

**AN TRUONG AN  
JOINT STOCK COMPANY**

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No. 0611/2025/NQ-DHĐCĐ/ATG

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

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Gia Lai, November 6<sup>th</sup>, 2025

**RESOLUTION**

- Pursuant to Enterprise Law No. Pursuant to Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Charter of An Truong An Joint Stock Company;
- Pursuant to the Regulations on organizing the Extraordinary General Meeting of Shareholders (EGM) in 2025 approved by the GMS of An Truong An Joint Stock Company ("ATG") on November 6, 2025;
- Pursuant to the Minutes of the Extraordinary General Meeting of Shareholders of ATG in 2025 dated November 6, 2025.

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2025  
AN TRUONG AN JOINT STOCK COMPANY**

**DECISION RESOLUTION**

**Article 1.** Approval of the Capital Increase Plan through private placement

**Article 2.** Approval of changing the company name to ATG PLANET Joint Stock Company and adding business lines.

**Article 3.** Approval of the Report on ATG PLANET's operational strategy until the end of 2030.

**Article 4.** Approval Contribute capital to establish a Blockchain and AI technology company.

**Article 5.** Approval of allowing foreign investors to own up to 100% of the company's capital .

**Article 6.** Through the establishment of ATG Planet Stone Co., Ltd

**Article 7. Terms of implementation**

This Resolution was voted and passed by the 2025 Extraordinary General Meeting of Shareholders via Full text at the Congress and effective execution from November 6, 2025.

The Board of Directors, the General Director of the Company and related departments/offices and individuals are responsible and obligated to implement this Resolution.

**Place receive:**

- The shareholders of the Company company (to b/c);
- Board of Directors (to know);
- Board of Directors governor (to present);
- Save in office.

**ON BEHALF OF THE GENERAL  
MEETING OF SHAREHOLDERS  
CHAIRMAN**



**NGUYEN HUU PHU**

**MEETING MINUTES**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2025**

Business name : **AN TRUONG AN JOINT STOCK COMPANY (the  
"Company")**  
Stock code : **ATG**  
Business registration : 4100577172 first issued by the Department of Planning and  
certificate number Investment of Binh Dinh Province on August 1, 2007, 13th change on  
July 16, 2025  
Head office address : No. 81 Mai Hac De, Quy Nhon Nam Ward, Gia Lai Province,  
Vietnam  
Phone :  
Meeting time : From 2:30 p.m. November 6, 2025  
Meeting place : 8th Floor, Building No. 132 Mai Hac De, Hai Ba Trung Ward, Hanoi,  
Vietnam

**A. CONGRESS PARTICIPANTS, VALIDITY OF CONGRESS:**

**1. Congress participants**

- Shareholders: All shareholders currently owning shares of the Company as of the closing date of the shareholder list on **October 9, 2025**. (*List of shareholders entitled to attend the Extraordinary General Meeting of Shareholders ("AGM") in 2025 is attached with the Minutes of the meeting*).
- Chairman of the Board of Directors: Nguyen Huu Phu
- Board members and employees of the Company.

**2. Validity of the Congress**

The Congress listened to **Ms. Dinh Thi Hong Lien** - Head of the Shareholder Qualification Examination Committee report on the results of the shareholder qualification examination as follows:

- The total number of shareholders of the Company on the record date of shareholders entitled to attend the meeting on October 9, 2025 is **908** shareholders equivalent to **15,220,000** shares with voting rights, corresponding to **15,220,000** votes, representing 100% of total voting shares.
- The total number of shareholders and shareholders' representatives actually attending the 2025 Extraordinary General Meeting of Shareholders is **08** delegates, owning or representing **9.934.700** voting shares, equivalent to **65,27%** of the total number of voting shares of An Truong An Joint Stock Company.

Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on June 17, 2020 and the Company's Charter of Organization and Operation, the number of officially attending shareholders and duly authorized representatives who are qualified to attend the Company's 2025 extraordinary General Meeting of Shareholders and the proportion of shares of the attending



shareholders/shareholder representatives ensure that the General Meeting of Shareholders is allowed to proceed properly.

**B. CONFERENCE CONTENT :**

**I. OPENING OF THE CONGRESS**

The Congress listened to **Mr. Nguyen Huu Phu** - on behalf of the Organizing Committee deliver the opening speech of the Congress.

