

No.: 13/2026/CV-CNG

*Re: Disclosure of Information on the  
Publication of Draft Documents for the 2026  
Annual General Meeting of Shareholders*

*Hanoi, April 2, 2026*

**To:**

- **THE STATE SECURITIES COMMISSION OF VIETNAM**
- **HANOI STOCK EXCHANGE**

Pursuant to the provisions of Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance, providing guidance on information disclosure in the securities market, Cotana Group Joint Stock Company (stock ticker: CSC) hereby announces the organization of its 2026 Annual General Meeting of Shareholders as follows:

1. Meeting time: 8:00 AM, April 24, 2026 (Friday)
2. Meeting materials: Available on the Company's website at: <https://www.cotanagroup.vn/>. The General Meeting of Shareholders' documents will be updated with any amendments or supplements (if any).

Cotana Group Joint Stock Company respectfully reports the above to the State Securities Commission and the Hanoi Stock Exchange.

***Sincerely!***

**Recipients:**

- *As above;*
- *Archived at the  
Administrative Office.*

**LEGAL REPRESENTATIVE**



**TỔNG GIÁM ĐỐC**  
***Lê Văn Thành***



## AGENDA

### 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS COTANA GROUP JOINT STOCK COMPANY

Time	Agenda Items	Responsible Party
<b>PROCEDURAL SESSION</b>		
8:00	Reception, delegate registration, organizational arrangements, and verification of shareholders' eligibility	Organizing Committee
8:30	Report on verification of shareholders' eligibility to attend the Meeting	Shareholder Eligibility Verification Committee
8:35	Opening remarks; statement of purpose; introduction of attendees. Introduction and approval of the Presidium, the Secretariat, and the Vote Counting Committee	Organizing Committee
<b>BUSINESS SESSION</b>		
8:45	Approval of the Meeting Agenda and the Working Regulations of the Meeting	Presidium
8:55	Report on 2025 business performance and 2026 business plan	General Director
9:10	Report on the activities of the Board of Supervisors in 2025 and orientation for 2026	Head of the Board of Supervisors
9:25	Report on the activities of the Board of Directors in 2025 and operational orientation for 2026	Chairman of the Board of Directors
9:35	Submission of proposals for approval at the Meeting	Presidium
10:00	Shareholders' comments on the reports and proposals presented at the Meeting	Shareholders
	Conclusions of the Presidium on shareholders' opinions	Presidium
10:20	Voting to approve the reports and proposals presented at the Meeting	Presidium
<b>NOMINATION AND ELECTION OF ADDITIONAL MEMBER(S) OF THE BOARD OF DIRECTORS FOR THE 2024–2029 TERM</b>		
10:30	Adoption of the Election Regulations	Election Committee
10:40	Announcement of the list of candidates and nominees	Election Committee
10:50	Conduct of voting by ballot	Election Committee
11:00	Break	
11:20	Announcement of election results for additional member(s) of the Board of Directors for the 2024–2029 term	Head of the Election Committee
11:30	Approval of the Minutes and Resolution of the Meeting	Secretariat
<b>CLOSING AND ADJOURNMENT</b>		



**INVITATION LETTER**  
**2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**To:** - **Shareholder:**  
- **Address:**

The Board of Directors of Cotana Group Joint Stock Company cordially invites you to attend the 2026 Annual General Meeting of Shareholders, with details as follows:

1. **Time:** 8:00 AM, April 24, 2026 (Friday)
2. **Venue:** Hall, 11th Floor, COTANA GROUP Building, Lot CC5A, Linh Dam Peninsula, Hoang Liet Ward, Hanoi, Vietnam.
3. **Meeting Agenda:**
  - Report on the activities of the Board of Directors in 2025 and operational orientation for 2026.
  - Report on 2025 business performance and 2026 business plan.
  - Audited financial statements for 2025; profit distribution plan for 2025 and financial plan for 2026.
  - Report on the activities of the Board of Supervisors in 2025 and orientation for 2026.
  - Other matters falling within the authority of the General Meeting of Shareholders.

Shareholders are kindly requested to review the meeting agenda and related documents available on the Company's website at: <https://www.cotanagroup.vn/thong-bao-cua-hdq/>

4. **Attendees:** All shareholders listed in the register of securities holders as of **March 18, 2026**, as provided by the Vietnam Securities Depository and Clearing Corporation. In the event that a shareholder is unable to attend, authorization may be granted to a representative in accordance with the Company's Power of Attorney.

5. **Registration for Attendance:** To facilitate proper organization and reception, shareholders are kindly requested to confirm their attendance (or authorization of a representative) no later than **April 23, 2026**, at the following address:

**Office of the Board of Directors – Room 210, 2nd Floor, COTANA GROUP Building**  
**Lot CC5A, Linh Dam Peninsula, Hoang Liet Ward, Hanoi, Vietnam**

**Tel: (+84) 24 3563 2763 | Extension: 210**

*Sincerely!*

**Note:** Shareholders or their authorized representatives attending the Meeting are requested to bring this invitation letter, the original power of attorney (if applicable), and a valid ID/Citizen ID Card for registration prior to 8:00 AM on April 24, 2026.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**  
**CÔNG TY CỔ PHẦN TẬP ĐOÀN COTANA**  
  
**DAO NGOC THANH**



**CONFIRMATION LETTER OF ATTENDANCE  
2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**To:**

- ORGANIZING COMMITTEE OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS
- COTANA GROUP JOINT STOCK COMPANY

Name of individual/organization: .....

ID/Passport/Business Registration No.: ..... Date of issue: .....

Place of issue: .....

Address: .....

Telephone: .....

Representative: .....

Number of shares held: ..... shares

I/We hereby confirm our attendance at the 2026 Annual General Meeting of Shareholders of Cotana Group Joint Stock Company to be held on April 24, 2026, with the following details:

Number of voting shares registered: ..... shares

*Of which:*

- Number of shares owned : ..... shares
- Number of shares authorized : ..... shares

I/We hereby undertake that all the above-mentioned voting shares are valid and in compliance with the applicable laws and the Company's Charter.

....., 2026

**Shareholder**

*(Signature and full name)*

**Notes:**

- Shareholders registering to attend are requested to send this confirmation letter via email to: [vennh@cotanagroup.com.vn](mailto:vennh@cotanagroup.com.vn) or contact the Secretariat at Tel: (+84) 24 3563 2763/64 – Extension: 210 no later than April 23, 2026;
- After the registration deadline, shareholders will not be eligible to attend the General Meeting of Shareholders.





**POWER OF ATTORNEY  
FOR ATTENDANCE AT THE 2026 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS**

**To:**  
- ORGANIZING COMMITTEE OF THE 2026 ANNUAL GENERAL  
MEETING OF SHAREHOLDERS  
- COTANA GROUP JOINT STOCK COMPANY

**1. AUTHORIZING PARTY:**

Name of individual/organization: .....  
ID/Passport/Business Registration No.: ..... Date of issue: .....  
Place of issue: ..... Tel: .....  
Address: .....  
Number of shares held: ..... shares  
In words: .....

**2. AUTHORIZED PARTY:**

Name of individual/organization: .....  
ID/Passport/Business Registration No.: ..... Date of issue: .....  
Place of issue: ..... Tel: .....  
Address: .....  
Number of shares authorized: ..... shares  
In words: .....

**3. SCOPE OF AUTHORIZATION:**

- The Authorized Party is hereby authorized to represent the Authorizing Party in attending the 2026 Annual General Meeting of Shareholders of Cotana Group Joint Stock Company, to be held on April 24, 2026, and to exercise voting rights on all matters presented at the Meeting with the number of votes corresponding to the number of shares authorized.
- The Authorized Party shall bear full responsibility for the execution of this authorization.

**4. RESPONSIBILITIES AND TERM OF AUTHORIZATION:**

- This authorization is made in compliance with applicable laws and the Charter of Cotana Group Joint Stock Company.
- This Power of Attorney shall be valid only for the duration of the 2026 Annual General Meeting of Shareholders of Cotana Group Joint Stock Company.

....., 2026

**AUTHORIZED PARTY**  
(Signature and full name)

**AUTHORIZING PARTY**  
(Signature and full name)



## REGULATIONS ON ORGANIZATION AND VOTING 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS COTANA GROUP JOINT STOCK COMPANY

- Pursuant to Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to The Charter on Organization and Operation of Cotana Group Joint Stock Company.

The 2026 Annual General Meeting of Shareholders (“GMS”) of Cotana Group Joint Stock Company shall be organized and conducted in accordance with the following Regulations on Organization and Voting:

### Article 1. Purpose

- 1.1. To ensure that the order, rules of conduct, and voting procedures at the 2026 Annual GMS of Cotana Group Joint Stock Company are carried out in compliance with applicable regulations and that the Meeting is conducted successfully.
- 1.2. To ensure that resolutions of the GMS reflect the unified will of the GMS, safeguard the legitimate rights and interests of shareholders, and comply with applicable laws.

### Article 2. Subjects and Scope of Application

- 2.1. Subjects: All shareholders listed as of March 18, 2026, by the Vietnam Securities Depository and Clearing Corporation, and their duly authorized representatives attending the 2026 Annual GMS of Cotana Group Joint Stock Company (hereinafter referred to as “Attendees”) shall comply with these Regulations, the Company’s Charter, and applicable laws.
- 2.2. Scope of Application: These Regulations shall apply to the organization and voting procedures at the 2026 Annual GMS of Cotana Group Joint Stock Company held on April 24, 2026.

### Article 3. Conditions for Convening the GMS

- 3.1. The GMS shall be conducted when shareholders attending the Meeting represent at least 51% of the total voting shares.
- 3.2. In the event that the first Meeting does not meet the quorum as prescribed in Clause 3.1 of this Article, within thirty (30) minutes from the scheduled opening time, the convener shall cancel the Meeting. A notice for the second Meeting shall be issued within thirty (30) days from the intended date of the first Meeting. The second Meeting shall be conducted when attending shareholders represent at least 33% of the total voting shares.



3.3. In the event that the second Meeting does not meet the quorum as prescribed in Clause 3.2 of this Article, within thirty (30) minutes from the scheduled opening time, the convener shall cancel the Meeting. A notice for the third Meeting shall be issued within twenty (20) days from the intended date of the second Meeting. The third Meeting shall be conducted regardless of the number of voting shares represented by attending shareholders.

#### **Article 4. Attendees of the GMS**

##### ***4.1. Conditions for Attendance:***

Shareholders and their duly authorized representatives holding shares of Cotana Group Joint Stock Company as recorded in the shareholder list as of March 18, 2026, provided by the Vietnam Securities Depository and Clearing Corporation.

##### ***4.2. Authorization for Attendance***

- (a) Individual shareholders may authorize only one (01) individual or organization to act as their proxy. Organizational shareholders holding at least ten percent (10%) of total ordinary shares may authorize up to five (05) representatives.
- (b) Shareholders or authorized representatives of organizational shareholders may attend in person or authorize another individual/organization to attend, or attend through forms prescribed under Clause 3, Article 144 of the Law on Enterprises, subject to the following:
  - Individual shareholders may authorize only one (01) individual or one (01) organization;
  - Organizational shareholders holding less than 10% of total ordinary shares may authorize up to one (01) representative; those holding 10% or more may authorize up to five (05) representatives. Where multiple representatives are authorized, the number of shares and votes must be clearly allocated to each representative. If not specified, shares shall be equally allocated among representatives.
- (c) Authorization must be made in writing in accordance with civil law provisions and must clearly state the name of the authorizing shareholder; name of the authorized individual/organization and its legal representative (if applicable); number of shares authorized; scope, content, and term of authorization; and signatures of both parties.
- (d) The authorized representative must submit the original authorization document upon registration. In case of re-authorization, the attendee must additionally present the original authorization from the shareholder or its representative (if not previously registered with the Company).

##### ***4.3. Rights of Eligible Attendees:***

- (a) All shareholders have the right to attend, discuss, and vote on matters within the authority of the GMS in accordance with the approved agenda, applicable laws, and the Company's Charter;
- (b) Shareholders unable to attend may authorize others to attend and exercise their voting rights in accordance with Clause 4.2.

- (c) Upon registration, each shareholder or authorized representative shall receive voting cards, ballots, and election ballots;
- (d) Shareholders or their representatives arriving after the Meeting has commenced may still register and participate in voting/elections immediately thereafter. The Chairperson is not required to suspend the Meeting, and prior voting results remain valid.

#### **4.4. Obligations of Attendees:**

- (a) Shareholders or their authorized representatives attending the General Meeting of Shareholders ("GMS") must present the original Citizen ID Card/Passport, the original Power of Attorney in the form prescribed by the Company or a document appointing a state capital representative, and a copy of the Enterprise Registration Certificate (for organizational shareholders) to the Eligibility Verification Committee upon registration, and must complete all attendance registration procedures in accordance with regulations.
- (b) Comply with the provisions of these Regulations.
- (c) Strictly observe the rules of the GMS and respect the outcomes of the Meeting.
- (d) Attendees shall maintain appropriate and formal attire.
- (e) Maintain civilized and courteous conduct; refrain from causing disorder or smoking in the meeting room. The use of mobile phones must not interfere with the proceedings of the Meeting or disturb other attendees.
- (f) Refrain from video recording, photography, or audio recording without the consent of the Chairperson during the Meeting.
- (g) Refrain from disseminating information externally in any form until the conclusion of the Meeting, unless otherwise permitted by the Chairperson.
- (h) When wishing to speak or participate in discussions, shareholders or their representatives must comply with the direction of the Chairperson. Statements should be concise, focused, non-repetitive, and relevant to the approved agenda.
- (i) Shareholders or their authorized representatives must sit in designated seats or areas as arranged by the Organizing Committee and comply with the direction of the Chairperson and the Organizing Committee.
- (j) Comply with the direction of the Chairperson and the Organizing Committee and refrain from any acts that obstruct, disrupt, or cause disorder at the Meeting.

### **Article 5. Chairperson and Presidium**

**5.1. The Presidium** consists of one (01) Chairperson and other members. The Chairman of the Board of Directors shall act as the Chairperson of the Meeting and shall preside over the Meeting in accordance with the agenda approved in advance by the Board of Directors.

