periodic and unscheduled inspections must have written conclusions (no later than 15 working days from the date of completion of the inspection) sent to the General Director to provide further basis for the General Director in managing and operating the company. Depending on the level and results, the Supervision Board may consult with the General Director before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

3. In the event that the Supervision Board discovers any violations of the law or the Company's Charter by members of the Board of Member, the Supervision Board shall notify the Board of Member in writing within 48 hours, requesting the person committing the violation to cease the violation and take remedial measures. Simultaneously, the Supervision Board shall report to the General Meeting of Shareholders and disclose information in accordance with current laws and regulations.

4. The auditor has the right to request the General Director to facilitate access to records and documents related to the Company's business operations at the Company's head office or where the records are stored;

5. Regarding information, management documents, business operations reports, and financial reports, requests from the Supervision Board must be sent to the Company at least 48 hours in advance. The Supervision Board is not permitted to use or disclose information that has not been authorized for public release from the Company to other parties for related transactions.

**Article 39. Regulations on annual evaluation of reward and disciplinary activities for members of the Board of Member, members of the Supervision Board, the General Director, and other business executives.**

Annual evaluations of rewards and disciplinary actions for members of the Board of Member, members of the Supervision Board, the General Director, and other business executives are conducted in accordance with the reward and disciplinary regulations issued by the Company from time to time.

## **CHAPTER VII. EFFECTIVE DATE**

**Article 40. Effective Date**

1. The internal regulations on corporate governance of Thong Nhat Hanoi Joint Stock Company consist of 7 Chapters and 40 Articles and are effective from date .
2. This regulation is the sole and official policy of the Company;
3. Copies or extracts of the Internal Regulations on Corporate Governance of Thong Nhat Hanoi Joint Stock Company are valid when signed by the Chairman of the Board of Member or at least one-half (1/2) of the total number of members of the Board of Member.

**BOARD OF MEMBER**

**CHAIRMAN**

**VU NGOC TU**



**THONG NHAT HA NOI  
JOINT STOCK COMPANY****SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

Number: 05/TTr-TN- HĐQT

Hanoi, January 21, 2026

**REPORT****Subject: Issuance of the Regulations on the Operation of the Board of Member****Dear: The General Meeting of Shareholders of Thong Nhat Hanoi Joint Stock Company**

- Based on the Enterprise Law No. 59/2020 /QH14 passed by the National Assembly on June 17, 2020, and accompanying amendments and guidelines;
- Based on the Charter of Thong Nhat Hanoi Joint Stock Company, which was approved by the Annual General Meeting of Shareholders on December 28, 2021;
- Based on the company's operational requirements.

The Board of Member of Thong Nhat Hanoi Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the promulgation of the Regulations on the Operation of the Board of Member, specifically as follows:

1. Through the Company's Board of Member' Operating Regulations as attached;
2. Authorize the Board of Member and delegate to the Chairman of the Board of Member the authority to proactively finalize the Regulations for the issuance of the official version of the Board of Member operating regulations in accordance with the provisions of the law.

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

*Thank you very much!***Recipient:**

- As addressed to;
- Board of Member, Board of Supervision;
- Save HR.

**BOARD OF MEMBERS****CHAIRMAN****VU NGOC TU**



**REGULATIONS ON THE OPERATION OF THE  
BOARD OF MEMBER  
THONG NHAT HANOI JOINT STOCK COMPANY**



*Hanoi, February 2026*



*Hanoi, [date] 2026*

## **REGULATIONS ON THE OPERATION OF THE BOARD OF MEMBER**

- *Based on the Securities Law dated November 26, 2019;*
- *Based on the Enterprise Law dated June 17, 2020;*
- *Based on Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of provisions of the Securities Law;*
- *Based on Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by 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;*
- *Based on the Charter of Thong Nhat Hanoi Joint Stock Company;*
- *Based on the Shareholders' General Meeting Resolution No. dated [date] [month] [year] 2026;*

The Board of Member issues the Regulations on the Operation of the Board of Member of Thong Nhat Hanoi Joint Stock Company.

The operating regulations of the Board of Member of Thong Nhat Hanoi Joint Stock Company include the following contents:

### **CHAPTER I. GENERAL PROVISIONS**

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

1. Scope of application: The Board of Member operating regulations stipulate the organizational structure, operating principles, powers, and obligations of the Board of Member and its members, in order to operate in accordance with the Enterprise Law, the company's charter, and other relevant legal provisions.

2. Scope of Application: This regulation applies to the Board of Member and its members.

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

1. The Board of Member operates on the principle of collective decision-making. Members of the Board of Member 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 Member concerning the Company's development.

2. The Board of Member assigns responsibility to the General Director or the Legal Representative to organize and implement the resolutions and decisions of the Board of Member.

## **CHAPTER II. MEMBERS OF THE BOARD OF MEMBER**

### **Article 3. Rights and obligations of members of the Board of Member**

1. Members of the Board of Member 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 Member 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 Member and provide input on the issues discussed;
  - c) To promptly and fully report to the Board of Member all remuneration received from subsidiaries, affiliated companies, and other organizations;
  - d) Report to the Board of Member 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 Member and their related parties; and transactions between the Company and companies in which a member of the Board of Member 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 Member of a listed company must prepare a report evaluating the performance of the Board of Member.

### **Article 4. Right of Board of Member members to access information**

1. Members of the Board of Member have the right to request the General Director, Deputy General Director, and other managers in the Company 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 Member. The procedures for requesting and providing information are stipulated in the company's charter.

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

1. The Board of Member has five (05) members. The company's charter specifies the number of members of the Board of Member.
2. The term of office of a Board of Member member shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent Board of Member member of a company for no more than 02 consecutive terms.
3. If all members of the Board of Member complete their terms at the same time, those members shall continue to be members of the Board of Member until new members are elected to replace them and take over the work, unless otherwise stipulated in the company's charter.
4. The company's charter specifies the number, rights, obligations, organization, and coordination of activities of the independent members of the Board of Member.

### **Article 6. Standards and conditions for membership of the Board of Member**

1. Members of the Board of Member must meet the following standards and conditions:
  - a) Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law ;
  - b) Possess professional qualifications and experience in business administration or in the field, industry, or profession of business of the Company, and are not necessarily shareholders of the Company, unless the Company's Articles of Association stipulate otherwise;



c) A member of the Company's Board of Member may also be a member of the Board of Member of another company;

2. Independent members of the Board of Member 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 currently receiving a salary or remuneration from the company, except for allowances that members of the Board of Member 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, biological brother, biological sister, or biological sibling is a major shareholder of the Company; or is a manager of the Company or its subsidiary;

d) Not being a person who directly or indirectly owns at least 1% of the total voting shares of the Company;

e) Not a person who has served as a member of the Board of Member or Supervision Board of the Company for at least 05 consecutive years prior to the appointment, except in the case of being appointed for two consecutive terms;

3. An independent member of the Board of Member must notify the Board of Member that they no longer meet the standards and conditions stipulated in Clause 2 of this Article and will automatically cease to be an independent member of the Board of Member from the date they no longer meet the standards and conditions. The Board of Member must notify the Board of Member of the case where an independent member of the Board of Member no longer meets the standards and conditions 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 Member within 6 months from the date of receiving the notification from the relevant independent member of the Board of Member.

#### **Article 7. Chairman of the Board of Member**

1. The Chairman of the Board of Member is elected, dismissed, or removed from office by the Board of Member from among its members.

2. The Chairman of the Board of Member of the Company may not also hold the position of General Director.

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

a) Develop the program and plan of activities for the Board of Member;

b) Prepare the agenda, content, and documents for the meeting; convene, preside over, and chair the Board of Member meeting;

c) Organizing the adoption of resolutions and decisions by the Board of Member;

d) Monitoring the implementation of resolutions and decisions of the Board of Member;

e) Presiding over the General Meeting of Shareholders;

f) Other rights and obligations as stipulated in the Enterprise Law and the company's charter.

4. In the event that the Chairman of the Board of Member submits a resignation or is dismissed, the Board of Member must elect a replacement within 10 days of receiving the resignation or dismissal. If the Chairman of the Board of Member is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Member in accordance with the principles stipulated in the company's charter. In the event that there is no authorized representative or the Chairman of the Board of Member dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative measures at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is restricted or incapacitated, has difficulties in understanding or controlling his/her behavior, or is prohibited by the Court from holding office, practicing a profession, or performing a certain job, the



remaining members shall elect one of them to hold the position of Chairman of the Board of Member by a majority vote until a new decision is made by the Board of Member.

5. When deemed necessary, the Board of Member shall appoint a company secretary. The company secretary shall have the following rights and obligations:

- a) Assisting in organizing and convening General Meetings of Shareholders and Board of Member; recording meeting minutes;
- b) To assist members of the Board of Member in exercising their assigned rights and obligations;
- c) Assisting the Board of Member in applying and implementing corporate governance principles;
- d) 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;
- e) Other rights and obligations as stipulated in the company's charter.

#### **Article 8. Dismissal, removal, replacement, and appointment of members of the Board of Member**

1. The General Meeting of Shareholders may dismiss a member of the Board of Member in the following cases:

- a) Does not meet the standards and conditions stipulated in Article 155 of the Enterprise Law ;
- 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 Board of Member in the following cases:

- a) Not participating in the activities of the Board of Member for 06 consecutive months, except in cases of force majeure;
- b) Other cases as stipulated in the company's charter.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Member; dismiss or remove members of the Board of Member except in the cases stipulated in Clauses 1 and 2 of this Article.

4. The Board of Member must convene a General Meeting of Shareholders to elect additional members to the Board of Member in the following cases:

- a) The number of Board of Member members is reduced by more than one-third compared to the number stipulated in the company's charter. In this case, the Board of Member must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;
- b) The number of independent members of the Board of Member has decreased, failing to meet the ratio stipulated in point b, clause 1, Article 137 of the Enterprise Law ;
- c) Except as provided in points a and b of this clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Member who have been dismissed or removed from office at the most recent meeting.

#### **Article 9. Procedures for electing, dismissing, and removing members of the Board of Member**

1. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate individuals to the Board of Member.