**II. CONGRESS APPROVED PERSONNEL OF THE PRESIDIUM, SECRETARIAT, VOTING AND ELECTION COUNTING COMMITTEE**

**1. The Presidium includes:**

- |                        |  |
|------------------------|--|
| + Mr. Nguyen Huu Phu   | - Chairman of the Board of Directors/Chairman of the General Meeting |
| + Mr. Thai Thien Quang | - General director   |

**Voting results:**

- *Voting method: Vote by raising the Voting Card*
- *Total votes: 9.934.700 votes, reaching 100% of the total votes of shareholders attending the meeting.*
- *Total valid votes: 9.934.700 votes, reaching 100% of the total votes of shareholders attending the meeting.*
- *Total number of invalid votes: 0 votes, reaching 0% of the total number of votes of shareholders attending the meeting.*
- *Total number of votes in favor: 9.934.700 votes, reaching 100% of the total number of votes of shareholders attending the meeting.*
- *Total number of Disapproval votes: 0 votes, reaching 0% of the total number of votes of shareholders attending the meeting.*
- *Total number of No opinion votes: 0 votes, reaching 0% of the total number of votes of shareholders attending the meeting.*

**2. Secretary:**

The Chairman appointed **Mr. Nguyen Anh Tu** as Secretary of the 2025 Extraordinary General Meeting of Shareholders of An Truong An Joint Stock Company.

**3. Vote counting and election committee:**

- |                      |                     |
|----------------------|---------------------|
| + Ms. Dao Thi Quynh  | - Head of the Board |
| + Ms. Do Phuong Thao | - Member            |

**Voting results:**

- *Voting method: Vote by raising the Voting Card*
- *Total votes: 9.934.700 votes, reaching 100% of the total votes of shareholders attending the meeting.*
- *Total valid votes: 9.934.700 votes, reaching 100% of the total votes of shareholders attending the meeting.*

- Total number of invalid votes: 0 votes, reaching 0% of the total number of votes of shareholders attending the meeting.
- Total number of votes in favor: 9.934.700 votes, reaching 100% of the total number of votes of shareholders attending the meeting.
- Total number of Disapproval votes: 0 votes, reaching 0% of the total number of votes of shareholders attending the meeting.
- Total number of No opinion votes: 0 votes, reaching 0% of the total number of votes of shareholders attending the meeting.

### **III. APPROVING THE MEETING AGENDA AND WORKING REGULATIONS OF THE CONGRESS**

The Congress listened to **Mr. Nguyen Huu Phu** - Chairman of the Congress - present the Congress agenda and the Congress's Working Regulations for approval by the General Meeting of Shareholders.

#### **The content of the Congress includes:**

1. Approving the plan to issue additional shares to increase the company's charter capital (Submission No. 01/2025/TTr-DHĐCĐ/ATG)
2. Approval of changing the company name to ATG PLANET Joint Stock Company and adding business lines ((Report No. 02/2025/TTr-DHĐCĐ/ATG)
3. Approval of the Report on ATG PLANET's operational strategy until the end of 2030. (Report No. 03/2025/TTr-DHĐCĐ/ATG)
4. Approval of Capital Contribution to establish a Blockchain and AI technology company. (Report No. 04/2025/TTr-DHĐCĐ/ATG)
5. Approving the Permission for Foreign Investors to Own Up to 100% of the Company's Charter Capital. (Submission No. 05/2025/TTr-DHĐCĐ/ATG)
6. Approval of the establishment of ATG Planet Stone LLC. (Report No. 06/2025/TTr-DHĐCĐ/ATG)

#### **❖ The Congress voted to approve the meeting agenda:**

- Voting method: Vote by raising the Voting Card
- Total number of votes: 9.934.700 votes, reaching 100% of the total votes of shareholders attending the meeting
- Total valid votes: 9.934.700 votes, reaching 100% of the total votes of shareholders attending the meeting
- Total number of invalid votes: 0 votes, reaching 0% of the total number of votes of shareholders attending the meeting
- Total votes in favor: 9.934.700 votes, reaching 100% of the total votes of shareholders attending the meeting
- Total number of Disapproval votes: 0 votes, reaching 0% of the total number of votes of shareholders attending the meeting
- Total number of No opinion votes: 0 votes, reaching 0% of the total number of votes of shareholders attending the meeting

#### **❖ The Congress voted to approve the Working Regulations of the Extraordinary General Meeting of Shareholders in 2025:**