**5.2. The Chairman of the Board of Directors** shall chair the Meeting. In the event of absence or incapacity, the remaining members of the Board of Directors shall elect one among them to act as Chairperson based on majority vote. If no Chairperson is elected, the Head of the Board of Supervisors shall preside over the election of the Chairperson by the GMS from among the attendees, and the person receiving the highest number of votes shall act as Chairperson.

#### **5.3. Functions and Duties of the Chairperson:**



- (a) Appoint the Secretary of the Meeting;
- (b) Preside over the GMS in accordance with the approved agenda;
- (c) Guide guests, shareholders, and the GMS in discussions;
- (d) Conclude matters discussed and direct the adoption of the Minutes and Resolutions of the Meeting;
- (e) Respond to, or request the Company's management or relevant personnel to respond to, shareholders' inquiries;
- (f) Resolve any and all issues arising during the Meeting;
- (g) The Chairperson has the authority to postpone the Meeting (for no more than three (03) working days from the scheduled opening date) or change the venue only in the following cases:
  - + The venue does not have adequate seating for all attendees;
  - + The communication facilities at the venue do not ensure proper participation, discussion, and voting;
  - + There are disruptions or disturbances that may prevent the Meeting from being conducted in a fair and lawful manner.
- (h) Decisions of the Chairperson regarding procedures or matters arising outside the approved agenda shall be final and binding;
- (i) The Chairperson may take necessary and reasonable measures to ensure the orderly conduct of the Meeting in accordance with the approved agenda;
- (j) Perform other rights and duties in accordance with the Company's Charter and internal corporate governance regulations.

#### ***5.4. Duties of the Presidium:***

- (a) Conduct the activities of the GMS in accordance with the agenda approved by the GMS;
- (b) Guide attendees in discussing agenda items;
- (c) Present draft matters and conclusions for voting;
- (d) Address issues raised by the GMS;
- (e) Resolve matters arising during the Meeting

Working Principle: The Presidium operates on a collective basis, following the principle of democratic centralism, and decisions are made by majority vote.

### **Article 6. Secretariat and Supporting Units**

**6.1. The Secretary**, appointed by the Chairperson, shall assist in performing tasks as assigned by the Chairperson and shall have the following duties:

- (a) Fully and accurately record the entire proceedings of the Meeting and all matters approved by shareholders or their representatives;
- (b) Prepare the draft Minutes and draft Resolutions of the Meeting;
- (c) Receive and submit to the Chairperson questions and speaking registration forms from shareholders or their representatives; receive correspondence and documents related to the Meeting;

- (d) Collect, safeguard, and submit to the Chairperson shareholders' written comments;
- (e) Assist the Chairperson in disclosing information related to the GMS and notifying shareholders in accordance with applicable laws and the Company's Charter;
- (f) Perform other duties as assigned by the Chairperson.

**6.2. Supporting Units and Guests:** The participation of supporting units and invited guests shall be decided by the Chairman of the Board of Directors when necessary.

#### **Article 7. Eligibility Verification Committee**

The Eligibility Verification Committee, appointed by the Company and introduced to the GMS, shall have the following functions and duties:

- (a) Verify the eligibility of shareholders or their authorized representatives attending the GMS in accordance with these Regulations;
- (b) Distribute election ballots, voting cards, voting ballots, and other meeting materials to eligible attendees;
- (c) Report to the GMS on the results of eligibility verification;
- (d) Respond to inquiries or identify issues related to shareholder eligibility;
- (e) Assess compliance with quorum requirements in accordance with the Law on Enterprises and the Company's Charter;
- (f) In the event that an attendee does not possess sufficient eligibility to participate in the General Meeting, the Eligibility Verification Committee shall have the authority to deny such person's attendance and refuse to issue election ballots, voting cards, voting ballots, and meeting materials.

#### **Article 8. Vote Counting Committee**

**8.1. The Vote Counting Committee** shall comprise one (01) Head and other members elected by the General Meeting of Shareholders ("GMS") upon nomination by the Chairperson. The vote counting, preparation of minutes, and announcement of voting results must be conducted by the Vote Counting Committee in a truthful and accurate manner, and the Committee shall be responsible for such results. Candidates nominated or standing for election (in cases of elections) shall not be members of the Vote Counting Committee.

##### **8.2. Responsibilities of the Vote Counting Committee:**

- (a) Introduce and provide guidance on the use of voting ballots and voting cards;
- (b) Collect and count voting ballots and voting cards during voting at the GMS;
- (c) Inspect and supervise the voting process of shareholders and their representatives;
- (d) Conduct vote counting and prepare the vote counting minutes;
- (e) Report or submit the voting results to the Chairperson for announcement before the GMS;
- (f) With respect to the election of members of the Board of Supervisors:
  - + Disseminate the election regulations, provide instructions, and organize the election;
  - + Conduct vote counting;
  - + Prepare the vote counting minutes and announce election results before the GMS;



- + Coordinate with the Chairperson to review and resolve complaints (if any) regarding election results and report to the GMS for decision;
- + Perform other tasks related to the election of members of the Board of Supervisors.

#### **Article 9. Discussion at the Meeting**

After the proposals have been presented, the Chairperson shall preside over the discussion session, receive shareholders' opinions, and address questions in accordance with the following principles and procedures:

- + Shareholders attending the GMS must register their intention to speak with the Chairperson. Upon being granted permission, shareholders shall present their opinions concisely and avoid repetition. The Chairperson has the right to terminate a speech if it is repetitive or irrelevant to the Meeting agenda.
- + The Chairperson shall directly respond only to key questions relevant to the Meeting agenda.
- + In the event that discussions exceed the scheduled time, unanswered questions shall be compiled by the Secretary, and the Presidium may respond through other appropriate means in accordance with the Company's Charter and applicable laws.

#### **Article 10. Voting on Matters**

##### **10.1. Voting**

Voting at the General Meeting of Shareholders ("GMS") shall be conducted through two methods: (i) raising Voting Cards; and (ii) casting Voting Ballots. Certain terms used in the Voting Cards and Voting Ballots are construed as follows:

- + **"Delegate"**: means a shareholder or an authorized representative of a shareholder;
- + **"Total number of represented voting rights"**: means the total voting rights, including those owned and/or authorized by one or more other delegates;

##### **a. Voting by raising Voting Cards**

- Each shareholder/representative attending the GMS shall be issued a Voting Card to vote on matters at the Meeting. The Voting Card shall clearly state the delegate's name, delegate code, number of voting rights owned and/or authorized, and bear the red seal of Cotana Group Joint Stock Company.
- Shareholders/representatives shall vote by raising their Voting Cards (Approve / Disapprove / Abstain) for each matter. Upon request by the Chairperson, shareholders/representatives shall raise their Voting Cards accordingly. Votes shall be recorded as follows:
  - + Under the direction of the Chairperson, shareholders/representatives voting to Approve shall raise their Voting Cards first, followed by those voting to Disapprove or to Abstain.
  - + If a shareholder/representative does not raise a Voting Card in any of the three instances (Approve, Disapprove, Abstain) for a voting item, such shareholder/representative shall be deemed to have voted to Approve that item.
  - + If a shareholder/representative raises a Voting Card more than once for a single voting item, such vote shall be deemed as Abstain.

- The Vote Counting Committee shall monitor, prepare minutes of the voting results, and report to the GMS.

***b. Voting by casting Voting Ballots***

- Each shareholder/representative shall be issued a Voting Ballot specifying the delegate's name, delegate code, number of voting rights owned and/or authorized, the voting items, and bearing the red seal of Cotana Group Joint Stock Company. Each ballot shall apply to a specific group of matters as stated therein. Each voting item shall include three options:
  - + Approve;
  - + Disapprove;
  - + Abstain.
- For each item, shareholders/representatives shall indicate their choice by marking (x) or (✓) in the appropriate box, signing, and clearly stating their full name before submitting the ballot to the Vote Counting Committee.
- An invalid voting item is one where no box is selected or more than one box is selected for the same item. If a ballot is valid but contains one or more invalid items, the remaining valid items shall still be counted.
- A Voting Ballot shall be deemed invalid in the following cases:
  - + The ballot is not issued by the Organizing Committee or does not bear the Company's seal;
  - + The ballot is torn, damaged, or contains additional markings or symbols;
  - + The ballot is not signed and does not clearly state the full name of the shareholder/representative;
  - + The ballot is erased or altered;
  - + All voting items on the ballot are invalid.
- Submission of Voting Ballots shall be conducted in accordance with the instructions of the Chairperson.
- In cases where a shareholder/representative requests a replacement for a damaged or improperly marked ballot ("defective ballot"), and provided that the ballot has not yet been submitted and the voting period remains open, the shareholder/representative may return the defective ballot to the Vote Counting Committee for replacement. The Committee shall collect and submit such defective ballots to the Chairperson.
- The Vote Counting Committee shall be responsible for collecting, counting ballots, preparing the vote counting minutes, and reporting to the GMS. Any complaints regarding voting results shall be reviewed and resolved by the Committee at the Meeting.

***c. Voting rules: In accordance with Article 20 of the Company's Charter..***

**10.2. Election**

The election of members of the Board of Directors and the Board of Supervisors shall be conducted in accordance with the Regulations on nomination, candidacy, and election of members of the Board of Directors and the Board of Supervisors.



#### **Article 11. Minutes and Resolutions of the GMS**

- The minutes and resolutions of the GMS must be completed and approved prior to the closing of the Meeting. The Chairperson and the Secretary shall bear joint responsibility for the truthfulness and accuracy of the contents of the minutes.
- The minutes of the GMS shall be disclosed on the Company's website within twenty-four (24) hours from the end of the Meeting.

#### **Article 12. Implementation of the Regulations**

Delegates attending the GMS must strictly comply with these Regulations on the organization of the GMS. Any violations shall, depending on their severity, be considered and handled by the Presidium in accordance with the Charter of Cotana Group Joint Stock Company and the Law on Enterprises.

*This Regulation on the organization of the General Meeting of Shareholders shall take effect immediately upon its approval by the General Meeting of Shareholders of Cotana Group Joint Stock Company.*

#### **Recipients:**

- Shareholders of Cotana Group Joint Stock Company;
- BOD, BOS, General Director, Company Secretary;
- Archived at the Administration Office.

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



**DAO NGOC THANH**

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## BUSINESS PERFORMANCE REPORT FOR 2025 AND BUSINESS PRODUCTION PLAN FOR 2026

Cotana Group Joint Stock Company warmly welcomes our esteemed delegates and shareholders to attend the 2026 Annual General Meeting of Shareholders.

The Board of Management of Cotana Group Joint Stock Company respectfully reports to all shareholders and delegates on the Company's performance results for 2025 and the business plan for 2026 as follows:

### I. BUSINESS PRODUCTION AND OPERATING RESULTS FOR 2025

#### ❖ Summary of key indicators achieved in 2025

No.	Indicator	2025 Plan	2025 Actual	% of 2025 Actual vs 2025 Plan	Notes
[1]	[2]	[3]	[4]	[5] = [4] / [3]	[6]
<b>I</b>	<b>Group Consolidated</b>				
	- Total Revenue	817,96	883.7	108%	
	- Profit After Tax	53,00	92.2	174%	
<b>II</b>	<b>Parent Company</b>				
	- Total Revenue	145,75	167.3	114.8%	
	- Profit After Tax	28,89	30.6	106%	
	- Dividend distribution (expected)	10%	10%	100%	



## ❖ Overview assessment of the 2025 business performance results

### ➤ Business production and operating results for 2025:

The year 2025 has come to a close with more positive developments in politics both regionally and globally. Vietnam's economy, particularly in the construction and real estate sectors, has also shown stronger recovery compared to previous years.

For Cotana, 2025 marked a return to growth, with revenue and profit exceeding the set targets. With close and unified direction from the leadership to promptly adapt to market developments, Cotana achieved several notable highlights as follows:

- ✓ After 33 years of establishment and development, Cotana Group has increasingly affirmed its position and brand. The Group has consistently maintained clear and unified long-term development orientations. Over more than three decades, the close direction of the Board of Directors and the Board of Management has led to specific, sound, and market-appropriate decisions.
- ✓ The construction of the Ecogarden Hue project has achieved notable milestones, from completing low-rise items in the Dahlia residential area to completing and delivering ahead of schedule the high-rise buildings in the West Sky social housing area, handing over units to customers ahead of schedule. The Company is currently continuing the simultaneous construction of two high-rise buildings in the West Sky area, aiming to deliver them to customers in 2026.
- ✓ The material and spiritual well-being of employees has been maintained, fostering strong engagement and enhancing the sense of responsibility among all staff.

### ➤ Investment Activities in 2025:

In 2025, the real estate market entered a recovery phase. A series of government measures to ease credit and corporate bond issues led to a general shift in investor sentiment, with investors returning to cautiously explore real estate transactions. Recognizing these market changes, the Board of Directors and the Board of Management directed a focus on developing projects with complete legal status and products that meet real housing demand, such as social housing projects. At the same time, Cotana Group continued to research, develop, and finalize the legal framework of other projects to be ready for implementation when market conditions become more favorable and fully recover.

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## II. BUSINESS PLAN FOR 2026

### ❖ Summary of key targets in the 2026 business plan

No.	Indicator	2025 Actual	2026 Plan
[1]	[2]	[3]	[5] = [4] / [3]
<b>I</b>	<b>Group Consolidated</b>		
	- Total Revenue	883.7	953,77
	- Profit After Tax	92.2	36,31
<b>II</b>	<b>Parent Company</b>		
	- Total Revenue	167.3	196,25
	- Profit After Tax	30.6	24,38
	- Dividend distribution	10%	10%

In 2026, according to evaluations by Vietnamese real estate experts, the market is expected to enter a stable recovery cycle without overheating, with housing prices projected to increase by 5–8%, focusing on segments with clear legal status and developed infrastructure. The market is becoming more transparent, prioritizing real residential housing.