2. If the number of candidates for the Board of Member, through nomination and candidacy, is still insufficient as stipulated in Clause 5, Article 115 of the Enterprise Law , the incumbent Board of Member shall nominate additional candidates or organize nominations in accordance with the company's charter, internal regulations on corporate governance, and the operating regulations of the



Board of Member. The incumbent Board of Member' nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Member in accordance with the law.

3. The voting for Board of Member 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. In the event that 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.

4. The election, dismissal, and removal of members of the Board of Member shall be decided by the General Meeting of Shareholders according to the principle of voting.

#### **Article 10. Notification of election, dismissal, and removal of members of the Board of Member**

1. Once candidates for the Board of Member 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 Member 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 Member. Information related to candidates for the Board of Member that must be published includes:

- 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) 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 positions as a member of the Board of Member, other management positions, and any related interests of the candidate in the Board of Member (if any).

2. The announcement of the results of the election, dismissal, and removal of members of the Board of Member shall be carried out in accordance with the regulations and guidelines on information disclosure.

### **CHAPTER III. BOARD OF MEMBER**

#### **Article 11. Rights and obligations of the Board of Member**

1. The Board of Member 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 Member are stipulated by law, the company's charter, and the General Meeting of Shareholders. Specifically, the Board of Member 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) Decision 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, lending contracts 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; except for contracts and transactions falling under the authority of the General Meeting of Shareholders as stipulated in point d, clause 2, Article 138, clauses 1 and 3, Article 167 of the Enterprise Law ;
- i) Electing, dismissing, and removing the Chairman of the Board of Member; 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;
- k) Supervising and directing the Director or General Director and other managers in the daily operation of the Company's business;
- l) 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;
- m) 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;
- n) Submit the audited annual financial statements to the General Meeting of Shareholders;
- o) Propose the dividend rate to be paid; decide on the timeframe and procedures for paying dividends or handling losses incurred during business operations;
- p) Propose the reorganization or dissolution of the Company; request the Company's bankruptcy;
- q) Decisions on the promulgation of the Board of Member' 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 Member and the Company's information disclosure regulations;
- r) 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 Member adopts resolutions and decisions by voting at meetings, obtaining opinions in writing, or through other forms as stipulated in the company's charter. Each member of the Board of Member has one vote.

4. In cases where a resolution or decision passed by the Board of Member is contrary to the law, a resolution of the General Meeting of Shareholders, or the Company's Charter, and causes damage to the Company, the members who approved the resolution or decision shall be jointly and severally liable for the individual consequences and shall compensate the Company for the damages; members who opposed the resolution or decision shall be exempt from liability. In this case, the Company's shareholders have the right to request the Court to suspend or annul the aforementioned resolution or decision.



**Article 12. Duties and powers of the Board of Member in approving and signing transaction contracts.**

1. The Board of Member 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 charter, between the Company and one of the following parties:

- Members of the Board of Member, members of the Supervision Board, the General 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 .

2. The company's representative signing the contract or transaction must notify the members of the Board of Member and the members of the Supervision Board about the parties involved in that contract or transaction and send a draft contract or the main contents of the transaction. The Board of Member 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 of the Board of Member with an interest related to the parties in the contract or transaction do not have the right to vote.

**Article 13. Responsibilities of the Board of Member in convening extraordinary general meetings of shareholders.**

1. The Board of Member must convene an extraordinary general meeting of shareholders in the following cases:

- a) The Board of Member deems it necessary for the benefit of the Company;
- b) The remaining number of members of the Board of Member and the Supervision Board is less than the minimum number of members required by law;
- c) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law ; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and include sufficient signatures of the relevant shareholders;
- d) At the request of the Supervision Board;
- e. Other cases as prescribed by law and the company's charter.

2. Convening an extraordinary general meeting of shareholders.

The Board of Member must convene a General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Member, independent members of the Board of Member, or members of the Supervision Board is less than the minimum number of members stipulated in the company's charter, or upon receiving a request as stipulated in points c and d of Clause 1 of this Article;

3. The person convening the General Meeting of Shareholders must perform the following tasks:

- a) Prepare a list of shareholders entitled to attend the meeting;
- b) Providing information and resolving complaints related to the shareholder list;
- c) Develop the agenda and content for the meeting;
- d) Prepare documents for the meeting;
- 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 Member, members of the Supervision Board;



- f) Determine the time and place of the meeting;
- g) Send meeting notices to each shareholder entitled to attend the meeting as stipulated in the Enterprise Law;
- h) Other tasks related to the meeting.

#### **Article 14. Subcommittees assisting the Board of Member.**

1. The Board of Member may establish subcommittees to oversee development policy, human resources, compensation, internal audit, and risk management. The number of members in each subcommittee is determined by the Board of Member and must be at least three, including members of the Board of Member and external members. Independent members of the Board of Member/non-executive members of the Board of Member should constitute a majority in the subcommittee, and one of these members shall be appointed as the Subcommittee Chairman by decision of the Board of Member. The subcommittee's activities must comply with the regulations of the Board of Member. Resolutions of the subcommittee are only valid when a majority of members attend and vote in favor of the subcommittee meeting.
2. The implementation of decisions of the Board of Member, or of subcommittees under the Board of Member, must comply with applicable laws and regulations and the provisions of the company's charter and internal regulations on corporate governance.

### **CHAPTER IV. BOARD MEETING**

#### **Article 15. Board Meetings**

1. The Chairman of the Board of Member shall be elected at the first meeting of the Board of Member within seven (07) working days from the date of the end of the election of that Board of Member. This meeting shall be 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 elect by majority to choose one of them to convene the meeting of the Board of Member.
2. The Board of Member must meet at least once every quarter (01) and may hold extraordinary meetings.
3. The Chairman of the Board of Member shall convene a meeting of the Board of Member in the following cases:
  - a) Upon the recommendation of the Supervision Board or an independent member of the Board of Member;
  - 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 Member;
  - d) Other cases as stipulated in the company's charter.
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 authority of the Board of Member in making decisions.
5. The Chairman of the Board of Member must convene a meeting of the Board of Member 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 Member 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 Member in convening the meeting.
6. The Chairman of the Board of Member or the person convening the Board meeting must send a notice of meeting at least 3 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 ballots of the members.



Notices inviting members to the Board of Member 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 Member registered with the Company.

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

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

8. A Board of Member meeting shall be held when at least three-quarters 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 seven 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 Member members are present.

9. A member of the Board of Member 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 ballot to the meeting via mail, fax, or email;
- e) Submitting voting ballots by other means as prescribed in the company's charter.

10. In the case of sending ballots to the meeting by mail, the ballots must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Member 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 Member meetings. Members may authorize another person to attend meetings and vote on their behalf if approved by a majority of the Board of Member members.

12. Resolutions and decisions of the Board of Member 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 Member.

#### **Article 17. Minutes of the Board of Member Meeting**

1. Board of Member 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, including the following main contents:

- a) Name, address of head office, business registration number;
- b) Time and place 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) The issue was discussed and voted on at the meeting;
- f) Summarize the statements of 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 issue that was approved and the corresponding percentage of votes in favor;
- i) Full name and signature of the presiding officer and the person recording the minutes, except as provided in Clause 2 of this Article.

2. In cases where the chairperson or the person recording the minutes refuses to sign the meeting minutes, but if all other members of the Board of Member present at the meeting sign and the minutes contain all the information as stipulated in points a, b, c, d, e, f, g, and h of Clause 1 of this Article, then these minutes shall be valid.
3. The chairperson, the person recording the minutes, and those signing the minutes are responsible for the truthfulness and accuracy of the content of the Board of Member meeting minutes.
4. Minutes of Board of Member meetings and documents used in the meetings must be kept at the Company's head office.
5. Minutes drawn up in Vietnamese and in a foreign language have equal legal validity. In case of discrepancies in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall prevail.

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

### **Article 18. Submission of Annual Reports**

1. At the end of the fiscal year, the Board of Member must submit the following report to the General Meeting of Shareholders:
  - a) Report on the company's business results;
  - b) Financial statements;
  - c) Report evaluating the company's management and operations;
  - d) The Supervision Board's assessment report.
2. The reports stipulated in points a, b, and c of Clause 1 of this Article must be submitted to the Supervision Board for review no later than 30 days before the opening of the Annual General Meeting of Shareholders, unless the company's charter stipulates otherwise.
3. The reports stipulated in Clauses 1 and 2 of this Article, the Supervision Board's appraisal report, and the audit report must be kept at the Company's head office no later than 10 days before the opening of the Annual General Meeting of Shareholders, unless the Company's Charter stipulates a longer period. Shareholders who have continuously held shares of the Company for at least one year have the right to personally or together with a lawyer, accountant, or auditor holding a professional certificate directly review the reports stipulated in this Article.

### **Article 19. Remuneration, bonuses and other benefits of members of the Board of Member**

1. The company has the right to pay remuneration and bonuses to members of the Board of Member based on business results and performance.
2. Members of the Board of Member 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 Member determines the remuneration for each member by mutual agreement. The total amount of remuneration and bonuses for the Board of Member is decided by the General Meeting of Shareholders at its annual meeting.
3. The remuneration of each member of the Board of Member 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 Member holding executive positions, or members of the Board of Member working in subcommittees of the Board of Member, 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 Member.





5. Members of the Board of Member are entitled to reimbursement for all travel, accommodation, meals, and other reasonable expenses incurred in performing their duties as members of the Board of Member, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Member, or subcommittees of the Board of Member.

6. Members of the Board of Member 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. Disclosure of related interests**

Unless otherwise stipulated in the company's charter, the disclosure of the company's interests and related parties shall be carried out in accordance with the following regulations:

1. Members of the Company's Board of Member 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 capital contributions or shares; 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.

2. 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.

3. Members of the Board of Member who, in their own name or on behalf of others, perform any work in any form within the scope of the Company's business activities must explain the nature and content of such work to the Board of Member and may only perform it with the approval of a majority of the remaining members of the Board of Member; if they perform such work without reporting it or without the approval of the Board of Member, all income derived from such activity shall belong to the Company.

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

#### **Article 21. Relationship between members of the Board of Member**

1. The relationship between the members of the Board of Member is one of collaboration; the members of the Board of Member are responsible for informing each other on relevant issues in the process of handling their assigned tasks.