- *Voting method: Vote by raising the Voting Card*
- *Total number of votes: 9.934.700 votes, reaching 100% of the total votes of shareholders attending the meeting*
- *Total valid votes: 9.934.700 votes, reaching 100% of the total votes of shareholders attending the meeting*
- *Total number of invalid votes: 0 votes, reaching 0% of the total number of votes of shareholders attending the meeting*
- *Total votes in favor: 9.934.700 votes, reaching 100% of the total votes of shareholders attending the meeting*
- *Total number of Disapproval votes: 0 votes, reaching 0% of the total number of votes of shareholders attending the meeting*
- *Total number of No opinion votes: 0 votes, reaching 0% of the total number of votes of shareholders attending the meeting*

#### **IV. PRESENTATIONS AT THE I CONGRESS**

**Mr. Nguyen Huu Phu - Chairman of the Board of Directors, Chairman of the Congress presented the following contents:**

- Approving the plan to issue additional shares to increase the company's charter capital (Submission No. 01/2025/TTr-DHĐCĐ/ATG)
- Approval of changing the company name to ATG PLANET Joint Stock Company and adding business lines ((Report No. 02/2025/TTr-DHĐCĐ/ATG)
- Approval of the Report on ATG PLANET's operational strategy until the end of 2030. (Report No. 03/2025/TTr-DHĐCĐ/ATG)
- Approval of Capital Contribution to establish a Blockchain and AI technology company. (Report No. 04/2025/TTr-DHĐCĐ/ATG)
- Approving the Permission for Foreign Investors to Own Up to 100% of the Company's Charter Capital. (Submission No. 05/2025/TTr-DHĐCĐ/ATG)
- Approval of the establishment of ATG Planet Stone LLC. (Report No. 06/2025/TTr-DHĐCĐ/ATG)

#### **V. DISCUSSION AND VOTING SECTION**

1. Discussion: Shareholders agree with the issues raised at the Meeting.
2. After the discussion ends, the Chairman asks Shareholders to vote on the contents of the reports presented at the Meeting on the Voting Form and put it in the ballot box.

#### **VI. CONGRESS BREAK**

#### **VII. VOTING RESULTS**

Ms. Dao Thi Quynh - Head of the Voting and Election Committee reported the voting results as follows:

- Voting by ballot. Each common share has voting rights corresponding to one (01) vote
- Total number of ballots issued: 08 ballots, representing 9.934.700 voting rights, accounting for 100% of the total votes of all shareholders attending the meeting.

**At the time of vote counting at 16:45:**

Total number of votes collected is: 08 votes, representing 9.934.700 votes, accounting for 100% of the total votes of all shareholders attending and voting at the meeting.

*In there:*

- The number of valid votes is: 08 votes, representing 9.934.700 votes, accounting for 100% of the total votes of all shareholders attending and voting at the meeting.
- Number of Invalid Ballots: 0 votes, representing 0 votes, accounting for 0% of the total number of votes of all shareholders attending and voting at the meeting.

❖ **The results of the voting for each content are as follows:**

- 1. Resolution 01:** Approving the plan to issue additional shares to increase the company's charter capital (Submission No. 01/2025/TTr-DHĐCĐ/ATG)

Voting results :

- *Voting method: Voting by shareholders filling out the Voting Form*
  - *Total number of votes: 9.934.700 votes, reaching 100% of the total votes of shareholders attending the meeting*
  - *Total valid votes: 9.934.700 votes, reaching 100% of the total votes of shareholders attending the meeting*
  - *Total number of invalid votes: : 0 votes, reaching 0% of the total number of votes of shareholders attending the meeting*
  - *Total votes in favor: 9.934.700 votes, reaching 100% of the total votes of shareholders attending the meeting*
  - *Total number of Disapproval votes: 0 votes, reaching 0% of the total number of votes of shareholders attending the meeting*
  - *Total number of No opinion votes: 0 votes, reaching 0.% of total votes of shareholders attending the meeting*
- 2. Resolution 02:** Approval of changing the company name to ATG PLANET Joint Stock Company and adding business lines ((Submission No. 02/2025/TTr-DHĐCĐ/ATG)

Voting results :