To successfully achieve the plans set for 2026, while strengthening the Group's professionalism and laying the foundation for sustainable development in the coming years, the Company's leadership has proposed the following solutions:

- ✓ Gradually digitize the Group across all areas, including internal process digitization, corporate governance digitization, and the development of a centralized database to transform traditional operational processes into digital platforms, optimizing efficiency and competitiveness; establish unified workflows across the entire Group.
- ✓ Focus on core values and personnel, enhancing the sense of responsibility of leadership and all employees.
- ✓ Promote work autonomy and streamline unnecessary steps through digital technology to accelerate work progress more effectively.
- ✓ Cotana Group aims for sustainable development by constructing projects and smart cities where technical infrastructure and services are upgraded and managed through comprehensive application of digital technology.



- ✓ Accelerate settlement and collection of receivables for contracts that have been or are being executed.
- ✓ Ensure that all construction works meet the objectives of “Safety – Quality – Progress – Efficiency,” building a high-class and professional Cotana brand.

*The above presents the full report on Cotana Group Joint Stock Company's business production activities in 2025 and the business production plan for 2026.*

*We sincerely welcome the feedback and advice of our shareholders to help Cotana Group continue to improve and grow.*

**COTANA GROUP JOINT STOCK COMPANY  
GENERAL DIRECTOR**



**LE VAN THANH**

No.: 01/2026/BC - HDQT-CNG

Hanoi, April 24, 2026

**REPORT**  
**ON THE ACTIVITIES OF THE BOARD OF DIRECTORS IN 2025 AND**  
**OPERATIONAL ORIENTATION FOR 2026**

**To: The Annual General Meeting of Shareholders 2026**

The Board of Directors of Cotana Group Joint Stock Company respectfully submits the Report on the activities of the Board of Directors in 2025 and operational orientation for 2026 as follows.

**I. Report on the activities of the Board of Directors in 2025.**

**1. Information on the Members of the Board of Directors:**

**a) Members**

- The Board of Directors for the 2024–2029 term comprises five (05) members, specifically:
- Mr. Dao Ngoc Thanh: Chairman of the Board of Directors
- Mr. Doan Van Tuan: Member of the Board of Directors
- Ms. Dao Thu Thuy: Member of the Board of Directors
- Mr. Bui Tien Hung: Independent Member of the Board of Directors
- Mr. Nguyen Duc Quan: Member of the Board of Directors

**b) Remuneration and Compensation Fund of the Board of Directors**

- Total remuneration and compensation for members of the Board of Directors: VND 680,342,858 per annum

**Of which:**

- Remuneration and compensation for one (01) member of the Board of Directors directly involved in business operations: VND 597,142,858 per annum
- Remuneration for one (01) independent member: VND 83,200,000 per annum

**2. Activities of the Board of Directors in 2025**

In 2025, amid significant fluctuations and challenges in the macroeconomy in general and the construction and real estate sector in particular, Cotana Group Joint Stock Company made concerted efforts to fulfill its business objectives and accomplish the resolutions adopted by the General Meeting of Shareholders.

The Board of Directors complied with applicable laws and the Company's Charter in exercising its supervisory and oversight functions, while also supporting the Executive Board in implementing business and operational activities.

**a) Meetings of the Board of Directors.**



- In 2025, the Board of Directors convened meetings to issue resolutions and decisions guiding the Executive Board in implementing business operations.
- The Board of Directors, together with the Board of Management and the Board of Supervisors, reviewed and resolved key matters relating to corporate governance and strategic business direction.
- The Board also held informal working sessions and internal discussions with the Executive Board to address issues arising during business operations.

**b) Business Performance in 2025.**

In 2025, Cotana Group operated in a context of both opportunities and challenges arising from market dynamics, changes in the two-tier local government model, and increasing transparency and digitalization in corporate governance (including taxation, social insurance, and investment policies).

In response, the Board of Directors actively coordinated with the Executive Board to adapt strategies, expand new business opportunities, accelerate settlement and receivables collection, and ensure stable cash flows. The key results are as follows:

**Parent Company:**

- Total revenue: VND 167.3 billion, achieving 114.8% of the annual plan
- Profit after tax: VND 30.6 billion, achieving 106% of the annual plan
- Dividend payout ratio: 10%, achieving 100% of the planned level.

**Consolidated Results:**

- Total revenue: VND 883.7 billion, achieving 108% of the annual plan
- Profit after tax: VND 92.2 billion, achieving 174% of the annual plan.

**c) Direction Provided by the Board of Directors to the Board of Management**

- The Board of Directors established development orientations aligned with industry trends and assigned tasks to the Board of Management to implement business operations in accordance with the unified strategic direction.
- The Board directed the Board of Management to implement business plans, approve targets and progress, identify new business opportunities, accelerate settlement of outstanding projects, recover capital, secure advances from newly signed contracts, and select the independent auditor for the 2025 financial statements.
- Directed the successful organization of the Annual General Meeting of Shareholders 2025 on April 25, 2025, in compliance with applicable laws and the Company's Charter.
- Ensured full, timely, and compliant disclosure of information for a listed company, including financial statements, corporate governance reports, annual reports, and periodic and ad hoc disclosures.

**d) Supervisory Activities of the Board of Directors over the Board of Management**

- The Board of Directors supervised and directed the Board of Management through reviewing and strengthening internal governance systems to ensure compliance with legal requirements and alignment with the Company's development strategy.

- Supervisory activities were conducted through Board-led meetings, participation in periodic management meetings chaired by the General Director, and review of reports submitted by the Board of Management.
- e) **Brand Development:**
  - With the objective of establishing the Company as a reputable brand in the market, the Board of Directors directed efforts to strengthen the COTANA brand through practical initiatives.
  - Successfully organized the 33rd anniversary celebration on June 1, 2025, with the participation of numerous strategic partners, thereby reinforcing trust and enhancing brand recognition.
  - Co-organized the 13th CSC Award for Outstanding Construction Students, honoring an excellent student from the National University of Civil Engineering.

#### **F) Investment and Project Development**

##### **Ecogarden Project:**

- The Ecogarden project, developed by Cotana Capital, has gained significant traction in the regional real estate market, with rapid transformation of its landscape. With a total area of approximately 44.65 hectares, Ecogarden is designed as a model urban area featuring comprehensive planning, synchronized infrastructure, modern amenities, and a strong emphasis on green living spaces.
- New Project Development: The Company is currently exploring and orienting the development of several real estate and resort tourism projects in Hue City and other localities.

#### **G) Governance of Subsidiaries and Affiliates:**

- To strengthen cohesion, brand development, and unified strategic direction across Cotana Group:
- Regular meetings are organized between the parent company and its subsidiaries and affiliates.
- Governance has been enhanced through the establishment of an internal inspection unit to review compliance with regulations on taxation, insurance, and investment, while improving managerial capacity and promoting the transition to modern management models supported by digital technologies and artificial intelligence.
- Employees across subsidiaries and affiliates are encouraged to participate in group-wide activities to foster unity, resilience, and sustainable development.

#### **II. Orientation and Operational Plan of the Board of Directors for 2026.**

The year 2026 is expected to present continued challenges for the global economy in general and for Vietnam in particular. The ongoing impacts of geopolitical conflicts in various global hotspots are anticipated to adversely affect overall economic development.

- Drawing on its experience in steering Cotana Group Joint Stock Company through previous periods of difficulty, the Board of Directors has established key strategic



orientations with focused priorities to continue guiding and directing the Executive Board in enhancing shareholder value, with the following principal contents:

- To direct the implementation of business and operational activities in the most efficient manner, striving to achieve the targets set for 2026.
- The Company's charter capital is projected to increase to VND 452.6 billion in 2026.
- The expected dividend payout ratio for 2026 is 10% of the Company's charter capital.
- To prioritize and strengthen investment activities in order to establish a balanced and sustainable financial structure for the Company.
- The objective of the Board of Directors is to fully accomplish the resolutions of the General Meeting of Shareholders and to meet or exceed the business and operational targets approved by the General Meeting of Shareholders. The Board of Directors affirms that this is both the responsibility and obligation of each member of the Board of Directors, the Board of Management, and all employees of the Company.

The Board of Directors would like to express our sincere appreciation to shareholders, investors, and partners for their continued support and companionship with Cotana Group Joint Stock Company over the past period. The Board looks forward to receiving ongoing support and cooperation to enable the Company to move forward steadily and achieve further success in its future development journey. The Board of Directors respectfully submits this report to the General Meeting of Shareholders for consideration and approval.

*Sincerely!*

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

**DAO NGOC THANH**

**REPORT ON THE ACTIVITIES OF THE SUPERVISORY BOARD IN 2025  
AND THE OPERATIONAL PLAN FOR 2026**

**To: The Annual General Meeting of Shareholders 2026**

- Pursuant to the Law on Enterprises (amended in 2020);
- Pursuant to the Charter of Cotana Group Joint Stock Company;
- Based on the results of inspection and supervisory activities of the SUPERVISORY BOARD in 2025 and the operational plan for 2026.

The supervisory board of Cotana Group Joint Stock Company respectfully submits to the Shareholders the following report:

**I. Activities of the SUPERVISORY BOARD in 2025**

**1. Organizational Structure:**

**a. Members**

The supervisory board for the 2024–2029 term comprises three (03) members:

- Ms. Nguyen Hai Yen: Head of the supervisory board
- Mr. Le Van Dang: Member of the supervisory board
- Mr. Dao Hong Son: Member of the supervisory board

The supervisory board operated with three members, each fulfilling their assigned responsibilities. Its activities were conducted in compliance with the Law on Enterprises, internal regulations, and the Company's Charter.

**b. Remuneration and Compensation of the supervisory board**

- Total remuneration and compensation for members of the supervisory board participating in business operations: VND 620,996,145 per annum.

Other benefits of members of the supervisory board were implemented in accordance with applicable laws, the Company's Charter, and internal regulations (if any).

**2. Activities of the supervisory board:**

**a. Supervisory Activities over the Board of Directors, Board of Management, and Shareholders**

The supervisory board performed its role in overseeing senior management and control activities, ensuring the fulfillment of the Company's business plan and other duties in accordance with legal regulations and the Company's Charter: In 2025, the Board of Directors and the Board of Management provided the supervisory board with reports and documents on business performance in 2025, the business plan for 2026, and other relevant materials. The Board of Directors and the Board of Management complied with legal regulations in administrative management,



transactions, and the performance of their assigned rights and obligations. The supervisory board coordinated with the Board of Directors and the Board of Management in organizing the Annual General Meeting of Shareholders 2025. It also inspected and supervised the implementation of resolutions of the General Meeting of Shareholders and resolutions of the Board of Directors. Minutes and resolutions of the Board of Directors, as well as records of the Board of Management, were issued in accordance with proper authority as stipulated in the Company's Charter. The supervisory board also supervised periodic and ad hoc information disclosure, ensuring timeliness and verifying the accuracy of information disclosed to shareholders.

#### **b. Financial and Accounting Situation**

- The supervisory board concurred with the Board of Directors on the appointment of Vietnam Auditing and Valuation Co., Ltd. (VAE) as the independent auditor for the separate and consolidated financial statements for the fiscal year 2025.

- The recording, storage of supporting documents, and maintenance of accounting books were carried out in compliance with regulations of the Ministry of Finance. Financial statements were prepared in accordance with prescribed formats.

- The Company's financial statements fairly and accurately reflected its financial position in accordance with Vietnamese Accounting Standards, the Vietnamese Enterprise Accounting Regime, and relevant legal regulations on the preparation and presentation of financial statements.

- Information relating to the Company's financial statements was fully, accurately, and timely disclosed in compliance with regulations applicable to public companies.

#### **c. Business Operations**

- All business activities of the Company complied with the Law on Enterprises, the Law on Securities, the Company's Charter, and other relevant legal regulations, and were implemented in accordance with resolutions of the General Meeting of Shareholders.

- Business performance results and accounting data were subject to thorough verification, ensuring accuracy and legality in record-keeping.

- The Company fully complied with current regulations on information disclosure in the securities market.

## **II. Assessment of the Management and Administration by the Board of Directors and the Board of Management**

### **1. Assessment of Coordination between the supervisory board, the Board of Directors, the Board of Management, and Shareholders:**

- The Board of Directors and the Board of Management have created favorable conditions and regularly provided the supervisory board with information, reports on the implementation of duties, business performance, operational plans, and other relevant documents to enable the supervisory board to effectively perform its functions and duties.

- The supervisory board has been regularly invited to attend meetings of the Board of Directors, the Board of Management, and meetings of member companies to discuss strategic orientations and the implementation of business and operational activities.

- The results of supervisory and inspection activities conducted by the supervisory board have been fully and promptly communicated to the Board of Directors and the Board of Management.

## **2. Assessment of Compliance with the Company's Charter by the Board of Directors, the General Director, and Management Personnel:**

- The Board of Directors and the Board of Management have demonstrated dynamic, innovative, and highly unified leadership, actively implementing solutions to enhance operational efficiency, promote business development, optimize costs, and ensure stable employment and income for employees.

- The Board of Directors has consistently focused on human resource management, directing the Board of Management in recruitment, training, monitoring, and evaluation, as well as making organizational and personnel decisions aligned with the Company's strategic development.

- The Board of Directors has placed strong emphasis on corporate governance and financial management; through supervision and periodic audits, shareholders' capital has been preserved and utilized effectively and for its intended purposes.

## **3. Recommendations to the Board of Directors and the Board of Management**

- To continuously enhance corporate governance and executive management, ensuring optimal conditions for management personnel to fully utilize their capabilities, thereby enabling the Company to achieve stable growth and meet or exceed the business and financial targets approved by the General Meeting of Shareholders, while safeguarding the legitimate interests of the Company and its shareholders.

- To carefully select, develop, and allocate resources to effectively implement investment projects.

- To develop and implement policies for recruitment, training, and improvement of human resource quality to meet the increasing demands of business and operational activities.

## **III. Operational Plan of the supervisory board for 2026**



1. To continue strengthening the role of inspection and supervision over the Company's management, business operations, and investment activities, ensuring compliance with applicable laws, the Company's Charter, and resolutions of the General Meeting of Shareholders.

2. To fully participate in meetings of the Board of Directors, contribute opinions, and provide recommendations to the General Director and the Board of Management to facilitate the effective implementation of tasks within the scope of the SUPERVISORY BOARD's functions and duties.

3. To review reports issued by the independent auditing firm and work with relevant parties, including the Board of Directors and the Board of Management.

4. To receive information, engage in communication with shareholders, and address matters raised by shareholders in accordance with regulations.