2. During the course of work, the Board member assigned primary responsibility must proactively coordinate and handle any issues that relate to the area of responsibility of another Board member. In cases where there are differing opinions among Board members, the member primarily responsible shall report to the Chairman of the Board for consideration and decision within his/her authority, or organize a meeting or seek the opinions of the Board members in accordance with the law, the company's charter, and these Regulations.

3. In the event of a reassignment of duties among Board members, the Board members must hand over their work, files, and related documents. This handover must be documented in writing and reported to the Chairman of the Board.

#### **Article 22. Relationship with the Executive Board**

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

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

1. The relationship between the Board of Member and the Supervision Board is one of collaboration. The working relationship between the Board of Member and the Supervision 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 Supervision Board, the Board of Member is responsible for studying them and directing relevant departments to develop plans and implement timely corrective actions.

## **CHAPTER VII. IMPLEMENTATION PROVISIONS**

### **Article 24. Effective Date**

The operating regulations of the Board of Member of Thong Nhat Hanoi Joint Stock Company consist of 7 Chapters and 24 Articles and will come into effect from date .

**BOARD OF MEMBER  
CHAIRMAN**

**VU NGOC TU**





**THONG NHAT HA NOI  
JOINT STOCK COMPANY****SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

Number: 06/TTr-TN-BKS

Hanoi, January 21, 2026

**REPORT****Subject: Issuance of the Regulations on the Operation of the Supervision Board****Dear: The General Meeting of Shareholders of Thong Nhat Hanoi Joint Stock Company**

- Based on the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and accompanying amendments and guidelines;
- Based on Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Minister of Finance, guiding certain provisions 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 certain provisions of the Securities Law;
- Based on the Charter of Thong Nhat Hanoi Joint Stock Company;
- Based on the company's operational requirements.

The Supervision Board of Thong Nhat Hanoi Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the issuance of the Regulations on the Operation of the Company's Supervision Board as follows:

1. Through the Regulations on the Operation of the Company's Supervision Board as attached;
2. Authorize the Supervision Board and authorize the Head of the Supervision Board to proactively finalize the Regulations for the issuance of the official version of the Supervision Board's operating regulations in accordance with the law.

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

*Thank you very much!***Recipient:**

- As addressed to;
- Board of Member, Board of Supervision;
- Save HR.

**BOARD OF SUPERVISORS****PREFECT****NGUYEN HONG THUY**



 **Thongnhat**  
SINCE 1966 - BIKES

**REGULATIONS ON THE OPERATION  
OF THE SUPERVISION BOARD  
THONG NHAT HANOI JOINT STOCK COMPANY**

*Hanoi, February 2026*



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**THONG NHAT HA NOI  
JOINT STOCK COMPANY**

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

*Hanoi, January 21, 2026*

## **REGULATIONS ON THE OPERATION OF THE SUPERVISION BOARD**

*Based on the Securities Law dated November 26, 2019;*

*Based on the Enterprise Law dated June 17, 2020;*

*Based on Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law;*

*Based on Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by 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;*

*Thong Nhat Hanoi Joint Stock Company;*

*Based on the Shareholders' General Meeting Resolution No.        day    month    year.*

The Supervision Board has issued the Regulations on the Operation of the Supervision Board of Thong Nhat Hanoi Joint Stock Company.

The operating regulations of the Supervision Board of Thong Nhat Hanoi 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 governing the operation of the Supervision Board stipulate the organizational structure, personnel, standards, conditions, rights and obligations of the Supervision 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 Supervision Board apply to the Supervision Board and its members.

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

1. The Supervision Board operates on the principle of collective decision-making. Members of the Supervision 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 Supervision Board.

2. The head of the Supervision board may not simultaneously hold executive positions within the company;

3. The Supervision Board has the right to independently evaluate, conclude, and make recommendations in its inspection and control activities.



## CHAPTER II. MEMBERS OF THE SUPERVISION BOARD

### **Article 3. Rights, obligations, and responsibilities of members of the Supervision Board**

1. Strictly adhere to the law, the company's charter, decisions of the Board of Directors, 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 your position, title, or use the Company's information, know-how, business opportunities, or other assets 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 Supervision Board shall be held personally or jointly liable for compensation for such damage. Any income and other benefits obtained by the members of the Supervision Board as a result of the violation must be returned to the Company.
6. If a member of the Supervision Board is found to have violated their assigned rights and obligations, a written notification must be sent to the Supervision Board, requesting the person committing the violation to cease the violation and remedy the consequences.

### **Article 4. Term of office and number of members of the Supervision Board**

1. The number of members of the Supervision Board is 3 people. The term of office for a member of the Supervision Board shall not exceed 05 years and they may be re-elected for an unlimited number of terms.
2. Members of the Supervision Board do not necessarily have to be shareholders of the Company.
3. More than half of the members of the Supervision Board must be residents of Vietnam.
4. In cases where members of the Supervision Board have their terms ending at the same time as a new member of the Supervision 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 Supervision Board is elected and assumes their duties.

### **Article 5. Standards and conditions for membership of the Supervision Board**

1. Members of the Supervision Board must meet the following standards and conditions:
  - a) Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law;
  - b) Having received training in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major relevant to the Company's business activities;

c) Not a family member of a member of the Board of Directors or the General Director and other managers;

d) Not being a manager of the Company, not necessarily a shareholder or employee of the Company;

(d) Not allowed to work in the accounting or finance department of the Company;

e) Must not be a member or employee of an auditing firm approved to audit the Company's financial statements for the three consecutive years preceding the audit;

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

2. In addition to the standards and conditions stipulated in Clause 1 of this Article, members of the Supervision Board of a public company, as stipulated in Point b, Clause 1, Article 88 of the Enterprise Law, shall not be family members of the company's business managers and parent company; representatives of the company's capital, or representatives of state capital in the parent company and in the Company.

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

1. The Head of the Supervision Board must have 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. The Head of the Supervision Board is elected by the Supervision Board from among its members; the election, dismissal, and removal from office shall be based on a majority vote.

3. Rights and obligations of the Head of the Supervision Board:

- Convene a meeting of the Supervision Board;
- Request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Supervision Board;
- Prepare and sign the Supervision Board's report after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

#### **Article 7. Nomination and candidacy of members of the Supervision Board**

1. Shareholders or groups of shareholders owning 10% or more of the total number of common shares or having the right to nominate candidates for the Supervision Board shall nominate candidates for the Supervision Board as follows:

a) Common shareholders forming a group to nominate candidates for the Supervision 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 Supervision 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 Supervision 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 Supervision Board, and other shareholders.



2. If the number of candidates for the Supervision Board nominated through election and candidacy is still insufficient as stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Supervision Board shall nominate additional candidates or organize nominations in accordance with the company's charter, internal regulations on corporate governance, and the Supervision Board's operating regulations. The incumbent Supervision Board's nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervision Board in accordance with the law.

#### **Article 8. Procedures for electing, dismissing, and removing members of the Supervision Board**

1. The election, dismissal, and removal of members of the Supervision Board are within the authority of the General Meeting of Shareholders.

2. The voting for members of the Supervision Board 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 members to be elected to the Supervision Board. Shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected members of the Supervision 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 or more candidates receive the same number of votes for the last member of the Supervision Board, a re-election will be held among those candidates or a selection will be made according to the criteria stipulated in the election regulations or the company's charter.

#### **Article 9. Cases of dismissal or removal of members of the Supervision Board**

1. The General Meeting of Shareholders may dismiss a member of the Supervision Board in the following cases:

- a) No longer meets the qualifications and conditions to be a member of the Supervision Board as stipulated in Article 169 of the Enterprise Law;
- 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 Supervision Board in the following cases:

- a) Failure to complete assigned tasks or duties;
- b) Failing to exercise one's rights and fulfill one's obligations for six consecutive months, except in cases of force majeure;
- c) Repeated and serious violations of the obligations of a member of the Supervision Board 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 members of the Supervision Board**

1. If candidates for the Supervision 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 Supervision 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 Supervision Board. Information related to candidates for the Supervision Board that is published includes:

- a) Full name, date of birth (day, month, year);
  - b) Professional qualifications;
  - c) Work experience;
  - d) Other managerial positions;
  - d) Interests related to the Company and its related parties;
  - e) 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 Supervision Board members (if any).
2. The announcement of the results of the election, dismissal, and removal of members of the Supervision Board shall be carried out in accordance with the regulations and guidelines on information disclosure.

### **CHAPTER III. SUPERVISION BOARD**

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

The Supervision 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 to the General Meeting of Shareholders to approve the list of auditing firms approved to audit the Company's financial statements; decide on the auditing firm approved to conduct the Company's operational inspection, and dismiss approved auditors when deemed necessary.
2. Be accountable to shareholders for your Supervision activities.
3. 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 activities with the Board of Directors, the General Director, and shareholders.
5. 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 Supervision 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.



6. Develop the operating regulations of the Supervision Board and submit them to the General Meeting of Shareholders for approval.
7. Reporting to the General Meeting of Shareholders as prescribed 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.
8. Has the right to access the Company's records and documents kept at the head office, branches, and other locations; has the right to visit the workplaces of the Company's managers and employees during working hours.
9. Has the right to request the Board of Directors, members of the Board of Directors, 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.
10. Other rights and obligations as prescribed by law and these Statutes.

#### **Article 12. Right of the Supervision Board to receive information**

1. Documents and information must be sent to members of the Supervision Board 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 Director or General Director to the Board of Directors or other documents issued by the Company.
2. Members of the Supervision Board have the right to access the Company's records and documents kept at the head office, branches, and other locations; and have the right to visit the workplaces of the Company's managers and employees during working hours.
3. The Board of Directors, members of the Board of Directors, the Director or General Director, and other managers must provide complete, accurate, and timely information and documents on the management, operation, and business activities of the Company as requested by members of the Supervision Board or the Supervision Board.

#### **Article 13. Responsibilities of the Supervision Board in convening extraordinary general meetings of shareholders.**

1. The Supervision Board is responsible for replacing 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 in the following cases:
  - a) The number of remaining members of the Board of Directors and the Supervision Board is less than the number of members required by law;
  - b) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law;

- c) When the Supervision Board requests the convening of an extraordinary General Meeting of Shareholders, but the Board of Directors fails to comply.
2. If the Supervision Board fails to convene a General Meeting of Shareholders as required, the Supervision 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 SUPERVISION BOARD MEETING**

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

1. The Supervision Board must meet at least two (02) times a year, with the number of members attending the meeting being at least two-thirds (2/3) of the Supervision Board members.
2. The Supervision Board has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing organizations to attend and answer questions requiring clarification.