- *Voting method: Voting by shareholders filling out the Voting Form*
  - *Total number of votes: 9.934.700 votes, reaching 100% of the total votes of shareholders attending the meeting*
  - *Total valid votes: 9.934.700 votes, reaching 100% of the total votes of shareholders attending the meeting*
  - *Total number of invalid votes: : 0 votes, reaching 0% of the total number of votes of shareholders attending the meeting*
  - *Total votes in favor: 9.934.700 votes, reaching 100% of the total votes of shareholders attending the meeting*
  - *Total number of Disapproval votes: 0 votes, reaching 0% of the total number of votes of shareholders attending the meeting*
  - *Total number of No opinion votes: 0 votes, reaching 0.% of total votes of shareholders attending the meeting*
- 3. Resolution 03:** Approval of the Report on ATG PLANET's operational strategy until the end of 2030. (Report No. 03/2025/TTr-DHĐCĐ/ATG)

Voting results :

- *Voting method: Voting by shareholders filling out the Voting Form*
- *Total number of votes: 9.934.700 votes, reaching 100% of the total number of votes of shareholders attending the meeting*
- *Total valid votes: 9.934.700 votes, reaching 100% of the total number of votes of shareholders attending the meeting*



- Total number of invalid votes: : 0 votes, reaching 0% of the total number of votes of shareholders attending the meeting
- Total number of votes in favor: 9.934.700 votes, reaching 100% of the total number of votes of shareholders attending the meeting
- Total number of Disapproval votes: 0 votes, reaching 0% of the total number of votes of shareholders attending the meeting
- Total number of No opinion votes: 0 votes, reaching 0.% of total votes of shareholders attending the meeting

**4. Resolution 04:** Approval of Capital Contribution to establish a Blockchain and AI technology company. (Submission No. 04/2025/TTr-DHĐCĐ/ATG)

Voting results :

- Voting method: Voting by shareholders filling out the Voting Form
- Total number of votes: 9.934.700 votes, reaching 100% of the total number of votes of shareholders attending the meeting
- Total valid votes: 9.934.700 votes, reaching 100% of the total number of votes of shareholders attending the meeting
- Total number of invalid votes: : 0 votes, reaching 0% of the total number of votes of shareholders attending the meeting
- Total number of votes in favor: 9.934.700 votes, reaching 100% of the total number of votes of shareholders attending the meeting
- Total number of Disapproval votes: 0 votes, reaching 0% of the total number of votes of shareholders attending the meeting
- Total number of No opinion votes: 0 votes, reaching 0.% of total votes of shareholders attending the meeting

**5. Resolution 05:** Approving the Permission for Foreign Investors to Own Up to 100% of the Company's Charter Capital. (Submission No. 05/2025/TTr-DHĐCĐ/ATG)

Voting results :

- Voting method: Voting by shareholders filling out the Voting Form
- Total number of votes: 9.934.700 votes, reaching 100% of the total number of votes of shareholders attending the meeting
- Total valid votes: 9.934.700 votes, reaching 100% of the total number of votes of shareholders attending the meeting
- Total number of invalid votes: 0 votes, reaching 0% of the total number of votes of shareholders attending the meeting
- Total number of votes in favor: 9.934.700 votes, reaching 100% of the total number of votes of shareholders attending the meeting
- Total number of Disapproval votes: 0 votes, reaching 0% of the total number of votes of shareholders attending the meeting
- Total number of No opinion votes: 0 votes, reaching 0.% of total votes of shareholders attending the meeting

**6. Resolution 06:** Approval of the establishment of ATG Planet Stone LLC. (Submission No. 06/2025/TTr-DHĐCĐ/ATG)

Voting results :

- Voting method: Voting by shareholders filling out the Voting Form

- Total number of votes: 9.934.700 votes, reaching 100% of the total number of votes of shareholders attending the meeting
- Total valid votes: 9.934.700 votes, reaching 100% of the total number of votes of shareholders attending the meeting
- Total number of invalid votes: 0 votes, reaching 0% of the total number of votes of shareholders attending the meeting
- Total number of votes in favor: 9.934.700 votes, reaching 100% of the total number of votes of shareholders attending the meeting
- Total number of Disapproval votes: 0 votes, reaching 0% of the total number of votes of shareholders attending the meeting
- Total number of No opinion votes: 0 votes, reaching 0.% of total votes of shareholders attending the meeting

## VIII. APPROVAL OF THE MINUTES AND RESOLUTIONS OF THE CONGRESS

Mr. Nguyen Anh Tu - Secretary read the full text of the Minutes of the meeting and the Resolution of the Extraordinary General Meeting of Shareholders in 2025 to be submitted to the Congress for approval.