The above constitutes the Report on the performance in 2025 and the Operational Plan for 2026 of the SUPERVISORY BOARD of Cotana Group Joint Stock Company, respectfully submitted to the Annual General Meeting of Shareholders 2026 for consideration.

*Sincerely!*

**ON BEHALF OF THE SUPERVISORY BOARD  
Head of the SUPERVISORY BOARD**

**NGUYEN HAI YEN**

No.: 01/TTR/DHDCD-CNG

Hanoi, April 24, 2026

**PROPOSAL**

***Re: Approval of the Report of the Board of Management on the 2025 Business Performance and the 2026 Business Plan***

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its guiding documents;*
- *The Charter of Cotana Group Joint Stock Company;*
- *The Report of the Board of Management on the 2025 business performance and the 2026 business plan.*

The Board of Directors of Cotana Group Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the Report of the Board of Management on the 2025 business performance and the 2026 business plan, as presented by Mr. Le Van Thanh, General Director of the Company.

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

***Sincerely!***

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

**DAO NGOC THANH**





Hanoi, April 24, 2026

No.: 02/TTR/DHDCD-CNG

**PROPOSAL**

**Re: Approval of the Report on the Activities of the Board of Directors in 2025 and the Operational Orientation for 2026**

**Pursuant to:**

- The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its guiding documents;
- The Charter of Cotana Group Joint Stock Company;
- The Report on the activities of the Board of Directors in 2025 and the operational orientation for 2026.

The Board of Directors of Cotana Group Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the Report on the activities of the Board of Directors in 2025 and the operational orientation for 2026, as presented by Mr. Dao Ngoc Thanh, Chairperson of the Board of Directors of the Company.

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

***Sincerely!***

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

**DAO NGOC THANH**





Hanoi, April 24, 2026

No. 03/TTR/ĐHĐCĐ-CNG

## PROPOSAL

***Re: Approval of the Board of Supervisors 's Report on Activities in 2025 and its Operational Plan for 2026***

Pursuant to:

- The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and guiding documents for implementation thereof;
- The Charter of Cotana Group Joint Stock Company;
- The operational report of the Board of Supervisors in 2025 and the operational direction for 2026.

The Board of Directors of Cotana Group Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the Operational Report of the Board of Supervisors in 2025 and the Operational Direction for 2026 presented by Ms. Nguyễn Hải Yến – Head of the Board of Supervisors of the Company.

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

***Respectfully!***

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

**DAO NGOC THANH**





**COTANA**  
CÔNG TY CỔ PHẦN TẬP ĐOÀN COTANA  
COTANA GROUP, JSC

No.: 04/TTR/ĐHĐCĐ-CNG

THE SOCIALIST REPUBLIC OF VIET NAM  
**Independence – Freedom – Happiness**

*Hanoi, April 24, 2026*

## PROPOSAL

*(Re: Approval of the Audited Financial Statements for 2025)*

*Pursuant to:*

- *The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and guiding documents for implementation thereof;*
- *The Charter of Cotana Group Joint Stock Company;*
- *The separate and consolidated financial statements for 2025 of Cotana Group Joint Stock Company audited by Vietnam Auditing and Valuation Co., Ltd.*

The Board of Directors of Cotana Group Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the separate financial statements and the consolidated financial statements for 2025 of Cotana Group Joint Stock Company which have been audited.

The separate financial statements and the consolidated financial statements for 2025 have been disclosed by Cotana Group Joint Stock Company on the information portal of the Hanoi Stock Exchange and on the Company's website at: <https://www.cotanagroup.vn/> on March 30, 2026.

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

***Respectfully!***

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

**DAO NGOC THANH**

Hanoi, April 24, 2026



No: 05/TTR/ĐHĐCĐ-CNG

## PROPOSAL

***(Re: Selection of an independent auditing firm to perform the audit and review of the Company's financial statements for 2026)***

Pursuant to:

- The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and guiding documents for implementation thereof;
- The Law on Securities No. 56/2024/QH15 dated November 29, 2024.;
- The Charter of Cotana Group Joint Stock Company.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the following content:

The General Meeting of Shareholders authorizes the Board of Directors of Cotana Group Joint Stock Company to decide on the selection of one company from the following list to perform the review and audit of the Company's financial statements for 2026, based on criteria including service quality, reputation of the auditing firm, competitive fee quotation, and the support provided by the auditing firm to Cotana:

- Vietnam Auditing and Valuation Co., Ltd.;
- Deloitte Vietnam Co., Ltd.;
- KPMG Co., Ltd.;
- PwC (Vietnam) Co., Ltd.;
- Ernst & Young Vietnam Co., Ltd.
- Or another company included in the list of auditing firms approved to audit public interest entities in the securities sector in 2026.

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

***Respectfully!***

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

**DAO NGOC THANH**



No.: 06/TTR/ĐHĐCĐ-CNG

Hanoi, April 24, 2026

## **PROPOSAL**

***Re: Payment of dividends for 2025 and the proposed dividend payment for 2026***

Pursuant to:

- The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and guiding documents for implementation thereof;
- The Charter of Cotana Group Joint Stock Company;
- The audited financial statements for 2025 and the Business and Production Plan for 2026 of the Company.



The Board of Directors of Cotana Group Joint Stock Company proposes that the General Meeting of Shareholders consider and approve the dividend payment for 2025 and the proposed dividend payment for 2026:

### **1. Dividend payment ratio for 2025:**

At the 2025 Annual General Meeting of Shareholders on April 25, 2025, the proposed dividend payout rate of 10% of the Company's charter capital was approved.

Based on the financial results of 2025, the plan for distribution of after-tax profit and dividend payment of the Company for 2025 is as follows:

1. Total Revenue of the Parent Company::	167,313,921,009
2. Total Profit Before Tax of the Parent Company:	33,471,248,833
3. Corporate Income Tax (CIT) Profit After Tax of the Parent Company:	30,654,868,860
4. Consolidated Undistributed Profit After Tax:	155,894,897,376
5. Allocation to Funds:	6,130,973,772
- Bonus and Welfare Fund (10% of PAT):	3,065,486,886
- Development Investment Fund (10% of PAT):	3,065,486,886
6. Dividend Distribution of 10% of Charter Capital in Shares, sourced from undistributed profit after tax as of December 31, 2025.	41,149,264,00000

The Board of Directors respectfully submits to the Annual General Meeting of Shareholders for approval the plan to issue shares to pay the 2025 dividend at 10% of the Company's charter capital.

## **2. Proposed dividend payment ratio for 2026:**

Based on the Company's 2026 business plan as follows:

	<b>Consolidated Financial Plan</b>	<b>Parent Company Financial Plan</b>
1. Total Revenue:	953,770,000,000	196,250,000,000
2. Profit Before Tax:	45,350,000,000	25,450,000,000
<i>Unit: VND</i>		

The Board of Directors proposes a dividend distribution of 10% of the Company's charter capital.

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

***Respectfully!***

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

**DAO NGOC THANH**



No.: 07/TTR/ĐHĐCĐ-CNG

Hanoi, April 24, 2026

**PROPOSAL**

**Re: Approval of the plan to issue shares for 2025 dividend payment**

**To: The Shareholders' General Meeting of Cotana Group Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

- Pursuant to Law No. 03/2022/QH15 of the National Assembly amending and supplementing certain provisions of the Law on Public Investment, the Law on Public-Private Partnership Investment, the Law on Investment, the Law on Housing, the Law on Bidding, the Law on Electricity, the Law on Enterprises, the Law on Special Consumption Tax, and the Law on Civil Judgment Enforcement.;

- Pursuant to Law No. 76/2025/QH15 of the National Assembly amending and supplementing certain provisions of the Law on Enterprises on June 17, 2025;

- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

- Pursuant to Law No. 56/2024/QH15 of the National Assembly amending and supplementing certain provisions of the Securities Law, the Accounting Law, the Independent Auditing Law, the State Budget Law, the Law on Management and Use of Public Assets, the Tax Administration Law, the Personal Income Tax Law, the National Reserve Law, and the Law on Handling Administrative Violations;

- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;

- Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025, of the Government amending and supplementing certain provisions of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;

- Pursuant to Circular No. 118/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance guiding certain contents on securities offering, issuance, public tender offers, share repurchase, public registration, and revocation of public company status;

- Pursuant to Circular No. 115/2025/TT-BTC dated December 15, 2025, of the Ministry of Finance amending and supplementing certain provisions of Circular No. 118/2020/TT-BTC dated December 31, 2020, of the Minister of Finance guiding certain contents on securities offering, issuance, public tender offers, share repurchase, public company registration, and revocation of public company status;

- Pursuant to the Charter on Organization and Operation of Cotana Group Joint Stock Company ("the Company").

The Board of Directors of Cotana Group Joint Stock Company respectfully submits to the 2026 Annual General Meeting of Shareholders for consideration and approval the issuance of shares to pay the 2025 dividend of the Company, with the specific details as follows:

**I. Increase in charter capital under the plan to issue shares for the 2025 dividend payment:**

1. Stock Name : Cotana Group Joint Stock Company Shares
2. Type of Shares : Common Shares
3. Stock Code : CSC
4. Par Value per Share : 10,000 (Ten thousand) VND per share
5. Company Charter Capital : 411,492,640,000 VND
6. Total Outstanding Shares : 41,149,264 shares
7. Maximum Number of Shares to Be Issued : 4,114,926 shares
8. Total Expected Value of Shares to Be Issued at Par Value : 41,149,260,000 VND (In words: Forty-one billion one hundred forty-nine million two hundred sixty thousand VND)
9. Issuance Method : Issuance Method: Share issuance to pay dividends
10. Issuance Ratio : Issuance Ratio: 10% of the total outstanding shares at the time of issuance. At the time of preparing this plan, the Company had issued 41,149,264 shares, with 0 treasury shares, resulting in 41,149,264 outstanding shares..
11. Issuance Method : By the rights issue method
12. Rights Issue Ratio : Ratio: 10:1 (On the record date for determining the list of shareholders eligible to receive dividends in shares, each shareholder holding 1 share will receive 1 dividend right, and every 10 rights will entitle the shareholder to receive 1 newly issued share, rounded down to the nearest whole share).
13. Expected Issuance Time : In 2026, after being approved by the General Meeting of Shareholders and upon receiving written confirmation from the State Securities Commission regarding the complete submission of the report on the issuance of shares to pay CSC dividends.
14. Target Shareholders for Issuance : All existing shareholders of Cotana Group Joint Stock Company listed on the record date for determining the list of shareholders eligible to receive dividends in shares, as provided by the Vietnam Securities Depository and Clearing Corporation (VSDC), will be entitled to participate.



- |   |  |
|---|--|
| 15. Source of Funds for Implementation                        | : Source of Funds: Undistributed accumulated after-tax profit as of December 31, 2025, according to the Company's 2025 audited financial statements.   |
| 16. Transfer Restrictions                                     | : Transfer Restrictions: The newly issued shares are not subject to transfer restrictions.   |
| 17. Rounding Down Principle and Handling of Fractional Shares | : Rounding Down Principle and Handling of Fractional Shares: The number of shares to be issued will be rounded down to the nearest whole share, and any fractional shares (if any) will be canceled and not issued.<br><br>Example: On the record date, if shareholder A owns 501 shares, with an issuance ratio of 10%, the additional shares to be received by shareholder A would be $(501 \times 10/100 = 50.1 \text{ shares})$ . According to the rounding down principle, shareholder A will receive 50 new shares, and the fractional share (0.1 share) will be canceled. |
| 18. Purpose of Issuance                                       | : To pay 2025 dividends in the form of shares  |

## **II. Adjustment of Registered Securities Quantity and Additional Listing Registration**

All shares issued to pay dividends will have their registered securities quantity updated with the Vietnam Securities Depository and Clearing Corporation and will be additionally registered for listing on the Hanoi Stock Exchange immediately after the issuance is completed, in accordance with current legal regulations.

## **III. Amendment of the Charter**

Amend the provisions related to charter capital, shares, and stock in Article 5: Charter Capital, Shares, and Founding Shareholders of the Company's Charter, updating them according to the new charter capital level after the completion of the share issuance.

## **IV. Authorization to the Board of Directors:**

The General Meeting of Shareholders authorizes the Company's Board of Directors to decide on all matters related to the issuance, including but not limited to the following:

- Approve the detailed, supplementary, and complete plan for the share issuance to pay 2025 dividends and/or amend the plan as necessary to ensure the successful execution of the issuance.
- Carry out all necessary procedures to implement the 2025 dividend share issuance plan approved by the General Meeting of Shareholders in accordance with applicable laws and the Company's Charter.
- Select the specific timing for the share issuance to pay dividends after receiving written confirmation from the State Securities Commission that the Company's complete dividend





share issuance documents have been received, and determine the record date for shareholders to exercise their rights, ensuring full compliance with legal regulations.

- Amend and supplement the Company's Charter to reflect the increased charter capital and carry out the necessary legal procedures to update the Enterprise Registration Certificate after the completion of the share issuance.
- Proactively adjust the registered securities quantity with the Vietnam Securities Depository and Clearing Corporation (VSDC) and register the additional listing of shares issued to pay 2025 dividends in accordance with legal regulations and the Company's actual situation.
- Proactively select and engage independent advisory firms to support the implementation of the 2025 dividend share issuance as well as the additional share listing registration in full compliance with current legal regulations.
- In addition to the above matters, the General Meeting of Shareholders authorizes the Board of Directors to proactively carry out other tasks and procedures related to the implementation of the 2025 dividend share issuance plan approved by the General Meeting, in compliance with legal regulations and ensuring the lawful rights and interests of the Company and its shareholders.

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

*Respectfully!*

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

**DAO NGOC THANH**



No.: 08/TTR/ĐHĐCĐ-CNG

Hanoi, April 24, 2026

## PROPOSAL

*((Re: Remuneration Payment for 2025 and Proposed Remuneration for 2026 of  
Members of the Board of Directors and the Supervisory Board))*

**To: The General Meeting of Shareholders of Cotana Group Joint Stock  
Company**

Pursuant to:

- The Law on Enterprises No. 59/2020/QH14;
- The Law on Securities dated November 26, 2019;
- The Charter of Cotana Group Joint Stock Company;
- Based on the audited financial statements for 2025 of Cotana Group Joint Stock Company dated March 31, 2026.
- Based on the Business and Production Plan for 2026 of Cotana Group Joint Stock Company.