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

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

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

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

The Supervision 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.
2. Self-assessment report on the performance of the Supervision Board and its members.
3. Remuneration, operating expenses, and other benefits of the Supervision Board and each member of the Supervision Board.
4. Summarize the meetings of the Supervision Board and the conclusions and recommendations of the Supervision Board; and the results of monitoring the Company's operations and finances.
5. Results of the assessment of the coordination of activities between the Supervision Board and the Board of Directors and the General Director. and the shareholders.



6. 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**

Salaries, remuneration, bonuses, and other benefits for members of the Supervision Board shall be implemented in accordance with the following regulations:

1. Members of the Supervision 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 Supervision Board.
2. Members of the Supervision 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 Supervision Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.
3. The salaries and operating expenses of the Supervision 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 Supervision 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 Supervision Board and their related parties may only use information obtained through their positions to serve the interests of the Company.
4. Members of the Supervision Board are obligated to notify the Board of Directors and the Supervision 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 Supervision Board or with related parties of members of the Supervision 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 Supervision Board and their related parties are prohibited from using or disclosing internal information to others for the purpose of conducting related transactions.

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

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

- The members of the Supervision 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 Supervision Board as stipulated by law and the company's charter.
- The Head of the Supervision Board coordinates the overall work of the Supervision Board but does not have the authority to control the members of the Supervision Board.

### **Article 20: Assignment of duties among members of the Supervision Board**

Under the direction and assignment of the Head of the Supervision Board, each member of the Supervision Board has the following duties and powers:

#### **1. Task:**

- Proposing and selecting an independent audit firm, determining audit fees, and addressing any issues related to the withdrawal or dismissal of an independent audit firm;
- Discuss the nature and scope of the audit with the independent auditor before beginning the audit;
- Seek independent professional advice or legal counsel and ensure the involvement of external experts with appropriate experience and expertise in the company's work when deemed necessary;
- Discuss any difficulties and issues identified from the interim or final audit results, as well as any matters the independent auditor wishes to discuss;
- Review the company 's report on internal control systems;
- Review the results of the internal investigation and feedback from the Executive Board;
- Oversee production and business operations, review accounting records, assets, and annual, semi-annual, and quarterly financial reports before submitting them to the Board of Directors, and recommend corrective actions for any irregularities (if any).
- They are invited by the Chairman of the Board of Directors to attend some Board meetings when necessary, have the right to express their opinions and make suggestions, but do not participate in voting. If they have an opinion that differs from the Board's decision, they have the right to request that their opinion be recorded in the meeting minutes.



**2. Authority:**

- Board has the right to request the Board of Directors to hold an extraordinary meeting;
- Attend board meetings; have the right to participate in discussions but not to vote;
- Other rights and duties as stipulated in the company's charter and applicable laws;
- Inspections and controls under these regulations shall not hinder the normal functioning of the Board of Directors or disrupt the operations of the General Director.

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

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

**Article 22. Relationship with the Board of Directors**

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

**CHAPTER VII. IMPLEMENTATION CLAUSES****Article 23. Effective Date**

1. Regulations on the operation of the Supervision Board of Thong Nhat Hanoi Joint Stock Company Approved at the Annual General Meeting of Shareholders on [date].
2. Members of the Supervision Board, Board of Member, Executive Board, and all members of Thong Nhat Hanoi Joint Stock Company are responsible for implementing this regulation.
3. Amendments and additions to these Regulations shall be prepared and approved by the Supervision Board of Thong Nhat Hanoi Joint Stock Company at the General Meeting of Shareholders.
4. The regulations governing the operation of the Supervision Board consist of 7 Chapters and 23 Articles.
5. Regulations on the operation of the Supervision Board of Thong Nhat Hanoi Joint Stock Company This will take effect immediately after being approved by the 2026 Annual General Meeting of Shareholders of Thong Nhat Hanoi Joint Stock Company.

**SUPERVISION  
PREFECT**

**Nguyen Hong Thuy**

Number: 07/2026/TTr-TN-HĐQT

Hanoi, January 21, 2026

**REPORT****Subject: Approval of the profit distribution plan for 2025****Dear: The General Meeting of Shareholders of Thong Nhat Hanoi Joint Stock Company**

- Based on the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Based on the Charter of Organization and Operation of Thong Nhat Hanoi Joint Stock Company;
- The financial statements for the year 2025 have been audited;
- Based on the business performance results for 2025 and the development plan for the next phase.

The Board of Member submits to the General Meeting of Shareholders for approval the plan for distributing after-tax profits for the year 2025 as follows:

No.	Target	Amount (VND)
1	Undistributed after-tax profit as of December 31, 2025 (item 421 - Balance Sheet)	13,396,012,147
2	Net profit after corporate income tax in 2025 (Indicator 60 - Income Statement)	33,398,761,910
3	Allocate 10% of after-tax profit to the Development Investment Fund	3,339,876,191
4	Allocate 10% of after-tax profit to the employee reward and welfare fund	3,339,876,191
5	Undistributed profits remaining after provisions for reserves	6,716,259,765

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

**Recipient:**

- As addressed to;
- Board of Directors, Board of Supervision;
- Save HR.

**BOARD OF MEMBERS****CHAIRMAN****Vu Ngoc Tu**



Number: 08/2026/TTr-TN-HĐQT

Hanoi, January 21, 2026

**REPORT****Subject: Approval of the dividend payment plan for 2025****Dear: The General Meeting of Shareholders of Thong Nhat Hanoi Joint Stock Company**

- Based on the Enterprise Law No. 59/2020 /QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Based on the Charter of Organization and Operation of Thong Nhat Hanoi Joint Stock Company;
- Based on the audited financial statements for 2025.

The Company's undistributed after-tax profit (item 421 - balance sheet) as of December 31, 2025, is VND 13,396,012,147. After allocating funds for investment and development, and for bonuses and welfare, the Board of Member respectfully submits to the General Meeting of Shareholders for approval the dividend payment plan for 2025 as follows:

- |                                       |   |
|---------------------------------------|---|
| 1. Total number of outstanding shares | : 23,700,000 shares                       |
| 2. Par value of shares                | : 10,000 VND                              |
| 3. Forms of dividend distribution     | : By money                                |
| 4. Dividend payout ratio              | : 100 VND/share                           |
| 5. Sources of dividend payments       | : Undistributed after-tax profit for 2025 |
| 6. Expected dividend payment period   | : From Q2 to Q4 of 2026                   |

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

*Thank you very much!*

**Recipient:**

- As addressed to;
- Board of Member, Board of Supervision;
- Save HR.

**BOARD OF MEMBER**  
**CHAIRMAN****Vu Ngoc Tu**

**THONG NHAT HA NOI  
JOINT STOCK COMPANY**

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

Number: 09/2026/TTr-TN-HĐQT

Hanoi, January 21, 2026

## REPORT

**Subject: Approval of remuneration for the Board of Member and  
Supervision Board for the term 2026 - 2031**

**Dear: The General Meeting of Shareholders of Thong Nhat Hanoi Joint Stock Company**

- Based on the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Based on the Charter of Organization and Operation of Thong Nhat Hanoi Joint Stock Company.

The Board of Member submits to the General Meeting of Shareholders for approval the remuneration of the Board of Member and the Supervision Board for the term 2026 - 2031 as follows:

- ✓ Board of Member, Head of Supervision Board: remuneration of 4,500,000 VND/person/month.
- ✓ Members of the Supervision Board: remuneration of 2,000,000 VND/person/month.

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

**Recipient:**

- As addressed to;
- Board of Member, Board of Supervision;
- Save HR.

**BOARD OF MEMBER  
CHAIRMAN**



**Vu Ngoc Tu**



**THONG NHAT HA NOI  
JOINT STOCK COMPANY****SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

Number: 10/2026/TTr-TN-HĐQT

Hanoi, January 21, 2026

## REPORT

**Subject: Approval of the policy to dissolve Thong Nhat - Bac Viet Limited Company****Dear: The General Meeting of Shareholders of Thong Nhat Hanoi Joint Stock Company**

- *Based on the Enterprise Law No.59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Based on the Charter of Organization and Operation of Thong Nhat Hanoi Joint Stock Company;*
- *Based on the audited financial statements for 2025 of Thong Nhat Hanoi Joint Stock Company;*
- *Based on Notice No. 02/HĐTV dated January 18, 2026, of Thong Nhat - Bac Viet Co., Ltd. regarding the meeting of the Board of Members to report on the business performance for the year 2025 and to seek opinions on the policy of dissolving Thong Nhat - Bac Viet Co., Ltd.;*
- *Based on Report No. 01/HĐTV dated January 17, 2026, of the Chairman of the Board of Members of Thong Nhat - Bac Viet Co., Ltd. on the business performance for the year 2025.*

### **1. Overview of the investment in Thong Nhat - Bac Viet Company Limited**

Thong Nhat - Bac Viet Co., Ltd. (hereinafter referred to as "**Thong Nhat - Bac Viet**"), with its head office located at 82 Nguyen Tuan Street, Thanh Xuan Ward, Hanoi City, was established on January 19, 2012, under business registration certificate number 0105776791, amended for the third time on March 26, 2025.

The charter capital of **Thong Nhat - Bac Viet** is VND 390,000,000,000 (Three hundred ninety billion dong), of which Thong Nhat Hanoi Joint Stock Company contributed VND 117,000,000,000 (One hundred seventeen billion dong), equivalent to 30% of the capital contribution in **Thong Nhat - Bac Viet**.

**Thong Nhat - Bac Viet** 's main business activity is being the investor in the construction and management of a high-end apartment building at 82 Nguyen Tuan, Thanh Xuan, Hanoi, which was completed, handed over, and put into use in 2022.

Currently, the investment value recorded in **Thong Nhat - Bac Viet as of December 31, 2025, in the audited financial statements of Hanoi Thong Nhat Joint Stock Company** is VND 117,025,553,713 (One hundred seventeen billion twenty-five million five hundred fifty-three thousand seven hundred thirteen Vietnamese Dong). In 2025, Hanoi Thong Nhat Joint Stock



Company received VND 30,000,000,000 (Thirty billion Vietnamese Dong) from the accumulated undistributed profits of **Thong Nhat - Bac Viet** as of December 31, 2024.