### Voting results :

- Voting method: Vote by raising the Voting Card
- Total number of votes: 9.934.700 votes, reaching 100% of the total number of votes of shareholders attending the meeting
- Total valid votes: 9.934.700 votes, reaching 100% of the total number of votes of shareholders attending the meeting
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- Total number of No opinion votes: 0 votes, reaching 0.% of total votes of shareholders attending the meeting



## C. CLOSING OF THE CONGRESS

Mr. Nguyen Huu Phu - Chairman of the Congress closing speech of the Congress.

The 2025 Extraordinary General Meeting of Shareholders of An Truong An Joint Stock Company ended at 5:00 p.m. on the same day./.

**SECRETARY**

**NGUYEN ANH TU**

**PRESIDENT**



**NGUYEN HUU PHU**



**AN TRUONG AN  
JOINT STOCK COMPANY**

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No: 01/2025/TTr-DHĐCD/ATG

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

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Gia Lai, November 06<sup>th</sup> 2025

**SUBMISSION**

***Re: Approval of the plan to issue additional shares to increase the company's charter capital***

- **Respectfully submit to: General Meeting of Shareholders Company An Truong An Joint Stock Company**
- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to Decree 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 Company's Charter of Organization and Operation;
- Pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders dated April 15, 2025 on the policy of increasing charter capital;
- Based on the financial situation and investment needs of the Company;
- Pursuant to the regulations of the State Securities Commission (SSC) on private issuance of shares.
- Base keep love image active dynamic terrible business and demand of the Company company

The Board of Directors ("BOD") respectfully presents to the General Meeting of Shareholders ("GMS") for approval of the plan to issue individual shares to increase the Company's charter capital as follows:

**1. Purpose and content of the private placement**

- Purpose: To raise capital to contribute 200,000,000,000 VND to establish ATG Stone Cam Son One Member Co., Ltd., specializing in manufacturing and processing construction materials in Cam Son Industrial Park, Cam Thuy Commune and Cam Van Commune, Thanh Hoa Province.
- Number of shares issued: 10,000,000 common shares.
- Expected issuance price: VND 20,000/share (excluding tax). The Board of Directors is authorized to decide to adjust the maximum issuance price, but it must not be lower than VND 12,000/share, in accordance with the regulations of the State Securities Commission and the market situation at the time of implementation.
- Total mobilized value (expected): 200,000,000,000 VND.
- Issuing subjects: Professional securities investors as prescribed by the State Securities Commission, including domestic and foreign organizations and individuals. The Board of Directors is authorized to fully decide the maximum list of issuing subjects, ensuring compliance with Article 83 of the Securities Law 2019.
- Implementation time: 4th quarter 2025 or 2026 (announce plan in November 2025, complete issuance in 2025 or 2026). The Board of Directors is authorized to adjust the maximum implementation time, but not exceeding 2026, in accordance with the regulations of the State Securities Commission.



- Charter capital after issuance: VND 252,200,000,000 (from current VND 152,200,000,000).

## 2. Capital usage plan

Capital contribution to establish ATG Stone Cam Son One Member Co., Ltd.: VND 200,000,000,000 (100% mobilized capital).

## 3. Implementation plan

- Time: Announce the plan in November 2025, complete the issuance in 2025 or 2026. The Board of Directors is authorized to fully adjust the maximum implementation plan, including the number of shares, issuance price, subjects, and time, as long as it complies with the regulations of the State Securities Commission and the Securities Law 2019.
- Procedure: Approve the extraordinary General Meeting of Shareholders on November 6, 2025, register with the State Securities Commission in 2025 or 2026, disclose information according to Circular 96/2020/TT-BTC.
- Commitment: Comply with Article 83 of the Securities Law 2019 and Article 128 of the Enterprise Law 2020; The Board of Directors reports on the progress of capital issuance and use at the 2026 Annual General Meeting of Shareholders.

## 4. Risks and Benefits

- Risks: Market price fluctuations, slow State Securities Commission procedures, or changes in the planning of Cam Son industrial cluster. The Board of Directors is authorized to fully adjust the plan to minimize risks and ensure compliance with the law.
- Benefits: Additional equity capital, avoiding special control on UPCoM according to Decree 155/2020/ND-CP; supporting business diversification strategy.