The Board of Directors (“BOD”) of the Company reports to the General Meeting of Shareholders (“GMS”) on the payment of remuneration in 2025 and the proposed remuneration plan for 2026 for members of the Board of Directors and the Supervisory Board (“SB”) as follows:

### **1. Remuneration paid to members of the Board of Directors and the Supervisory Board in 2025: (Unit: VND)**

The number of members of the Board of Directors and the Supervisory Board in 2025 is: 05 members of the Board of Directors and 03 members of the Supervisory Board, including:

- The salary and remuneration fund paid to members of the Board of Directors:  
VND 680,342,858 per year

In which:

+ The salary and remuneration fund for 01 member of the Board of Directors directly involved in the management of production and business activities: VND 597,142,858 per year.

+ The salary and remuneration fund for 01 independent member of the Board of Directors: VND 83,200,000 per year

- The salary and remuneration fund paid to members of the Supervisory Board:  
VND 620,996,145 per year

- In which:

+ The salary and remuneration fund for 03 members of the Supervisory Board participating in production and business activities: VND 620,996,145 per year.



Other benefits of members of the Board of Directors and the Supervisory Board are implemented in accordance with the provisions of law, the Charter and regulations of the Company.

**2. Proposed Remuneration to be Paid to Members of the Board of Directors and the Supervisory Board in 2026:**

The Board of Directors proposes the remuneration for members of the Board of Directors and the Supervisory Board in the financial year 2026 as follows:

- The number of members of the Board of Directors and the Supervisory Board in 2026 remains unchanged
- Remuneration for members of the Board of Directors:
  - + The salary and remuneration fund for members of the Board of Directors directly managing production and business activities shall be determined based on the business performance and in accordance with the Company's regulations.
  - + The salary and remuneration fund for 01 independent member of the Board of Directors is proposed at: VND 91,000,000 per year.
- Remuneration for members of the Supervisory Board:
  - + The salary and remuneration fund for members of the Supervisory Board participating in business activities shall be determined based on the business performance and in accordance with the Company's regulations.

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

***Respectfully!***

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

**DAO NGOC THANH**





Hanoi, April 24, 2026

No.: 09/TTR/ĐHĐCĐ-CNG

## PROPOSAL

**Re: Approval of Updates to the Internal Corporate Governance Regulations and the Board of Directors' Operating Regulations**

**Pursuant to:**

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

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

Based on the review of the Internal Corporate Governance Regulations and the Board of Directors' Operating Regulations, the Board has noted that these regulations were established over 10 years ago, with many provisions no longer aligned with current legal requirements or practical needs in corporate governance. To ensure full compliance with the law and to improve and standardize the internal regulations in a manner that is rigorous, transparent, and aligned with digital governance best practices, the Board of Directors of Cotana Group Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the reissuance of the Internal Corporate Governance Regulations and the Board of Directors' Operating Regulations.

Based on current legal regulations and the model regulations issued under Circular No. 116/2020/TT-BTC, the Board of Directors has prepared draft Internal Corporate Governance Regulations and draft Board of Directors' Operating Regulations. The full text of these draft



regulations has been published on the website at the following address:  
<https://www.cotanagroup.vn/trang-co-dong/>

The provisions of the Internal Corporate Governance Regulations and the Board of Directors' Operating Regulations will take effect from the date they are approved by the General Meeting of Shareholders.

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

*Sincerely!*

**Recipients:**

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

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



**DAO NGOC THANH**

# **INTERNAL REGULATIONS ON GOVERNANCE**

**COTANA GROUP JOINT STOCK COMPANY**





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**Pursuant to:**

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

## **CHAPTER 1. GENERAL REGULATIONS**

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

Scope of regulation: The internal regulations on corporate governance stipulate the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, the Supervisory Board, 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 Directors, the Supervisory Board, and the General Director; and other activities as stipulated in the company's charter and other current legal regulations.

Subjects of application: This regulation applies to the company, its shareholders and Affiliated person, members of the Board of Directors, members of the Supervisory Board, business executives of the company and Affiliated person, and organizations and individuals with vested interests in the public company.

### **Article 2. Explanation of terms**

1. The following terms are understood as follows:

a. Corporate governance is a system of principles, including:

- Ensuring a rational and effective governance structure;
- Ensuring the effective operation of the Board of Directors and the Supervisory Board; enhancing the accountability of the Board of Directors to the company and shareholders;
- Ensuring shareholder rights and equal treatment among shareholders;
- Ensuring the role of investors, the stock market, and intermediary organizations in supporting corporate governance activities;
- Respect and protect the legitimate rights and interests of stakeholders in corporate governance;
- To disclose information about the company's operations in a timely, complete, accurate, and transparent manner; and to ensure shareholders have fair access to information.

- b. "Enterprise Law" refers to Enterprise Law No. 59/2020/QH14, promulgated by the National Assembly on June 17, 2020;
- c. "Securities Law" refers to Securities Law No. 54/2019/QH14, enacted by the National Assembly on November 26, 2019;
- d. "The company" refers to Cotana Group Joint Stock Company.
- e. "Shareholder" is an individual or organization that owns at least one share of a joint-stock company.
- f. "Representative" refers to a shareholder or a representative authorized by a shareholder to attend the General Meeting of Shareholders;
- g. "Founding shareholder" is a shareholder who owns at least one common share and signs the list of founding shareholders of a joint-stock company.
- h. A "major shareholder" is a shareholder who owns 5% or more of the voting shares of an issuer.
- i. "Enterprise manager" are individuals who manage a company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other managerial positions as stipulated in the company's charter;
- j. "Enterprise executive" include the General Director, Deputy General Director, Chief Accountant, and other executives as stipulated in the company's charter;
- k. "Non-executive members of the Board of Directors" (hereinafter referred to as "non-executive members") are members of the Board of Directors who are not the General Director, Deputy General Director, Chief Accountant, and other executives as defined in the Company's Articles of Association.
- l. "Independent members of the Board of Directors" (hereinafter referred to as "independent members") are members as defined in Clause 2, Article 155 of the Enterprise Law.
- m. "Family members" include: wife, husband, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, biological brother, biological sister, biological sibling, brother-in-law, sister-in-law, wife's biological brother, husband's biological brother, wife's biological sister, husband's biological sister, wife's biological sibling, husband's biological sibling.
- n. "Internal person" refers to a person holding a key position in the management and operation of a business, as defined in Clause 45, Article 4 of the Securities Law;
- o. "Affiliated person" are individuals and organizations as defined in Clause 46, Article 4 of the Securities Law;

## **CHAPTER II. GENERAL MEETING OF SHAREHOLDERS**



## **Section 1. Role, rights and obligations of the General Meeting of Shareholders**

### **Article 3. The role, rights, and responsibilities 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. The General Meeting of Shareholders has the rights and obligations as stipulated in the Enterprise Law and Article 14 of the company's charter.
3. For matters approved in previous General Meetings of Shareholders that have not yet been implemented, the Board of Directors must report 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 Directors must submit them to the General Meeting of Shareholders for approval at the nearest meeting before implementation.

### **Article 4. Exercising the right to attend the General Meeting of Shareholders**

Shareholders attend the General Meeting of Shareholders and exercise their voting rights through the following methods:

1. Attend and vote in person at the meeting;
2. Authorize other individuals or organizations to attend and vote at the meeting;
3. Participate and vote via online conference, electronic voting, or other electronic means;
4. Sending voting ballot to the meeting via mail, fax, or email.
5. Sending voting ballots by other means as prescribed in the Company Charter.

## **Section 2. Procedures for holding a General Meeting of Shareholders to adopt resolutions by direct voting at the General Meeting of Shareholders.**

### **Article 5. Convene the General Meeting of Shareholders**

1. The Board of Directors convenes annual and extraordinary general meetings of shareholders. The Board of Directors convenes extraordinary general meetings of shareholders in the cases stipulated in Clause 3, Article 13 of the Company's Charter.
2. The Annual General Meeting of Shareholders is held once (01) a year. The General Meeting of Shareholders must be held annually within four (04) months from the end of the financial year. The Board of Directors may decide to extend the Annual General Meeting of Shareholders if necessary, but not more than six (06) months from the end of the financial year.
3. The annual general meeting of shareholders is not to be held in the form of obtaining shareholder opinions in writing.
4. The person convening the General Meeting of Shareholders must perform the tasks as stipulated in Clause 2, Article 17 of the Company's Charter.

### **Article 6. Prepare a list of shareholders entitled to attend the meeting.**

The person convening the General Meeting of Shareholders must 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 is compiled based on the company's shareholder registration number. The list of shareholders entitled to attend the General Meeting of Shareholders must be compiled no more than ten (10) days before the date of sending the first General Meeting of Shareholders invitation.

The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, contact address, nationality, and legal document number of individual shareholders; the name, business registration number or legal document number of organizational shareholders, and the head office address of organizational shareholders; the number of shares of each type, and the number and date of shareholder registration for each shareholder (if any).

**Article 7. Announcement regarding the closing of the shareholder list eligible to attend the General Meeting of Shareholders.**

Companies must disclose information about the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the last registration date.

**Article 8. Notice of convening the General Meeting of Shareholders**

The notification of the General Meeting of Shareholders is carried out in accordance with the provisions of the Enterprise Law and Clause 3, Article 17 of the Company's Charter.

**Article 9. Program and content of the General meeting**

- a. The person convening the General Meeting of Shareholders must prepare the agenda and content of the meeting.
- b. The proposal to include an issue on the shareholders' meeting agenda is made in accordance with Clauses 4, 5, and 6 of Article 17 of the Company's Charter.

**Article 10. Authorization of a representative to attend the General Meeting of Shareholders**

Shareholders who are legally entitled to attend the General Meeting of Shareholders may authorize an individual or organization to represent them. The authorization of a representative to attend the General Meeting of Shareholders shall be carried out in accordance with Article 15 of the Company's Charter.

**Article 11. Procedure for Registering to Attend the General Meeting of Shareholders**

1. Shareholders and their authorized representatives may register to attend the meeting via mail, fax, email, or other electronic means. The specific method for registering to attend the General Meeting of Shareholders is stipulated in the notice of the General Meeting of Shareholders.
2. When attending the meeting, shareholders or their authorized representatives must bring the legally valid identification documents specified in the notice of the General Meeting of Shareholders to confirm their delegate status.



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

4. Upon registering shareholders, the Company issues each shareholder or authorized representative a voting card and/or voting slips and/or ballots, which bear the registration number, the full name of the shareholder or authorized representative, and the number of votes or ballots cast by that shareholder or authorized representative.

5. Shareholders or authorized representatives 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 latecomers to register, and the validity of any previously voted-on items remains unchanged.

#### **Article 12. Conditions for holding a General Meeting of Shareholders**

The General Meeting of Shareholders is conducted when the provisions of Article 18 of the Company's Charter are met.

#### **Article 13. The procedures for conducting meetings and the methods for voting, balloting, counting votes, and announcing vote counting results.**

1. The procedures for conducting meetings and voting at the General Meeting of Shareholders are stipulated in Article 19 of the Company's Charter. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by raising voting cards, casting ballots into a ballot box, or other methods as detailed in the Regulations on the Organization of the General Meeting of Shareholders for each meeting.

2. The General Meeting elects those responsible for counting or supervising the vote count upon the recommendation of the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the recommendation of the Chairman of the meeting.

3. When conducting voting by raising ballots at the general meeting, the "Agree," "Disagree," and "No Opinion" ballots are counted separately. The total number of "Agree," "Disagree," and "No Opinion" votes for each issue is announced immediately by the Chairperson or the Head of the Ballot Counting Committee after the vote counting results are available.

4. When conducting a vote by ballot, shareholders or their authorized representatives place their ballots into a sealed ballot box for the counting committee to count. The counting committee is responsible for verifying the number of ballots received against the number issued and checking the validity of the received ballots. The number of "Approved," "Disapproved," "Abstained," and invalid votes for each voting item will be compiled separately and clearly recorded in the vote counting minutes.

5. The voting for members of the Board of Directors and the Supervisory Board must be conducted according to the methods stipulated in Clause 3, Article 20 of the Company's Charter. The voting



procedures will be detailed in the election regulations at the General Meeting of Shareholders. These ballots will also be placed by shareholders or their authorized representatives into a sealed ballot box for the Ballot Counting Committee to conduct the counting.

6. The vote count results are announced by the chairperson or head of the vote counting committee immediately before the meeting adjourns.

#### **Article 14. Method of adopting resolutions by the General Meeting of Shareholders**

The procedure for adopting resolutions at the General Meeting of Shareholders is governed by Article 147 of the Enterprise Law. Resolutions of the General Meeting of Shareholders on the following matters must be adopted by voting at the meeting:

- a. Amend and supplement the contents of the company's charter;
- b. Company development strategy;
- c. Types of shares and the total number of shares of each type;
- d. Electing, dismissing, and removing members of the Board of Directors and the Supervisory Board;
- e. Decisions to invest in or sell assets worth 35% or more of the total asset value recorded in the company's most recent financial statement;
- f. Through annual audited financial reports;
- g. Reorganize or dissolve the company.

#### **Article 15. Conditions for a resolution to be passed at the General Meeting of Shareholders.**

The conditions for a resolution to be passed at the General Meeting of Shareholders are stipulated in Article 20 of the Company's Charter.

#### **Article 16. Methods of protesting resolutions and minutes of the General Meeting of Shareholders.**

1. Shareholders who voted against the resolution on the reorganization of the company or the change of shareholder rights and obligations as stipulated in the company's charter have the right to request the company to repurchase their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the company to repurchase. The request must be sent to the company within ten (10) days from the date the General Meeting of Shareholders passed the resolution on the matters stipulated in this clause.

2. The company must repurchase shares at the request of shareholders as stipulated in Clause 1 of this Article at market price or at a price calculated according to the principles stipulated in the company's charter within ninety (90) days from the date of receipt of the request. If no agreement is reached on the price, the parties may request a valuation organization to determine the price. The

company shall introduce at least three (03) valuation organizations for shareholders to choose from, and that choice shall be final.