## 2. Business performance of Thong Nhat - Bac Viet

In 2021, **Thong Nhat - Bac Viet** completed the sales and handover of the high-end apartment building at 82 Nguyen Tuan, Thanh Xuan, Hanoi, to its customers, ensuring its full functionality. To date, **Thong Nhat - Bac Viet** has completed the handover of the aforementioned building to its customers and fulfilled its warranty obligations, handing over the maintenance fund to the building management board.

Since 2022, **Thong Nhat - Bac Viet** has no longer recorded revenue from real estate sales, only maintaining revenue from the rental of the kindergarten on the same plot of land mentioned above. However, due to ineffective operations, with the approval of the Board of Members, **Thong Nhat - Bac Viet** has proceeded with the liquidation sale of the aforementioned kindergarten. From 2026 onwards, **Thong Nhat - Bac Viet** will no longer have any revenue-generating business activities.

Some financial indicators of **Thong Nhat - Bac Viet** from 2021 - 2025 according to report No. 01/HDTV dated January 17, 2026 of **Thong Nhat - Bac Viet** (Unit: VND)

Target	2021	2022	2023	2024	2025
Net revenue	176,602,808,025	12,770,499,265	13,369,612,825	12,025,356,416	116,665,694,007
Real estate transfer revenue	166,951,152,398				
Sales revenue	188,457,688	8,485,000	1,829,796,134	36,299,442	4,022,066,137
Revenue from service operations	6,338,491,714	5,769,647,291			
Revenue from collecting and disbursing electricity and water bills on behalf of others.	3,124,706,225	4,767,222,107	6,034,072,407	5,329,646,273	4,487,629,251
Rental income from the preschool area.		2,225,144,867	5,505,744,284	6,659,410,701	9,974,180,437



Target	2021	2022	2023	2024	2025
Revenue from the transfer of the kindergarten area.					98,181,818,182
Profit after income tax	22,032,911,032	(1,425,816,472)	(4,050,039,421)	(2,483,616,673)	(2,392,049,042)
Total assets as of the end of the year	571,968,414,683	563,587,751,419	533,848,437,085	528,599,857,441	433,060,601,791
Owner's equity at the end of the year	390,000,000,000	390,000,000,000	390,000,000,000	390,000,000,000	390,000,000,000
Undistributed profit after tax as of the last day of the year	140,000,154,668	141,532,653,763	137,193,532,169	134,710,085,996	32,270,408,887

It can be observed that from 2022 to 2025, after ceasing to record revenue from real estate sales, the operation of renting out the daycare center for business purposes generated low, unstable, and ineffective revenue (only about VND 6 billion/year), leading to negative after-tax profits in these years, reducing undistributed after-tax profits and directly affecting the interests of investors. Recognizing the inefficiency of the daycare business, on December 1, 2025, **Thong Nhat - Bac Viet** proceeded with the liquidation of the daycare center in accordance with Resolution No. 02/NQ/HDTV of the Board of Members. By the end of the 2025 fiscal year, **Thong Nhat - Bac Viet** no longer maintains any other production or business activities.

Furthermore, the audit report on the 2025 financial statements of Thong Nhat Hanoi Joint Stock Company received a qualified opinion from the auditor regarding the investment in **Thong Nhat - Bac Viet Limited Company**, specifically as follows:

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**Thong Nhat Ha Noi Joint Stock Company**

Address: 10B Trang Thi Street, Hoan Kiem Ward, Hanoi City | Website: [www.thongnhat.com.vn](http://www.thongnhat.com.vn)

Tel: 024 - 3857.2699 | Fax: 024 - 3857.2744

**"Basis for a qualified opinion"****Regarding investments in associate companies - Thong Nhat - Bac Viet Co.,Ltd**

We were unable to perform audit procedures on the Financial Statements for the fiscal year ended December 31, 2025, of Thong Nhat Bac Viet Co., Ltd. Consequently, we were unable to obtain sufficient appropriate audit evidence to determine whether any adjustments were necessary to the investment in the associate as of December 31, 2025.

**Qualified opinion**

In our opinion, except for the effect of the matter referred to in the paragraph Basis for qualified opinion, the Separate financial statements give a true and fair view, in all material respects, of the financial position Thong Nhat Ha Noi Joint Stock Company as at 31 December 2025, and of the results of its operations and its cash flows for the year then ended in accordance with the Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory requirements relevant to preparation and presentation of financial statements."

Currently, Thong Nhat Hanoi Joint Stock Company is listed on the Upcom stock exchange, so the qualified opinion in the audit report significantly impacts the company's operations and image. Furthermore, Thong Nhat Hanoi Joint Stock Company still has to borrow from banks to maintain its core business operations and incurs substantial interest expenses, while its investment in the affiliated company is not generating profit because **Thong Nhat – Bac Viet** is no longer operating. This could lead to a waste of the company's resources.

**3. Proposed solution**

Based on the actual business and production activities of **Thong Nhat - Bac Viet**, on January 18, 2026, the Chairman of the Board of Members of **Thong Nhat - Bac Viet** sent notice No. 02/HĐTV to Thong Nhat Hanoi Joint Stock Company. Regarding the meeting of the Board of Members on February 28, 2026, to approve the policy of dissolving **Thong Nhat - Bac Viet**.

Currently, the investment capital of Thong Nhat Hanoi Joint Stock Company only accounts for 30% of the charter capital of **Thong Nhat - Bac Viet**. Based on the charter of **Thong Nhat - Bac Viet**, Thong Nhat Hanoi Joint Stock Company cannot veto the decision to dissolve **Thong Nhat - Bac Viet**. Therefore, to ensure the interests of Thong Nhat Hanoi Joint Stock Company as well as the interests of shareholders, the Chairman of the Board of Members respectfully submits to the General Meeting of Shareholders:



- Approve the policy of dissolving **Thong Nhat - Bac Viet Company Limited** as per proposal report No. 01/HĐTV dated January 17, 2026, from the Chairman of the Board of Members and General Director of **Thong Nhat - Bac Viet Company Limited**;

- The Chairman of the Board of Members, who is also the representative of the capital contribution of Thong Nhat Hanoi Joint Stock Company in **Thong Nhat - Bac Viet**, is assigned to fully exercise the rights and obligations of a contributing member regarding the above-mentioned matter.

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

*Thank you very much!*

**Recipient:**

- As above;
- Board of Members, Supervisory Board;
- Save Human Resources Department.

**BOARD OF MEMBER**

**CHAIRMAN**



**Vu Ngoc Tu**



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

Hà Nội, ngày 17 tháng 01 năm 2026

## BÁO CÁO TÌNH HÌNH HOẠT ĐỘNG 2025

Kính gửi : Hội đồng thành viên Công ty

- Căn cứ Luật Doanh nghiệp 2020;
- Căn cứ nhu cầu quản trị, điều hành Công ty;

Chủ tịch Hội đồng thành viên kiêm Tổng Giám đốc Công ty TNHH Thống Nhất – Bắc Việt báo cáo tóm tắt tình hình hoạt động kinh doanh của Công ty giai đoạn 2021 - 2025 như sau:

### 1. Tổng quan về Công ty

Công ty TNHH Thống Nhất – Bắc Việt, địa chỉ trụ sở chính tại Số 82 phố Nguyễn Tuân, Phường Thanh Xuân, TP Hà Nội được thành lập vào ngày 19 tháng 01 năm 2012 theo giấy phép đăng ký kinh doanh số 0105776991, thay đổi lần thứ 3 vào ngày 26 tháng 03 năm 2025.

Vốn điều lệ của Công ty là 390.000.000.000 đồng (Ba trăm chín mươi tỷ đồng chẵn) do Công ty TNHH Bắc Việt – Nguyễn Tuân góp 273.000.000.000 đồng (Hai trăm bảy mươi ba tỷ đồng chẵn), tương đương 70% giá trị vốn góp và Công ty Cổ phần Thống Nhất Hà Nội góp 117.000.000.000 đồng (Một trăm mười bảy tỷ đồng chẵn), tương đương 30% giá trị vốn góp.

Hoạt động kinh doanh chính của Công ty: là chủ đầu tư thực hiện dự án đầu tư xây dựng tại 82 Nguyễn Tuân, Thanh Xuân, Hà Nội.

### 2. Tình hình hoạt động kinh doanh

Năm 2021, Công ty đã hoàn thành công tác bán hàng, bàn giao đưa vào sử dụng đầy đủ công năng của Tòa nhà chung cư tại 82 Nguyễn Tuân, Thanh Xuân, Hà Nội cho khách hàng. Đến thời điểm hiện tại, Công ty đã hoàn thành công tác bàn giao đưa vào sử dụng tòa nhà nêu trên cho khách hàng. Đồng thời đến hết 2025, Công ty cũng đã hoàn thành nghĩa vụ bảo hành với khách hàng và bàn giao quỹ bảo trì cho Ban Quản lý.