**Article 17. Drafting resolutions and minutes of the General Meeting of Shareholders.**

The drafting of resolutions and minutes of the General Meeting of Shareholders shall be carried out in accordance with Clauses 1, 2 and 3 of Article 22 of the Company's Charter.

**Article 18. Announcement of the Minutes and Resolutions of the General Meeting of Shareholders**

1. Resolutions and minutes of the General Meeting of Shareholders must be fully published on the Company's website, the electronic portal of the State Securities Commission and the Stock Exchange within twenty-four (24) hours from the time they are approved by the General Meeting of Shareholders and in accordance with the provisions of the Enterprise Law and securities law.
2. Resolutions, minutes of the General Meeting of Shareholders, appendices listing registered shareholders, and related documents attached to the meeting invitation must be kept at the company's head office.

**Article 19. Validity of the Shareholders' General Meeting Resolution**

1. Resolutions of the General Meeting of Shareholders take effect from the date of their adoption or from the effective date specified in the resolution.
2. A resolution passed by one hundred percent (100%) of the total voting shares at the General Meeting of Shareholders is 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;
3. In the event that a shareholder or group of shareholders requests the Court or Arbitration Tribunal to annul a resolution of the General Meeting of Shareholders as stipulated in Article 23 of the Company's Charter, that resolution shall remain in effect until the Court or Arbitration Tribunal's decision to annul it takes effect, except in cases where interim injunctive measures are applied by a competent authority.

**Article 20. Request to annul the Shareholders' General Meeting Resolution.**

The request to annul the Shareholders' General Meeting Resolution is made in accordance with Article 23 of the Company's Charter.

**Section 3. Procedures for holding a General Meeting of Shareholders to adopt resolutions through online conference and electronic voting.**

**Article 21. The sequence and procedures for holding a General Meeting of Shareholders to adopt resolutions through online conference and electronic voting.**

**1. Convene the General Meeting of Shareholders**

The convening of the General Meeting of Shareholders via online conference shall be carried out in accordance with the provisions of Article 5 of these Regulations.



2. Prepare a list of shareholders entitled to attend the meeting and issue a notice convening the General Meeting of Shareholders.

- a. The process of compiling the list of shareholders entitled to attend the online General Meeting of Shareholders and announcing the closing date of the list of shareholders entitled to attend the General Meeting of Shareholders shall be carried out in accordance with the provisions of Articles 6 and 7 of these Regulations.
- b. The notification of the online General Meeting of Shareholders shall be carried out in accordance with Article 8 of these Regulations. The meeting invitation notice must clearly specify *the method of registration and participation in the online meeting, the method of electronic voting, and must clearly state the link to all meeting documents so that shareholders can access them*.

3. Method of Registering to Attend the General Meeting of Shareholders

Shareholders or authorized representatives (if any) attending the meeting via online conference, electronic voting, access the online General Meeting of Shareholders system to register for attendance. The Company will provide each shareholder with one (01) login name and corresponding password to access the above-mentioned system. Specific instructions will be recorded in the notice of the General Meeting of Shareholders and the Regulations on the organization of the General Meeting of Shareholders.

4. Authorization of a representative to attend the General Meeting of Shareholders.

The authorization of representatives to attend the General Meeting of Shareholders online and vote electronically shall be carried out in accordance with Article 15 of the Company's Charter and the methods specified in the notice of the General Meeting of Shareholders.

5. Conditions for holding a General Meeting of Shareholders

The online General Meeting of Shareholders is conducted in compliance with the provisions of Article 18 of the Company's Charter.

6. The process of voting, counting votes, and announcing vote results.



- a. The voting procedures at online General Meeting of Shareholders, including electronic voting, will be specified in detail in the Regulations on the Organization of General Meeting of Shareholders for each meeting.
- b. Shareholders attending the meeting via online conference and voting electronically access the online General Meeting of Shareholders system as stipulated in Clause 3 of this Article to cast their votes/elections. When shareholders cast their electronic votes, the number of "Approve," "Disapprove," and "No Opinion" votes for each voting item and the number of votes for each candidate are recorded on the online General Meeting of Shareholders system.
- c. The vote count results are announced by the chairperson or head of the vote counting committee immediately after the results are available.

7. Forms and conditions for adopting resolutions of the General Meeting of Shareholders

- a. The procedure for adopting resolutions at the General Meeting of Shareholders shall be similar to that stipulated in Article 14 of these Regulations.
- b. The conditions for a resolution to be passed at the General Meeting of Shareholders are stipulated in Article 20 of the Company's Charter.

8. Drafting resolutions and minutes for the online General Meeting of Shareholders.

The drafting of resolutions and minutes of the General Meeting of Shareholders shall be carried out in accordance with Clauses 1, 2 and 3 of Article 22 of the Company's Charter.

9. Methods of protesting resolutions and minutes of the General Meeting of Shareholders.

The method for objecting to resolutions and minutes of the General Meeting of Shareholders adopted at the online General Meeting of Shareholders, or adopted through electronic voting, shall be in accordance with the provisions of Article 16 of these Regulations.

10. Announcement of the Minutes and Resolutions of the General Meeting of Shareholders

The publication of resolutions and minutes of the General Meeting of Shareholders shall be carried out in accordance with the provisions of Article 18 of these Regulations.

11. Validity of the Shareholders' General Meeting Resolution

Resolutions adopted at an online General Meeting of Shareholders, or through electronic voting, are equivalent to resolutions adopted at a in-person General Meeting of Shareholders and are effective in accordance with Article 19 of these Regulations.

12. Request to annul the Shareholders' General Meeting Resolution

The request to annul the Shareholders' General Meeting Resolution is made in accordance with Article 23 of the Company's Charter.

**Section 4. Procedures for the General Meeting of Shareholders to adopt a Resolution by written ballot.**

**Article 22. Cases where written consultation is and is not permitted.**

Except for matters that must be approved by the General Meeting of Shareholders through voting at the General Meeting of Shareholders as stipulated in Article 14 of these Regulations, 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 in cases stipulated in Clause 2, Article 147 of the Enterprise Law.

**Article 23. The sequence and procedures for the General Meeting of Shareholders to adopt a Resolution through written consultation.**

1. Prepare the documents:

The Board of Directors must prepare Opinion ballot, draft resolutions for the General Meeting of Shareholders, and explanatory documents for the draft resolutions. The Board of Directors must ensure that these documents are sent and published to shareholders within a reasonable time for consideration and voting as stipulated in Clause 3 of this Article.

The Opinion ballot form must contain the information as stipulated in Clause 3, Article 21 of the Company's Charter.

2. Announcement regarding the closing of the shareholder list for conducting a written shareholder consultation.

The company announces information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the last registration date. The preparation of the list of shareholders to send opinion ballots is carried out in accordance with the provisions of Clause 1 and Clause 2, Article 141 of the Enterprise Law. The list of shareholders entitled to vote to approve the General Meeting of Shareholders Resolution by written shareholder opinion is prepared based on the company's shareholder registration number. The list of shareholders entitled to vote is prepared no more than ten (10) days before the date of sending *documents and opinion ballots to shareholders*. The list of *shareholders entitled to vote* must include the full name, contact address, nationality, legal document number of the individual shareholder; the name, enterprise code or legal document number of the organization, head office address of the organization shareholder; the number of shares of each type, number and date of registration of each shareholder.

3. Send documents and Opinion ballot to shareholders.

The requirements and procedures for sending opinion forms and accompanying documents are similar to those for sending meeting invitation notices as stipulated in Clause 3, Article 17 of the Company's Charter.



4. Receive shareholder Opinion ballot.

The completed survey form must be signed by:

- a. Individual shareholders, or
- b. The legal representative of a shareholder that is an organization, or
- c. An individual authorized by a shareholder, or
- d. The legal representative of the organization is authorized by the shareholders.

Opinion ballot may be submitted to the Company in the forms stipulated in Clause 4, Article 21 of the Company's Charter .

5. Count the votes and prepare the vote counting report.

The Board of Directors shall organize the vote counting and prepare the vote counting minutes under the witness and supervision of the Supervisory Board or shareholders who do not hold management positions in the company. The vote counting minutes must include the contents stipulated in Clause 5, Article 21 of the Company's Charter.

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. Conditions for the adoption of a resolution of the General Meeting of Shareholders in the form of written consultation.

Resolutions adopted by written shareholder consultation must be approved by shareholders representing more than fifty percent (50%) of the total voting shares and shall have the same validity as resolutions adopted at a General Meeting of Shareholders.

7. Announce the vote count results.

The vote count minutes and resolution must be posted on the company's website within twenty-four (24) hours from the time the vote count ends;

8. Request to annul the Shareholders' General Meeting resolution

The request to annul the Shareholders' General Meeting Resolution is made in accordance with Article 23 of the Company's Charter.

9. Save the document.

The completed survey forms, vote counting records, adopted resolutions, and related documents accompanying the survey forms are kept at the company's headquarters.



**Section 5. Regulations on certain reports that must be submitted to the Annual General Meeting of Shareholders.**

**Article 24. Report on the activities of the Board of Directors at the Annual General Meeting of Shareholders.**

The Board of Directors' activity report submitted to the Annual General Meeting of Shareholders must comply with Clause c, Point 3, Article 139 of the Enterprise Law and the company's charter, and must include the following contents:

1. Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors shall be in accordance with Clause 3, Article 163 of the Enterprise Law and the company's charter.
2. Summarize the meetings of the Board of Directors and the decisions made by the Board of Directors.
3. Report on transactions between the company, its subsidiaries, or companies in which the public company holds fifty percent (50%) or more of the charter capital and members of the Board of Directors and their Affiliated person; transactions between the company and a company in which a member of the Board of Directors is a founding member or a business manager during the three (03) years immediately preceding the transaction.
4. Activities of independent members of the Board of Directors and the results of independent members' evaluations of the Board of Directors' performance.
5. Activities of other subcommittees of the Board of Directors (if any).
6. Results of the monitoring of the General Director.
7. Monitoring results for other executives.
8. Future plans.

**Article 25. Report on the activities of the Supervisory Board at the Annual General Meeting of Shareholders.**

The Supervisory Board's activity report, submitted to the Annual General Meeting of Shareholders as stipulated in points d and e, Clause 3, Article 139 of the Enterprise Law, must include the following contents:

1. The remuneration, operating expenses, and other benefits of the Supervisory Board and each member of the Supervisory Board are regulated by Article 172 of the Enterprise Law and the company's charter.
2. Summarize the meetings of the Supervisory Board and the conclusions and recommendations of the Supervisory Board.
3. Results of monitoring the company's operational and financial performance.

4. Assessment report on transactions between a company, subsidiary, or company in which a public company holds control of more than fifty percent (50%) of the charter capital with a member of the Board of Directors, General Director and related persons of that member; transactions between a company in which a member of the Board of Directors is a founding member or a business manager in the three (03) years immediately preceding the transaction.
5. Results of monitoring the Board of Directors, the GENERAL DIRECTOR, and other business executives.
6. Results of the assessment of the coordination of activities between the Supervisory Board, the Board of Directors, the General Director, and the shareholders.

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

#### **Article 26. The roles, rights, and obligations of the Board of Directors, and the responsibilities of its members.**

1. The Board of Directors is the governing body of the company, having full authority to act on behalf of the company to decide and exercise the rights and obligations of the company, except for those rights and obligations that fall under the authority of the General Meeting of Shareholders.
2. Rights and obligations of the Board of Directors

The Board of Directors has the rights and obligations as stipulated in Article 26 of the Company's Charter and 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. Approval of contracts for purchase, sale, borrowing, lending, and other transactions with a value of 35% or more of the total assets recorded in the company's most recent financial statements, except for contracts or transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in point d, clause 2, Article 138, and clauses 1 and 3, Article 167 of the Law on Enterprises;
- i. Electing, dismissing, or removing the Chairman of the Board of Directors; appointing, dismissing, entering into, or terminating contracts with the Director or General Director and other key managers as stipulated in the Company Charter; deciding on the salaries,



remuneration, bonuses, and other benefits of such managers; appointing authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, and determining the remuneration and other rights of such 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 annual financial report to the General Meeting of Shareholders;
  - n. Propose the dividend rate to be paid; decide on the timeframe and procedures for paying dividends or handling losses incurred during business operations;
  - o. Proposing the reorganization or dissolution of the company; requesting the company's bankruptcy;
  - p. Other rights and obligations as stipulated in the Enterprise Law and the company's charter.
3. Rights and obligations of Board of Directors members:

Members of the Board of Directors have all the rights and obligations as stipulated in the Enterprise Law, the company's charter, and the following rights and obligations:

- a. To be provided with information and documents on the financial situation and business operations of the company and its units as stipulated in Article 159 of the Enterprise Law;
- b. Perform your duties honestly and diligently for the best interests of shareholders and the company;
- c. Attend all Board of Directors meetings and provide input on the issues discussed;
- d. Report promptly and fully to the Board of Directors all remuneration received from subsidiaries, affiliated companies, and other organizations.
- e. Report to the Board of Directors at the most recent meeting on transactions between the company, its subsidiaries, companies in which the company holds control of more than fifty percent (50%) of the charter capital with members of the Board of Directors and their Affiliated person; transactions between the company and companies in which a member of the Board of Directors is a founding member or a business manager in the three (03) years immediately preceding the transaction; transactions between the company and companies in which a related party of the aforementioned members is a member of the Board of Directors, Director (General Director) or major shareholder;
- f. Disclose information when conducting transactions involving the company's shares in accordance with the law.



- g. Independent members of the Board of Directors must prepare a report evaluating the performance of the Board of Directors.

#### 4. Rights and obligations of the Chairman of the Board of Directors

The Chairman of the Board of Directors has the following rights and responsibilities:

- a. Develop the program and activity plan for the Board of Directors;
- b. Prepare the agenda, content, and documents for the meeting; convene, chair, and preside over the Board of Directors meeting;
- c. Organize the adoption of resolutions and decisions by the Board of Directors;
- d. Monitoring the implementation process of resolutions and decisions of the Board of Directors;
- e. Chairperson of the Shareholders' General Meeting;
- f. Other rights and obligations as stipulated in the Enterprise Law and the company's charter.