Từ năm 2022, Công ty không còn ghi nhận doanh thu từ hoạt động bán bất động sản, chỉ còn duy trì doanh thu từ hoạt động cho thuê nhà tré tại cùng lô đất nêu trên. Tuy nhiên do hoạt động không hiệu quả, được sự đồng ý của Hội đồng thành viên Công ty, Công ty đã thực hiện bán thanh lý nhà tré nêu trên. Từ năm 2026 Công ty không còn hoạt





động kinh doanh mang lại doanh thu. Hiện tại số lượng lao động của Công ty còn 11 người để phục vụ lưu trữ sổ sách, chứng từ, ngoài ra không còn bất cứ hoạt động sản xuất kinh doanh nào khác

### 3. Tình hình tài chính

Một số chỉ tiêu tài chính của Công ty từ 2021 – 2025 (DVT: đồng)

Chỉ tiêu	2021	2022	2023	2024	2025
<b>Doanh thu thuần</b>	<b>176.602.808.025</b>	<b>12.770.499.265</b>	<b>13.369.612.825</b>	<b>12.025.356.416</b>	<b>116.665.694.007</b>
Doanh thu chuyển nhượng BDS	166.951.152.398				
Doanh thu bán hàng	188.457.688	8.485.000	1.829.796.134	36.299.442	4.022.066.137
Doanh thu cung cấp dịch vụ	6.338.491.714	5.769.647.291			
Doanh thu thu hộ chi hộ điện nước	3.124.706.225	4.767.222.107	6.034.072.407	5.329.646.273	4.487.629.251
Doanh thu cho thuê khu vực trường mầm non		2.225.144.867	5.505.744.284	6.659.410.701	9.974.180.437
Doanh thu chuyển nhượng khu vực nhà trẻ					98.181.818.182
<b>Lợi nhuận sau thuế TNDN</b>	<b>22.032.911.032</b>	<b>(1.425.816.472)</b>	<b>(4.050.039.421)</b>	<b>(2.483.616.673)</b>	<b>(2.392.049.042)</b>
<b>Tổng tài sản tại ngày cuối năm</b>	<b>571.968.414.683</b>	<b>563.587.751.419</b>	<b>533.848.437.085</b>	<b>528.599.857.441</b>	<b>433.060.601.791</b>
<b>Vốn chủ sở hữu tại ngày cuối năm</b>	<b>390.000.000.000</b>	<b>390.000.000.000</b>	<b>390.000.000.000</b>	<b>390.000.000.000</b>	<b>390.000.000.000</b>
<b>Lợi nhuận sau thuế chưa phân phối tại ngày cuối năm</b>	<b>140.000.154.668</b>	<b>141.532.653.763</b>	<b>137.193.532.169</b>	<b>134.710.085.996</b>	<b>32.270.408.887</b>

Có thể nhận thấy, từ năm 2022 đến 2025, sau khi không còn ghi nhận doanh thu từ việc bán bất động sản, hoạt động cho thuê nhà trẻ ghi nhận doanh thu thấp, không ổn định và chưa hiệu quả (trung bình khoảng 6 tỷ đồng/năm), dẫn đến lợi nhuận sau thuế các năm này bị âm, làm suy giảm lợi nhuận sau thuế chưa phân phối, ảnh hưởng đến quyền lợi trực tiếp của các thành viên góp vốn. Do nhận thấy việc kinh doanh nhà trẻ không có hiệu quả, Công ty đã tiến hành chuyển nhượng nhà trẻ theo nghị quyết số 02/NQ-HĐTV của Hội đồng thành viên ngày 01/12/2025. Đến thời điểm kết thúc năm tài chính 2025, Công ty không còn duy trì bất cứ hoạt động sản xuất kinh doanh nào khác.

#### 4. Kiến nghị của Chủ tịch Hội đồng Thành viên kiêm Tổng Giám đốc

Để đảm bảo quyền lợi & vốn cho các thành viên trong hoàn cảnh Công ty không còn bất cứ hoạt động sản xuất kinh doanh nào nhưng vẫn phải duy trì hoạt động tối thiểu (chi trả lương, bảo hiểm, quyết toán thuế...), Chủ tịch Hội đồng thành viên kiêm Tổng Giám đốc Công ty kiến nghị Hội đồng thành viên xem xét phương án giải thể Công ty trong năm 2026 để tiết kiệm chi phí trên tinh thần bảo toàn tối đa vốn chủ sở hữu và quyền lợi của các thành viên Công ty

**Kính trình!**

Nơi nhận:

- Như trên;
- Lưu VT.

**CHỦ TỊCH HĐQT  
KIÊM TỔNG GIÁM ĐỐC**



**NGUYỄN SƠN**





CÔNG TY TNHH  
THỐNG NHẤT - BẮC VIỆT

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

Số: /HĐTV

Hà Nội, ngày 18 tháng 01 năm 2026

**THÔNG BÁO**  
**Về việc họp Hội đồng thành viên**

**Kính gửi :** Công ty Cổ phần Thống Nhất Hà Nội;  
Ông Vũ Ngọc Tú, Nguyễn Văn An

- Căn cứ Luật Doanh nghiệp 2020;
- Căn cứ đề xuất của Chủ tịch Hội đồng thành viên
- Căn cứ theo Điều lệ tổ chức và hoạt động Công ty TNHH Thống Nhất – Bắc Việt;
- Căn cứ nhu cầu quản trị, điều hành Công ty;

Chủ tịch Hội đồng thành viên công ty TNHH Thống Nhất – Bắc Việt kính mời các thành viên Hội đồng thành viên Công ty đến tham dự cuộc họp Hội đồng thành viên với những nội dung cụ thể sau:

1. Thời gian: từ 9 giờ 00 phút, ngày 28 tháng 02 năm 2026
2. Địa điểm: Văn phòng Công ty TNHH Thống Nhất – Bắc Việt tại số 82 Nguyễn Tuân, phường Thanh Xuân, Hà Nội
3. Thành phần tham dự: Thành viên Hội đồng thành viên Công ty;
4. Nội dung: Báo cáo tình hình hoạt động kinh doanh năm 2025 và xin ý kiến về chủ trương giải thể Công ty TNHH Thống Nhất - Bắc Việt theo tài liệu đính kèm.

Thông báo này có giá trị thay cho thư mời họp.

Trân trọng thông báo và kính mời các thành viên tham dự.

Nơi nhận:

- Như trên;
- Lưu VT.

**TM. HỘI ĐỒNG THÀNH VIÊN**  
**CHỦ TỊCH**



**THONG NHAT HA NOI  
JOINT STOCK COMPANY**

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

Number: 11/TTTr-TN-HĐQT

Hanoi, January 21, 2026

## REPORT

**Regarding: Election of members of the Board of Member and Supervision Board for the term 2026 - 2031**

**Dear: The General Meeting of Shareholders of Thong Nhat Hanoi Joint Stock Company**

- Based on the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, of the National Assembly of the Socialist Republic of Vietnam;
- Based on the Charter of Organization and Operation of Thong Nhat Hanoi Joint Stock Company.

The Board of Member respectfully submits to the Annual General Meeting of Shareholders 2026 (AGM) the proposal for the election of members of the Board of Member and the Supervision Board for the term 2026 - 2031 with the following content:

**1. Current structure and list of Board of Member members:**

No.	FULL NAME	POSITION	NOTE
1	Mr. Vu Ngoc Tu	Chairman	Election at the Annual General Meeting of Shareholders on December 28, 2021
2	Mr. Dinh Vu Minh Viet	Member	Election at the Annual General Meeting of Shareholders on December 28, 2021
3	Mr. Phi Trong Thanh	Member	Election at the Annual General Meeting of Shareholders on June 26, 2024
4	Mr. Nguyen Van Tuan	Member	Election at the Annual General Meeting on June 18, 2025
5	Ms. Vu Thi Phuong	Member	Election at the Annual General Meeting on June 18, 2025

**2. Current structure and personnel list of the Supervision Board:**

No.	FULL NAME	POSITION	NOTE
1	Ms. Nguyen Hong Thuy	Prefect	Election at the Annual General Meeting of Shareholders on September 15, 2022
2	Mr. Chu Van Vuong	Member	Election at the Annual General Meeting of Shareholders on December 28, 2021
3	Mr. Bui Ngoc Son	Member	Election at the Annual General Meeting on June 18, 2025

**Thong Nhat Ha Noi Joint Stock Company**

Address: 10B Trang Thi Street, Hoan Kiem Ward, Hanoi City

Website: [www.thongnhat.com.vn](http://www.thongnhat.com.vn)

Tel: 024 - 38572699 | Fax: 024 - 38572744



Based on the Resolution of the General Meeting of Shareholders of Thong Nhat Hanoi Joint Stock Company dated December 28, 2021, the aforementioned members of the Board of Member and Supervision Board will complete their terms in 2026.

Therefore, to ensure that the Board of Member and the Supervision Board have sufficient members to effectively manage the Company's production and business activities in the next term, the Board of Member respectfully submits to the General Meeting of Shareholders for consideration and approval the election of members of the Board of Member and the Supervision Board for the term 2026 - 2031 as follows:

- The number of members to be elected to the Board of Member for the 2026-2031 term is: 05 members.
- The number of members to be elected to the Supervision Board for the 2026-2031 term is: 03 members.

### 3. Proposal from the Board of Member:

Based on the above presentations, the Board of Member respectfully submits to the General Meeting of Shareholders for approval the election of 05 members of the Board of Member and the election of 03 members of the Supervision Board for the term 2026 - 2031.

Election standards and procedures: In accordance with the Company's Articles of Association and relevant legal regulations.

*Attached to this submission are: Nomination and candidacy forms, CVs, and guidelines for nominating and electing members of the Board of Member and Supervision Board.*

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

*Thank you very much!*

#### Recipient:

- As addressed to;
- Board of Member, Board of Supervision;
- Save HR.

BOARD OF MEMBER  
CHAIRMAN



Vu Ngoc Tu

**THONG NHAT HA NOI  
JOINT STOCK COMPANY****SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness***Hanoi, January 21, 2026*

## REGULATIONS

### **ELECTION OF MEMBERS OF THE BOARD OF MEMBER AND SUPERVISION BOARD HANOI THONG NHAT JOINT STOCK COMPANY TERM 2026 - 2031**

- Based on the Enterprise Law No. 59/2020/QH14, which was passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Based on the Charter of Thong Nhat Hanoi Joint Stock Company, approved by the Annual General Meeting of Shareholders on December 28, 2021.

The regulations for electing members of the Board of Member and the Supervision Board of Thong Nhat Hanoi Joint Stock Company for the term 2026-2031 at the 2026 Annual General Meeting of Shareholders are implemented according to the following provisions:

#### **Điều 1. Principles and subjects of election**

##### **1.1 Principles of elections:**

The election of members of the Board of Member and the Supervision Board of Thong Nhat Hanoi Joint Stock Company (hereinafter referred to as the Company) is conducted according to the following principles:

- The election will be open and direct, conducted by secret ballot.
- The election of members of the Board of Member and the Supervision Board is conducted using the cumulative voting method as stipulated in Clause 3, Article 148 of the 2020 Enterprise Law.

**1.2 Eligible voters:** Shareholders or their authorized representatives (using the provided form) of one or more shareholders whose names are on the shareholder list finalized on January 26, 2026.