Authorized representative of the Chairman of the Board of Directors

In the absence of the Chairman of the Board of Directors, written authorization shall be given to another member of the Board of Directors to perform the duties of the Chairman of the Board of Directors as stipulated in Clause 5, Article 28 of the Company's Charter. The person authorized by the Chairman of the Board of Directors shall have the following rights and obligations:

- a. To act on behalf of the Chairman of the Board of Directors in exercising delegated powers when the Chairman of the Board of Directors is absent.
- b. Sign documents authorized by the Chairman of the Board of Directors.
- c. Directly responsible for specific tasks assigned and delegated by the Chairman of the Board of Directors.
- d. Has the right to refuse authorization if it deems that the authorization is contrary to the law and the Company's Articles of Association.

#### **Article 27. Nominating, electing, dismissing, and removing members of the Board of Directors.**

- 1. Term of office and number of members of the Board of Directors;
  - a. Number of members:

The number of members of the company's Board of Directors is at least three (03) people and at most eleven (11) people.

b. Term of office:

The term of office of a Board of Directors 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 Directors of a company for no more than two (02) consecutive terms.

If all members of the Board of Directors complete their terms at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work, unless otherwise stipulated in the company's Articles of Association.

2. Structure, standards, and conditions for membership in the Board of Directors;

a. Board of Directors membership structure

The composition of the Board of Directors must ensure compliance with the provisions of Clauses 1 and 2 of Article 25 of the Company's Charter.

b. Standards and conditions for becoming a member of the Board of Directors

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

- Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law;
- They must possess professional qualifications and experience in business administration or in the company's field, industry, or profession, and are not necessarily shareholders of the company, unless otherwise stipulated in the company's charter;
- A member of the company's Board of Directors may simultaneously serve as a member of the Board of Directors or the Members' Council in no more than five (05) other companies;

c. Non-executive members of the Board of Directors (hereinafter referred to as non-executive members) are members of the Board of Directors who are not the General Director, Deputy General Director, Chief Accountant, and other executives as stipulated in the company's charter.

d. Standards and conditions for becoming an independent member of the Board of Directors.

Independent members of the Board of Directors must meet the following standards and qualifications:

- 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 three (03) consecutive years prior to this;
- Not a person receiving a salary or remuneration from the company, except for allowances that members of the Board of Directors are entitled to according to regulations;
- Not 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;

- Not a person who directly or indirectly owns at least one percent (01%) of the total voting shares of the company;
- Not a person who has been a member of the Board of Directors or Supervisory Board of the company for at least five (05) consecutive years before, except in the case of being appointed continuously for two (02) terms.

An independent member of the Board of Directors must notify the Board of Directors that they no longer meet the standards and conditions to be an independent member of the Board of Directors and will automatically cease to be an independent member of the Board of Directors from the date they no longer meet the standards and conditions. The Board of Directors must notify the Board of Directors of the case where an independent member of the Board of Directors 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 Directors within six (06) months from the date of receiving the notification from the relevant independent member of the Board of Directors.

- e. A member of the Board of Directors loses their status as a member of the Board of Directors if they are dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Clause 4, Article 26 of the Company's Charter.
- f. Standards and conditions for becoming Chairman of the Board of Directors:
  - The Board of Directors must select from among its members to elect the Chairman;
  - The Chairman of the Board of Directors shall not concurrently hold the position of General Director of the same (01) public company.

### 3. Nomination and candidacy for Board of Directors members

a. The nomination and election of Board of Directors members shall be carried out in accordance with Article 24 of the Company's Charter. Shareholders holding common shares have the right to pool their voting rights to nominate candidates for the Board of Directors as stipulated in Clause 3, Article 11 of the Company's Charter. Specifically, a shareholder or group of shareholders owning 10% or more of the total common shares has the right to nominate individuals to the Board of Directors. The nomination process for the Board of Directors is as follows:

- Common shareholders forming a group to nominate candidates for the Board of Directors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;
- Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this clause has the right to nominate one or more individuals as decided by the General Meeting of Shareholders to be candidates for the Board of Directors. If the number of candidates nominated by the shareholder or group of shareholders is less than the number of



candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

b. Methods for nominating additional candidates for the Board of Directors;

If the number of candidates nominated and elected by the Board of Directors is insufficient, the incumbent Board of Directors may nominate additional candidates. Candidates nominated by the Board of Directors must be approved by a majority vote of the Board members. The procedure for the incumbent Board of Directors to nominate candidates for the Board of Directors must be clearly announced before the nomination process begins, in accordance with legal regulations.

4. Method of electing members of the Board of Directors;

The voting procedure for electing members of the Board of Directors must comply with the provisions of Clause 3, Article 20 of the Company's Charter.

5. Cases involving the dismissal, removal, and appointment of members of the Board of Directors;

a. The General Meeting of Shareholders may dismiss a member of the Board of Directors in the following cases:

- Does not meet the qualifications and conditions stipulated in point b, clause 2 of this Article;
- A resignation letter was submitted and accepted;
- The person suffers from a mental disorder, and other members of the Board of Directors have professional evidence demonstrating that the person is no longer capable of acting.

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

- Not participating in the activities of the Board of Directors for six (06) consecutive months, except in case of force majeure;

c. When deemed necessary, the General Meeting of Shareholders may decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors, except in the cases stipulated in points a and b of Clause 5 of this Article.

d. The Board of Directors must convene a General Meeting of Shareholders to elect additional members to the Board of Directors in the following cases:

- The number of remaining Board of Directors members is less than the minimum number of members required by law. In this case, the Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the number of Board of Directors members is not as required.
- The number of Board of Directors members is reduced by more than one-third (1/3) compared to the number stipulated in the company's charter. In this case, the Board of Directors must convene

a General Meeting of Shareholders within sixty (60) days from the date the number of members is reduced by more than one-third (1/3);

Except in the cases mentioned above, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed from office at the most recent meeting.

6. Announcement regarding the election, dismissal, and removal of members of the Board of Directors;

The election, appointment, dismissal, and removal of members of the Board of Directors must be disclosed in accordance with the legal regulations on information disclosure in the securities market.

The company must disclose unusual information within 24 hours on the company's website, the State Securities Commission, and the stock exchange where the company is listed, from the time of any change, new appointment, reappointment, dismissal, or removal of a member of the Board of Directors.

7. Electing, removing, and dismissing the Chairman of the Board of Directors.

- a. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of the end of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In 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 (01) person among them to convene the meeting of the Board of Directors.
- b. The Chairman of the Board of Directors may be dismissed or removed from office by decision of the Board of Directors. In the event that the Chairman of the Board of Directors resigns or is removed from office, the Board of Directors must elect a replacement within ten (10) days.

**Article 28. Salaries, remuneration, bonuses, and other benefits of Board of Directors members.**

Members of the Board of Directors are entitled to salaries, remuneration, bonuses, and other benefits as stipulated in Article 27 of the Company's Charter .

**Article 29. Sequence and procedures for organizing a Board of Directors meeting.**

1. Minimum number of meetings

The Board of Directors must meet at least once every quarter (01) and may hold extraordinary meetings.

2. Cases requiring the convening of an extraordinary meeting of the Board of Directors;



a. The Chairman of the Board of Directors must convene a meeting of the Board of Directors, without delay unless there is a justifiable reason, when one of the following parties requests in writing, clearly stating the purpose of the meeting and the issues to be discussed. and the decision rests with the Board of Directors:

- Supervisory Board;
- General Director or at least five (05) other executives;
- Independent member of the Board of Directors;
- At least two (02) members of the Board of Directors;

b. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receiving the request mentioned in point a, clause 2 of this Article. In case of failure to convene a meeting as requested, the Chairman of the Board of Directors shall be responsible for any damages incurred by the Company; the persons who proposed the meeting as mentioned in point a, clause 2 of this Article have the right to replace the Chairman of the Board of Directors in convening the meeting of the Board of Directors.

c. If an independent auditing firm requests an audit of the Company's financial statements, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

### 3. Notice of Board of Directors Meeting

The notification of the Board of Directors meeting shall be carried out in accordance with the provisions of Clause 6, Article 29 of the Company's Charter.

### 2. The right of Supervisory Board members to attend Board of Directors meetings.

The Chairman of the Board of Directors or the convener sends the notice of meeting and accompanying documents to the Supervisory Board members as with other Board members. Supervisory Board members have the right to attend Board of Directors meetings and participate in discussions but are not entitled to vote.

### 3. Conditions for holding a Board of Directors meeting;

The conditions for holding a Board of Directors meeting comply with the provisions of Clause 8, Article 29 of the Company's Charter.

### 4. Voting method

The voting procedure at the Board of Directors meeting shall be conducted in accordance with the provisions of Clause 19, Article 29 of the Company's Charter.

### 5. The process by which resolutions are passed by the Board of Directors;



- a. The Board of Directors adopts resolutions and makes decisions by voting at meetings, soliciting opinions in writing, or through other means as stipulated in the company's charter. Each member of the Board of Directors has one vote.
  - b. The Board of Directors adopts decisions and passes resolutions based on the majority vote of the Board members present at the meeting. In the event of a tie between approval and opposition votes, the Chairman of the Board of Directors' vote shall be decisive.
  - c. Resolutions adopted through written consultation are based on the unanimous agreement of a majority of the voting members of the Board of Directors. These resolutions have the same effect and validity as resolutions adopted at the meeting.
  - d. In cases where a resolution or decision passed by the Board of Directors 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 responsibility for that resolution or decision and shall compensate the company for the damage; 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.
6. Authorization of another person to attend meetings by a member of the Board of Directors; Board members must attend all Board meetings. Members may authorize another person to attend meetings and vote on their behalf if approved by a majority of the Board members.
7. Record the minutes of the Board of Directors meeting.
- a. Board of Directors meetings must be recorded in minutes and may be audio-recorded, recorded, and stored in other electronic forms. Minutes must be in Vietnamese and may also be in a foreign language, including the following main contents:
    - Name, registered office address, business registration number;
    - Time and location of the meeting;
    - Purpose, agenda, and content of the meeting;
    - 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;
    - The issue was discussed and voted on at the meeting;
    - Summarize the statements made by each meeting participant in chronological order of the meeting's proceedings;
    - The voting results clearly indicate which members approved, disapproved, and abstained.
    - The issue was approved, and the voting percentage was in favor.
    - The full name and signature of the presiding officer and the person recording the minutes, except as stipulated in point a, clause 10 of this Article.

b. The chairperson, the minutes recorder, and those who sign the minutes are responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.

c. Minutes of Board of Directors meetings and documents used in those meetings must be kept at the company's head office.

d. 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.

8. In the event that the chairperson and/or the person recording the minutes refuse to sign the Board of Directors meeting minutes.

In the event that the chairperson or the person recording the minutes refuses to sign the meeting minutes, but if all other members of the Board of Directors present at the meeting sign and the minutes contain all the information as stipulated in point a, clause 9 of this Article, then these minutes shall be valid. The content approved by a majority of the members present at the meeting in the minutes of the Board of Directors meeting must be adopted as a Resolution.

9. Announcement of the Board of Directors' resolution.

The Board of Directors' resolutions will be announced and published in accordance with the company's charter and the regulations of the law on securities and the securities market.

### **Article 30. Subcommittees of the Board of Directors**

1. The company's Board of Directors may establish subcommittees to support its operations, such as the Human Resources Subcommittee, the Compensation Subcommittee, and other subcommittees as stipulated in Clause 13, Article 29 of the Company's Charter.
2. The Board of Directors shall specify the details regarding the establishment of subcommittees, the responsibilities of each subcommittee, and the responsibilities of subcommittee members. The procedures for the establishment and operation of subcommittees under the Board of Directors shall be carried out in accordance with the operating regulations of each subcommittee (if any).

### **Article 31. Selection, appointment, and dismissal of the person in charge of corporate governance:**

1. Standards for The person in charge of corporate governance

The person in charge of corporate governance must meet the following standards:

- Possesses knowledge of the law;
- You are not allowed to simultaneously work for an approved auditing firm that is auditing the Company's financial statements;
- Other criteria as prescribed by law, the Company Charter, and the decisions of the Board of Directors.



2. Appointing the person in charge of corporate governance.

The Board of Directors appoints one (01) person as the person in charge of corporate governance to support the effective conduct of corporate governance activities. 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. The Board of Directors may appoint an Assistant Corporate Governance Officer from time to time.

2. Cases of dismissal or removal of the person in charge of corporate governance;

a. The Board of Directors shall dismiss the person in charge of the Company's administration in the following cases:

- Does not meet the qualifications and conditions stipulated in Clause 1 of this Article;
- A resignation letter was submitted and accepted;
- Failure to complete assigned tasks;
- Other cases permitted by law.

b. The Board of Directors may dismiss the Head of Corporate Governance when necessary, provided that such dismissal does not violate applicable labor laws.

4. Announcement of the appointment and dismissal of the person in charge of corporate governance;

After the appointment or dismissal of the person in charge of corporate governance, the Company is responsible for disclosing information internally and in accordance with the regulations of the law on securities and the securities market.

5. Rights and responsibilities of the person in charge of corporate governance;

The person in charge of corporate governance has the rights and obligations stipulated in Clause 3, Article 30 of the Company's Charter.

## **CHAPTER IV. SUPERVISORY BOARD**

**Article 32. The role, rights, and obligations of the Supervisory Board, and the responsibilities of its members.**

1. The role, rights, and responsibilities of the Supervisory Board.

The Supervisory Board has the rights and obligations as stipulated in Article 38 of the Company Charter, and the following rights and obligations:

- a. The Supervisory Board oversees the Board of Directors and the General Director in the management and operation of the company.
- b. Examine the reasonableness, legality, honesty, and level of prudence in the management and operation of business activities; the systematic, consistent, and appropriate nature of accounting, statistics, and financial reporting.