**1.3 The Chairperson of the General Meeting is responsible for presiding over the election of Board of Member members with the following specific duties:**

- Compile and list the candidates and nominees for the Board of Member and Supervision Board for approval at the General Meeting.
- Supervise the voting process and vote counting.
- Resolving complaints regarding the election of members of the Board of Member and Supervision Board (if any).

#### **Điều 2. Number and criteria for members of the Board of Member and Supervision Board**

##### **2.1 Quantity:**

- The number of Board of Member members to be elected at the 2026 Annual General Meeting is: 05 members
- The number of Supervision Board members to be elected at the 2026 Annual General Meeting is: 03 members

##### **2.2 Standards and conditions for becoming a member of the Board of Member:**





- Criteria for becoming a member of the Board of Member: according to the Company's Charter and Article 157 of the 2020 Enterprise Law.
- Criteria for membership in the Supervision Board: according to the Company's Charter and Article 169 of the 2020 Enterprise Law.

### **Điều 3. Conditions for nominating and electing members of the Board of Member and Supervision Board**

3.1 Prior to the General Meeting, shareholders have the right to form groups to nominate candidates for positions on the Board of Member and the Supervision Board.

3.2 The nomination and election of members of the Board of Member and Supervision Board shall be carried out in accordance with the following regulations:

Shareholders or groups of shareholders holding voting shares have the right to combine their individual voting rights to nominate candidates for the Board of Member and Supervision Board, specifically:

- Shareholders, or groups of shareholders owning from 10% to less than 20% of the total number of common shares, are entitled to nominate 01 (one) candidate;
- Shareholders, or groups of shareholders owning from 20% to less than 30% of the total number of common shares, may nominate a maximum of 02 (two) candidates;
- Shareholders, or groups of shareholders owning from 30% to less than 40% of the total number of common shares, may nominate a maximum of 03 (three) candidates;
- Shareholders, or groups of shareholders owning from 40% to less than 50% of the total number of common shares, may nominate a maximum of 04 (four) candidates;
- Shareholders, or groups of shareholders owning 50% or more of the total number of common shares, may nominate a maximum of 05 (five) candidates;

The shareholding period requirement does not apply at the 2026 Annual General Meeting.

### **Điều 4. Documents for candidacy and nomination for election to the Board of Member and Supervision Board**

4.1 The application dossier for nominating and electing a member of the Board of Member includes:

- Original Application for Candidacy or Nomination to Participate in the Board of Member or Supervision Board (according to the template);
- Original resume completed by the applicant (using the provided template);
- Photocopies of the applicant's citizen identification card/passport and diplomas/certificates proving educational and professional qualifications (for record keeping).

4.2 Shareholders or groups of shareholders nominating or electing candidates must provide the Organizing Committee with complete candidacy or nomination documents as described above and are legally responsible for the accuracy and truthfulness of the documents provided.

4.3 Only applications or nominations that meet the eligibility requirements and candidates who meet the corresponding eligibility requirements for members of the Board of Member and Supervision Board will be included in the list of candidates announced at the General Meeting.

### **Điều 5. Election principles**

5.1 Voting for members of the Board of Member and Supervision Board is conducted using the cumulative voting method, whereby each shareholder or authorized representative attending the meeting

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 Member and Supervision Board.

5.2 Shareholders or their authorized representatives attending the meeting have the right to cast all of their votes for one candidate or to divide their votes among the selected candidates.

5.3 The total number of votes a shareholder casts for any of their candidates shall not exceed the total number of votes that shareholder is entitled to vote for (*equal to the number of shares multiplied by the number of members to be elected*).

#### **Điều 6. Ballot papers, filling out ballot papers**

The list of candidates for the Board of Member and Supervision Board is arranged alphabetically by name, with the full name written on the ballot.

**Ballot:** Each shareholder or authorized representative attending the meeting will be issued a Ballot for electing members of the Board of Member and Supervision Board ("Ballot"), which will include the shareholder's name, shareholder code, and the total number of shares owned or represented.

- The election of members of the Board of Member and Supervision Board of Thong Nhat Hanoi Joint Stock Company will be conducted in person at the General Meeting using the cumulative voting method.

- Each shareholder has a total number of votes corresponding to the total number of shares they own multiplied by the number of members to be elected to the Board of Member and Supervision Board as approved by the General Meeting of Shareholders.

##### **a. Valid ballot:**

- These are ballot papers issued by the Congress Organizing Committee;
- The ballot papers must not be torn, erased, scratched, altered, or have names added other than those of the candidates for the Supervision Board approved by the General Assembly;
- Confirmed by the shareholder or their authorized representative;
- The total number of votes cast for any candidate shall not exceed the total number of votes that shareholders are entitled to vote for;
- The number of ballots cast for candidates shall not exceed the number of members to be elected to the Board of Member and the Supervision Board.

##### **b. Invalid ballot:**

- The ballot papers were not issued by the Congress Organizing Committee;
- The ballot paper was torn, crossed out, erased, or altered;
- The ballot does not bear the signature of the shareholder or the shareholder's authorized representative, or the ballot is not signed by the shareholder or the shareholder's authorized representative.
- The ballot papers show that the total number of votes cast for the candidates exceeds the total number of votes that the shareholder is entitled to vote for;
- The number of ballots cast for candidates exceeded the number of members to be elected to the Board of Member and the Supervision Board.

- Ballots are submitted to the Election Committee after voting has ended and the ballot box has been sealed.

##### **c. Invalid ballots will not be counted in the election results**

##### **d. How to fill out the ballot:**

Shareholders elect members of the Board of Member and Supervision Board by recording the



number of shares (votes) for their chosen candidates: Shareholders/shareholder representatives select candidates by recording their vote for each candidate in the "Number of Votes Voted" column, ensuring that **the total number of votes cast does not exceed the total number of votes available**. The number of votes for each candidate may vary depending on the confidence of the shareholder/shareholder representative in each candidate.

## **Điều 7. Vote counting**

**7.1 Election Committee, which also serves as the Ballot Counting Committee , shall conduct the vote counting in accordance with the following regulations:**

- The vote counting will be conducted by the Election Committee, which also serves as the Vote Counting Committee, immediately after the voting concludes, under the supervision of a shareholder representative and/or the Chairperson of the General Meeting.

**7.2 Prepare and announce the vote count report:**

- The Election Committee, which also serves as the Vote Counting Committee, is responsible for preparing the Vote Counting Report. The Head of the Election Committee, who also serves as the Vote Counting Committee, reads the Vote Counting Report to the Congress.

- All work related to verification, recording, and announcement of vote counting results must be carried out honestly and accurately by the Election Committee, which will be held accountable for those results.

## **Điều 8. Principles for determining the election of members of the Board of Member and Supervision Board**

According to Clause 3, Article 148 of the 2020 Enterprise Law: elected members of the Board of Member and Supervision Board are determined based on the number of valid votes, ranked from highest to lowest, starting with the candidate with the highest number of votes until the required number of members of the Board of Member and Supervision Board is approved by the General Meeting of Shareholders .

## **Điều 9. Complaints regarding elections and vote counting**

**9.1** Shareholders have the right to question the General Meeting on matters related to the election of members of the Board of Member and the Supervision Board. Any complaints regarding the election results must be considered and resolved immediately at the General Meeting. In case of a complaint, the vote counting committee will re-examine the results and seek the opinion of the General Meeting for a decision.

**9.2** Any complaints regarding the election and vote counting will be handled by the Chairman of the Congress and recorded in the Congress Minutes.

## **Điều 10. Validity of the Regulations**

These regulations for the election of members of the Board of Member and Supervision Board consist of 10 Articles, take effect immediately after being approved by the General Meeting, and will only be applied at the Company's annual General Meeting of Shareholders in 2026.

**PRESIDIUM OF THE CONGRESS**  
**CHAIRMAN OF THE BOARD OF MEMBER**



**Vu Ngoc Tu**

## APPENDIX 01 - ELECTION GUIDELINES

### Example of electing members of the Supervision Board:

Let's assume the 2026 Annual General Meeting of Shareholders votes to approve the election of 3 members to the Supervision Board (out of a total of 4 nominated candidates).

Let's assume shareholder Nguyen Van A holds (including ownership and authorization) 1,000 shares. Then the **total number of votes** shareholder Nguyen Van A is entitled to cast is:  $1,000 \times 4 = 4,000$  votes.

❖ *Shareholder Nguyen Van A may cast part or all of his votes for a candidate, provided that the total number of votes cast **does not exceed the total number of votes cast**.*

Shareholder Nguyen Van A can choose to cast cumulative votes in one of the following three cases:

+ **Case 1:** Shareholder Nguyen Van A divides his votes equally among 4 candidates (equivalent to each candidate receiving 1,000 votes):

TT	Candidate's full name	Number of votes cast
1	Candidate 1	1,000
2	Candidate 2	1,000
3	Candidate 3	1,000
4	Candidate 4	1,000
	<b>Total</b>	<b>4,000</b>

+ **Case 2:** Shareholder Nguyen Van A casts all his votes for one candidate (casts all his votes for candidate number 2):

TT	Candidate's full name	Number of votes cast
1	Candidate 1	0
2	Candidate 2	4,000
3	Candidate 3	0
4	Candidate 4	0
	<b>Total</b>	<b>4,000</b>

**Case 3:** Shareholder Nguyen Van A cast his vote for 4 candidates, but not equally:

TT	Candidate's full name	Number of votes cast
1	Candidate 1	500
2	Candidate 2	800
3	Candidate 3	1,200
4	Candidate 4	2,700
	<b>Total</b>	<b>4,000</b>



❖ **Note : Shareholder Nguyen Van A's ballot is invalid if it falls under any of the following cases:**

- The ballot papers were not issued by the General Meeting Organizing Committee (there is no company seal on the ballot paper);
- Ballots that are torn, crossed out, erased, altered, or have names added other than those of candidates for the Supervision Board approved by the Congress;
- The ballot does not bear the signature of the shareholder or the shareholder's authorized representative, or the ballot is not signed by the shareholder or the shareholder's authorized representative;
- The ballot papers show that the total number of votes cast for a candidate exceeds the total number of votes that shareholder is entitled to vote for (exceeding 4,000 votes);
- The ballots cast votes for a total number of candidates exceeding the number of Supervision Board candidates to be elected (exceeding the limit of 4 candidates).
- Ballots must be submitted to the Election Committee after voting has concluded and the ballot box has been sealed.