- c. Assess the completeness, legality and truthfulness of the company's annual and six (06) month business performance reports, financial reports, and management performance evaluation reports of the Board of Directors, and present the assessment report at the annual General Meeting of Shareholders. Review contracts and transactions with Affiliated person under the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions requiring approval from the Board of Directors or the General Meeting of Shareholders.
- d. Review, examine, and evaluate the effectiveness and efficiency of the company's internal control, internal audit, risk management, and early warning systems.
- e. Reviewing the company's accounting books, records, and other documents, as well as the company's management and operational activities, when deemed necessary or as per a resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law.
- f. Upon request from a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law, the Supervisory Board shall conduct an inspection within seven (07) working days from the date of receiving the request. Within fifteen ( 15) days from the date of completion of the inspection, the Supervisory Board must report on the issues requested for inspection to the Board of Directors and the shareholder or group of shareholders who made the request. The inspection by the Supervisory Board as stipulated in this Clause shall not hinder the normal operation of the Board of Directors, nor disrupt the company's business operations.
- g. Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for managing, supervising, and operating the company's business activities.
- h. Upon discovering that a member of the Board of Directors, General Director has violated the provisions of Article 165 of the Enterprise Law, the Board of Directors must be immediately notified in writing, and the offending party must be required to cease the violation and take measures to remedy the consequences.
- i. They have the right to attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors, and other company meetings.
- j. They have the right to use independent consultants and the company's internal audit department to perform their assigned tasks.
- k. The Supervisory Board may consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.

- l. The Supervisory Board has the right to request members of the Board of Directors, General Director, and representatives of the approved auditing firm to attend the Supervisory Board meeting and answer questions requiring clarification.
  - m. Other rights and obligations as stipulated by the Enterprise Law, the company's charter, and resolutions of the General Meeting of Shareholders.
2. Rights, obligations, and responsibilities of members of the Supervisory Board
- a. Members of the Supervisory Board have rights 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 Directors, the General Director, and other business executives are responsible for providing timely and complete information as requested by members of the Supervisory Board.
  - b. Members of the Supervisory Board are responsible for complying with the provisions of the law, the company's charter, resolutions of the General Meeting of Shareholders, and professional ethics in exercising their assigned rights and obligations.
  - c. The rights and obligations of the Head of the Supervisory Board are stipulated in Clause 2, Article 37 of the Company's Charter.

**Article 33. Term of office, number, composition, and structure of the Supervisory Board members**

1. Term of office, number, composition, and structure of members of the Supervisory Board;
  - a. Quantity:

The number of members of the Supervisory Board is at least three (03) people and at most five (05) people.

- b. Term of office:

The term of office of a Supervisory Board Member shall not exceed five (05) years and may be re-elected for an unlimited number of terms. In the event that a Supervisory Board Member's term ends at the same time as a new Supervisory Board Member has not yet been elected, the Supervisory Board Member whose term has expired shall continue to exercise their rights and obligations until a new Supervisory Board Member is elected and takes office.

2. Standards and conditions for members of the Supervisory Board

- a. Members of the Supervisory Board must meet the following standards and conditions:
  - Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law;
  - Trained in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major relevant to the business operations of the enterprise;
  - Not a family member of a member of the Board of Directors, Director or General Manager, or other manager;



- They must not be related to the business managers of the company and its parent company; the representatives of the company's capital, or the representatives of state capital in the parent company and in the company.
  - Not necessarily a company manager; not necessarily a shareholder or employee of the company;
  - Not working in the company's accounting or finance department;
  - Not a member or employee of the independent audit firm that performed the audit of the company's financial statements in the three (03) consecutive years prior to
- b. The Head of the Supervisory Board must have a university degree or higher in economics, finance, banking, accounting, auditing, law, business administration, or a field related to the business operations of the enterprise.
3. Nomination and candidacy for members of the Supervisory Board
- a. The nomination and candidacy of Supervisory Board members shall be conducted in accordance with the provisions of Clause 3, Article 28 of these Regulations.
- b. If the number of candidates for the Supervisory Board nominated through applications and candidacy is still insufficient, the incumbent Supervisory Board may nominate additional candidates. Candidates nominated by the Supervisory Board must be approved by a majority vote of its members. The procedure for the incumbent Supervisory Board to nominate candidates must be clearly announced before the nomination process begins, in accordance with the law.
4. Method of electing members of the Supervisory Board;
- a. The voting method for electing members of the Supervisory Board must be cumulative, as stipulated in Clause 3, Article 20 of the Company's Charter.
- b. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; the election, dismissal, and removal are governed by a majority vote.
5. Cases of dismissal, removal, and appointment of members of the Supervisory Board.
- a. The General Meeting of Shareholders may dismiss a member of the Supervisory Board in the following cases:
- No longer meets the qualifications and conditions to be a member of the Supervisory Board as stipulated in point a, clause 2 of this Article;
  - A resignation letter was submitted and accepted;
  - Other cases as stipulated by law and the company's charter.
- b. The General Meeting of Shareholders may dismiss a member of the Supervisory Board in the following cases:
- Failure to complete assigned tasks or duties;



- Failure to exercise one's rights and fulfill one's obligations for six consecutive months, except in cases of force majeure;
- Repeated and serious violations of the obligations of a Supervisory Board member as stipulated in the Enterprise Law and the company's charter;
- Other cases as decided by the General Meeting of Shareholders.

c. The Board of Directors must convene a General Meeting of Shareholders to elect additional members to the Supervisory Board if the remaining number of Supervisory Board members is less than the minimum number required by law. In this case, the Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of Board members falls short of the required number.

6. Announcement regarding the election, dismissal, and removal of members of the Supervisory Board.

Notifications regarding the election, appointment, dismissal, and removal of members of the Supervisory Board must be made in accordance with the provisions of Clause 6, Article 28 of these Regulations.

7. Salaries and other benefits of members of the Supervisory Board.

The salaries, remuneration, bonuses, and other benefits of the Supervisory Board members shall be implemented in accordance with the following regulations:

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

## **CHAPTER V. GENERAL DIRECTOR**

### **Article 34. The 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; is supervised by the Board of Directors; and is accountable to the Board of Directors and to the law for the exercise of assigned rights and obligations.

2. The General Director has the rights and obligations as stipulated in Clause 4, Article 33 of the Company Charter and the following rights and obligations:
  - a. Approving contracts for buying, selling, borrowing, lending, and other contracts and transactions. has a value below 35% The total value of assets as recorded in the company's most recent financial statement, excluding contracts and transactions under the authority of the General Meeting of Shareholders and the Board of Directors
  - b. The General Director must manage 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 Directors. If the management is contrary to the provisions of this clause and causes damage to the company, the General Director shall be held legally responsible and must compensate the company for the damages.

**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
  - a. The term of office for a Director or General Director shall not exceed 5 years and they may be reappointed for an unlimited number of terms. The appointment may expire based on the provisions of the employment contract.
  - b. 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.
  - c. The General Director must meet the following standards and conditions:
    - Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law.
    - They must not be related to the business manager, members of the Supervisory Board of the company and parent company; representatives of state capital, or representatives of enterprise capital in the company and parent company;
    - Possesses professional qualifications and experience in company business management.
2. Appointing and signing an employment contract with the General Director.

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

3. Dismissal and termination of employment contract with the General Director.

The Board of Directors may dismiss the general director when a majority of the Board members with voting rights present at the meeting approve and appoint a new general director to replace him.

3. Announcement of appointments, dismissals, contract signings, and contract terminations for the General Director.



Notifications regarding the election, appointment, dismissal, and removal of the General Director must be made in accordance with the provisions of Clause 6, Article 28 of these Regulations.

4. Salary and other benefits of the General Director

The General Director receives a salary and bonuses. The General Director's salary and bonuses are determined by the Board of Directors. Remuneration, salaries, and other benefits of the General Director and other managers are included in the company's business expenses in accordance with corporate income tax laws, 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. COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, AND THE EXECUTIVE OFFICE**

**Article 36. Coordination of activities between the Board of Directors and the Supervisory Board**

1. The Board of Directors is responsible for cooperating closely with the Supervisory Board, facilitating the provision of all necessary documents and information to the Supervisory Board, and respecting the Supervisory Board's objectivity and independence.
2. The Board of Directors shall provide the best possible conditions for the members of the Supervisory Board to perform their functions and duties and shall be responsible for directing and supervising the rectification and handling of violations as proposed by the Supervisory Board.
3. The Chairman of the Board of Directors invites members of the Supervisory Board to attend regular and extraordinary meetings of the Board of Directors.
4. The Supervisory Board shall promptly notify the Board of Directors upon discovering any violations by executives in accordance with the law and the Company's Charter.
5. The Supervisory Board may propose to the Board of Directors an extraordinary meeting or request the Board of Directors to convene an extraordinary General Meeting of Shareholders in accordance with the Company's Charter.
6. In addition to regular reports, members of the Supervisory Board may request the Board of Directors to provide information and documents regarding the management and operation of the Company's business activities.
7. The Board of Directors ensures that all copies of financial and other information provided to the Board members, as well as the minutes of Board meetings, will be provided to the Supervisory Board members in conjunction with the Board members.

**Article 37. Coordination of activities between the Board of Directors and the Executive**

1. The Board of Directors leads and supervises all activities of the General Director, providing the best possible conditions in terms of mechanisms, policies, human resources, and facilities to help the General Director fulfill his/her assigned duties.



2. On a quarterly and annual basis, the General Director must submit a written report to the Board of Directors on the company's business performance and future operational direction.
3. The general director, who is not also a member of the Board of Directors, is invited to attend (but does not vote) Board of Directors meetings.
4. The Company's research programs, surveys, negotiations, and contract signings that relate to the functions and duties of the Board of Directors and the General Director are the responsibility of the General Director to report to the Chairman of the Board of Directors so that a member of the Board of Directors can be appointed to attend.

**Article 38. Coordination of activities between the Supervisory Board and the Executive Board.**

1. If deemed necessary, the Executive Board may invite the Head of the Supervisory Board or members of the Supervisory Board to attend Executive Board meetings or other meetings and contribute their opinions.
2. In addition to regular reports, at the request of the Head of the Supervisory Board, the Executive Board provides direct reports or information on the Company's operational status.
3. In the event that a risk is identified that could significantly impact the Company's reputation and operations, the Board of Directors must immediately report it to the Supervisory Board.
4. The Executive Board is responsible for creating all necessary conditions to facilitate the Supervisory Board's access to information and reports as quickly as possible.
5. Reports from the Executive Board to the Board of Directors must be sent to members of the Supervisory Board at the same time and in the same manner as they are sent to members of the Board of Directors.

**CHAPTER VII. REGULATIONS ON ANNUAL EVALUATION OF REWARD AND DISCIPLINARY ACTIONS FOR MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE GENERAL DIRECTOR, AND OTHER BUSINESS EXECUTIVES.**

**Article 39. Performance evaluation**

1. Annually, based on their assigned functions and responsibilities, the Board of Directors evaluates the performance of each member of the Board of Directors and the General Director in fulfilling their assigned duties.
2. The head of the supervisory board evaluates the level of task completion by each member of the supervisory board.
3. The general director presides over the evaluation of the performance of other executives in fulfilling their assigned tasks.

#### **Article 40. Awards**

1. Annually, based on the evaluation results of the Board of Directors, the Head of the Supervisory Board, and the General Director, the General Director submits to the Board of Directors a proposal for the level of reward for individuals according to their performance.
2. Awards for members of the Board of Directors, members of the Supervisory Board, and the General Director will be submitted by the Board of Directors to the General Meeting of Shareholders for approval at the annual meeting. Awards for other executives will be decided by the Board of Directors.
3. Reward system:
  - By money;
  - By means of stock options under an employee stock option program (if applicable).
4. Funding for awards is drawn from the Company's Award Fund and other legitimate sources.
5. Reward levels: The specific reward levels will be determined based on the actual situation each year.

#### **Article 41. Handling violations and disciplinary actions.**

1. The board of directors is responsible for establishing a disciplinary system based on the nature and severity of the violation.
2. Members of the Board of Directors, members of the Supervisory Board, and other executives who fail to fulfill their duties, violate Company regulations, or violate the law will be subject to disciplinary action, administrative penalties, or criminal prosecution depending on the nature of the violation, in accordance with Company regulations and the law. In cases where they cause damage to the Company, they will be held personally liable for the damages they cause.

### **CHAPTER VIII. ENFORCEMENT CLAUSES**

#### **Article 42. Amendments and additions**

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

#### **Article 43. Effective date**

1. This Regulation comprises VII chapters and 43 articles, unanimously approved by the General Meeting of Shareholders of Cotana Group Joint Stock Company on ... day ... month ... year ... and unanimously agreed to the full validity of this Regulation.

2. Copies or extracts of the Company's Internal Regulations on Governance must be signed by the Chairman of the Company's Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.
3. The Board of Directors, the Supervisory Board, the General Management Board, and other relevant individuals and organizations of Cotana Group Joint Stock Company are responsible for implementing this Regulation.

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

**ĐÀO NGỌC THANH**



THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

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



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Pursuant to:

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

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

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

## **CHAPTER I. GENERAL REGULATIONS**

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

#### **1. Scope of regulation:**

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

#### **2. Applicable subjects:**



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

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

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

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

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

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

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

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

- e. Disclose information when conducting transactions involving the Company's shares in accordance with the law.
3. Independent members of the board of directors of a company must prepare a report evaluating the performance of the board of directors.

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

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

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

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

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

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

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

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



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



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

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

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

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

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

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

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

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



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

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

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



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

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

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

1. Once candidates for the Board of Directors have been identified, the Company must publish information related to these candidates at least 10 days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Directors. The information related to candidates for the Board of Directors that must be published includes:
  - a. Full name, date of birth (day, month, year);
  - b. Educational level;
  - c. Professional qualifications;
  - d. Work experience;
  - e. Companies where the candidate currently holds positions as a member of the Board of Directors and other management roles;
  - f. Any benefits related to the Company (if any);
  - g. Other information (if any).
2. The company is responsible for disclosing information about the companies in which the candidate holds positions as a member of the Board of Directors, other management positions, and any related interests in the candidate's Board of Directors (if any).

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

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

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

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



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



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

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

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

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

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

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

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



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

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

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

**CHAPTER IV. BOARD OF DIRECTORS MEETING**

**Article 16. Board of Directors meeting**

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

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



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

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

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

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

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

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

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

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

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

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

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

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

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



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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

## **CHAPTER VII. ENFORCEMENT CLAUSES**

### **Article 24. Effective date**

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

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

**ĐÀO NGỌC THANH**