**THONG NHAT HA NOI  
JOINT STOCK COMPANY****SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness***Hanoi, January 21, 2026***GUIDELINES FOR NOMINATION AND RELEASE FOR ADDITIONAL ELECTION  
OF BOARD OF MEMBER AND SUPERVISION BOARD MEMBERS****THONG NHAT HANOI JOINT STOCK COMPANY TERM 2026 - 2031**

On February 26, 2026, Thong Nhat Hanoi Joint Stock Company will hold its 2026 Annual General Meeting of Shareholders at Lot A2CN3, Tu Liem Small and Medium-sized Industrial Cluster, Xuan Phuong Ward, Hanoi City. One of the agenda items of the General Meeting of Shareholders is the election of members of the Board of Member and the Supervision Board for the term 2026-2031.

According to the provisions of the 2020 Enterprise Law and the Company's Charter, shareholders or groups of shareholders owning **10% or more** of the shares of Thong Nhat Hanoi Joint Stock Company, as listed in the shareholder list as of January 26, 2026, have the right to nominate/nominate candidates for the Board of Member and Supervision Board of the Company for the term 2026 - 2031.

To facilitate shareholders in exercising their right to nominate/consult, the Board of Member of Thong Nhat Hanoi Joint Stock Company respectfully sends to our esteemed shareholders the Guidelines for Nomination/Consultation for the election of members of the Board of Member and Supervision Board with the following contents:

- Standards and conditions for becoming a member of the Board of Directors:** according to the company's charter and Article 157 of the 2020 Enterprise Law.
- Criteria for membership in the Supervision Board:** according to the company's charter and Article 169 of the 2020 Enterprise Law.
- The nomination and election of members of the Board of Member and Supervision Board shall be carried out in accordance with the following regulations:**

Shareholders or groups of shareholders owning **10% or more** of the shares of Thong Nhat Hanoi Joint Stock Company, according to the shareholder list as of January 26, 2026, have the right to nominate/propose candidates for the Board of Member and Supervision Board, specifically:

- Shareholders, or groups of shareholders owning from 10% to less than 20% of the total number of common shares, are entitled to nominate 01 (one) candidate;
- Shareholders, or groups of shareholders owning from 20% to less than 30% of the total number of common shares, may nominate a maximum of 02 (two) candidates;
- Shareholders, or groups of shareholders owning from 30% to less than 40% of the total number of common shares, may nominate a maximum of 03 (three) candidates;
- Shareholders, or groups of shareholders owning from 40% to less than 50% of the total number of common shares, may nominate a maximum of 04 (four) candidates;
- Shareholders, or groups of shareholders owning 50% or more of the total number of common shares, may nominate a maximum of 05 (five) candidates;

**Thong Nhat Ha Noi Joint Stock Company**Address: 10B Trang Thi Street, Hoan Kiem Ward, Hanoi City | Website: [www.thongnhat.com.vn](http://www.thongnhat.com.vn)

Tel: 024 - 38572699 | Fax: 024 - 38572744





#### 4. Documents for candidacy and nomination for election to the Board of Member and Supervision Board

Shareholders or groups of shareholders holding the ownership percentage as stipulated in Section 3 above, when nominating or electing candidates to the Board of Member Supervision Board of the company, must submit the following documents to the Company (directly or by mail):

- Original Nomination/Application Form for participation in the Board of Member and Supervision Board (according to the template);
- Original resume of the candidate/nominee, completed by the candidate themselves (according to the template);
- Photocopies of the candidate's or nominee's citizen identification card/passport and diplomas/certificates proving educational and professional qualifications (for record keeping).
- In the case of a shareholder group making the nomination:
  - + Submit a list of all shareholders owning shares of Thong Nhat Hanoi Joint Stock Company according to the shareholder list as of January 26, 2026, to attend the 2026 Annual General Meeting of Shareholders.
  - + The nomination form must be signed by all shareholders participating in the nominating shareholder group, or include a notarized power of attorney from the shareholder group authorizing one shareholder to represent the group in exercising the nomination right.

❖ **Note:**

To facilitate the organization and preparation of election documents, the Company respectfully requests that eligible shareholders/groups of shareholders submit their documents as stipulated in Section 4 above to the Company directly or by mail before February 23, 2026 (Monday).

Contact information: Thong Nhat Hanoi Joint Stock Company

Factory Address: Lot A2CN3, Tu Liem Small and Medium-sized Industrial Cluster, Xuan Phuong Ward, Hanoi City.

Contact person: Mr. Chu Van Vuong - Head of Human Resources; Phone: 024 - 38572699/ 0982.718.515. Email: [vuong.chu@thongnhat.com.vn](mailto:vuong.chu@thongnhat.com.vn).

In the event that a shareholder or group of shareholders fails to submit the required documents as stipulated in Section 4 above to the Company (before the General Meeting or before the approval of the list of candidates/nominations at the General Meeting), the candidacy/nomination of the shareholder or group of shareholders will be invalid at the General Meeting if it does not comply with the provisions of the 2020 Enterprise Law and the Company's Charter.

*Best regards!*

**Recipient:**

- Shareholders;
- Save HR.

**BOARD OF MEMBER OF THE COMPANY**

**CHAIRMAN**



**Vu Ngoc Tu**

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



**NOMINATION FORM FOR CANDIDATES TO JOIN  
THE BOARD OF MEMBER/SUPERVISION BOARD  
THONG NHAT HA NOI JOINT STOCK COMPANY  
(Term 2026 - 2031)**

**Dear: Organizing Committee of the 2026 Annual General Meeting  
of Shareholders of Thong Nhat Hanoi Joint Stock Company**

Name of shareholder/shareholder group representative:.....  
Citizen ID/Passport/Business Registration Number: .....  
Date of issue: .....  
Issuing authority: .....  
Contact address: .....  
Number of shares currently held/represented: .....  
(In words: .....)  
I agree to nominate Mr./Ms.: .....  
Date of birth: .....  
Citizen ID/Passport/Business Registration Number: .....  
Date of issue: .....  
Issuing authority: .....  
Permanent address: .....  
Qualifications: To be a candidate for the Board of Member/Supervision Board of Thong Nhat Hanoi Joint Stock Company for the term 2026 - 2031 at the Company's Annual General Meeting of Shareholders in 2026, to be held on February 26, 2026.  
I/We pledge to assume full responsibility for the accuracy, truthfulness, and legality of this nomination.

....., date.....month... ..year 2026

**Attached documents (papers of candidates for  
the Board of Member/Supervisory Board):**

- Original SYLL;
- Photocopy of Citizen Identification Card/Citizen Identification Card/Passport;
- Photocopies of diplomas/certificates.

**NECK WINTER QUESTION SELECTION**  
(Sign ( and clearly state the full name and affix the seal if it  
is a legal entity )



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



**APPLICATION FOR NOMINATION TO JOIN THE BOARD OF  
MEMBER/SUPERVISION BOARD**

**THONG NHAT HA NOI JOINT STOCK COMPANY**

**(Term 2026 - 2031)**

**Dear: Organizing Committee of the 2026 Annual General Meeting  
of Shareholders of Thong Nhat Hanoi Joint Stock Company**

Shareholder's name: .....

Citizen ID/Passport/Business Registration Number: .....

Date of issue: .....

Issuing authority: .....

Contact address: .....

Number of shares currently held/represented: .....

(In words: .....)

I am nominating myself as a candidate for the Board of Member/Supervision Board of Thong Nhat Hanoi Joint Stock Company for the term 2026-2031 at the Company's Annual General Meeting of Shareholders in 2026, to be held on February 26, 2026.

I/We pledge to assume full responsibility for the accuracy, truthfulness, and legality of this nomination.

....., date.....month... ..year 2026

**Attached documents (papers of candidates for  
the Board of Member/Supervisory Board):**

- Original SYLL;
- Photocopy of Citizen Identification Card/Citizen Identification Card/Passport;
- Photocopies of diplomas/certificates.

**NECK CORRESPONDENCE SELECTION**

(Sign ( and clearly state the full name and affix the seal if it  
is a legal entity )



4 x 6 color  
photograph  
(taken within the last  
6 months)

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

## CURRICULUM VITAE

*(Used to apply for membership on the Board of Member/Supervision Board)*

*Hanoi Thong Nhat Joint Stock Company (term 2026 - 2031 )*

1. Full name: .....
2. Gender: .....
3. Place of birth: .....
4. Date of birth: .....
5. Nationality: .....
6. Nation: .....
7. Educational level: .....
8. Qualifications: .....

TIME <i>(From month/year....to month/year)</i>	TRAINING UNIT	SPECIALIZED	DEGREE

9. Work experience *(state the period , organization , and job title):*

TIME <i>(From month/year....to month/year)</i>	WORK UNIT	JOB TITLE

10. Current position at Thong Nhat Hanoi Joint Stock Company:

**Thong Nhat Ha Noi Joint Stock Company**

Address: 108 Trang Thi Street, Hoan Kiem Ward, Hanoi City

Tel: 024 - 3857.2699 | Fax: 024 - 3857.2744

Website: [www.thongnhat.com.vn](http://www.thongnhat.com.vn)



11. Job titles at other companies (including board positions):
12. List of related parties of the declarant (as stipulated in Clause 46, Article 4 of the Securities Law 2019):

No.	Organization name/ individual	Number of shares held, ownership percentage in relation to the charter capital of Thong Nhat Hanoi Joint Stock Company (if any)	Relationship
(A)	(B)	(C)	(D)
1			
2			
3			
4			
5			

13. **Number and percentage of shares owned by myself and related parties in Thong Nhat Hanoi Joint Stock Company (as of the closing date of the shareholder list for the 2026 Annual General Meeting):**

In there:

+ Myself:

+ Related persons (*details are shown in column C of the list of related persons*).

14. Rights and interests that conflict with those of Thong Nhat Hanoi Joint Stock Company:

15. The debts owed to Thong Nhat Hanoi Joint Stock Company as of the date of this resume:

I declare that the above statements are true and accurate; if they are false, I will be fully responsible before the law.

Hanoi, date    month    2026

**DECLARANT**

(Signature, printed name)