The Board of Directors proposes that the General Meeting of Shareholders approve the plan to issue individual shares in 2025/2026 and authorizes the Board of Directors to decide to adjust the maximum implementation factors (number of shares, issuance price, subjects, time), as long as it is not lower than the prescribed minimum level and complies with the regulations of the State Securities Commission.

The General Meeting of Shareholders assigned the Board of Directors to carry out the necessary procedures to implement this plan in accordance with legal regulations, including selecting the issuer, determining the final issue price, and reporting the results to shareholders.

### Recipient:

- Board of Directors;
- Save in office.

On behalf of the board of directors

Chairman



Nguyen Huu Phu



**Plan to offer individual shares  
to organizations, individuals, and professional securities investors at home and abroad**

**Dear: General Meeting of Shareholders of An Truong An Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to Decree 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 Company's Charter of Organization and Operation;
- Base keep love image active dynamic terrible business and resource needs capital of the Company company

The Company's Board of Directors respectfully presents to the General Meeting of Shareholders for approval the plan to offer individual shares to organizations, individuals, and professional securities investors at home and abroad, specifically:

**I. Offering plan**

1.	Name of stock	:	An Truong An Joint Stock Company
2.	Stock code	:	ATG
3.	Share price	:	10,000 VND (Ten thousand dong )/share ballot
4.	Type of stock	:	Common stock
5.	Number of shares outstanding before offering	:	15,220,000 shares
6.	Charter capital before offering	:	152.220,000,000 VND ( In words: One hundred fifty-two billion two hundred million Dong)
7.	Maximum number of shares expected to be offered	:	10,000,000 shares
8.	Maximum expected value of shares offered at par value	:	100.000,000,000 VND (In words: One hundred billion Dong)
9.	Expected increase in charter capital	:	100.000,000,000 VND (In words: One hundred billion Dong)
10.	Expected number of outstanding shares after	:	20,220,000 shares

	completion of private offering		
11.	Expected charter capital after completion of private offering	:	252,200,000,000 VND (In words: Two hundred and fifty two billion two hundred million Dong)
12.	Form of offering	:	Private offering of shares
13.	Price for sale	:	Expected to be 20,000 VND/share. Shareholders' meeting authorized rights give Board of Directors decide determine price for sale but Are not short than 12,000 copper/share vote
14.	Opposite to statue for sale	:	Individuals and/or organizations / professional securities investors domestic and foreign industries
15.	Criteria for selecting the offering object	:	Professional securities investors must meet the criteria of professional securities investors according to Article 11 of the Securities Law . Domestic and foreign individual and institutional investors.  The General Meeting of Shareholders authorizes the Board of Directors to decide on details and adjustments. criteria for suitability fit with love reality economy
16.	Number of investors expected to offer	:	Expected to be offered to less than 100 investors including professional securities investors.
17.	Number of shares expected to be offered to each Investor	:	Depending on the financial capacity and commitment of investors on the basis of agreement and cooperation contents of the parties.  The General Meeting of Shareholders assigns and authorizes the Board of Directors to proactively search, select and approve the list and number of investors eligible to participate in purchasing privately offered shares; and decide on the number of shares offered to each investor.
18.	Direction judgment treat reason stock no distribution out (if any)	:	The General Meeting of Shareholders authorizes the Board of Directors to decide to offer the undistributed shares to other entities under offering conditions no more favorable than the offering conditions for Investors in this plan after being approved by the General Meeting of Shareholders and in compliance with the provisions of law.
19.	Transfer conditions	:	The number of shares offered for sale is restricted from transfer. transfer 01 (one) year for professional securities investors from the date completion of the offering, except in the case of transfer between the investor private proof contract specialized career or France law Have rules determine other.
20.	Time space attend sale offer	:	Expected in 2025 or 2026.



			The General Meeting of Shareholders authorizes the Board of Directors to decide on a specific time appropriate to the situation. actual form. The company will announce the specific offering time. after When Commission you Proof contract Home water Have literature copy acceptance lake preliminary stock offering private odd of the Company company
21.	Plan to ensure that the offering of shares meets the regulations on foreign ownership ratio	:	The General Meeting of Shareholders authorized the Board of Directors to approve a plan to ensure that the share offering meets the regulations on foreign ownership ratio.
22.	Fundraising plan in case the proceeds from the offering are not as expected	:	In case the offering period and extension period (if any) end and the Company does not offer all the registered shares, the amount of money collected from the offering is not enough as expected, the General Meeting of Shareholders authorizes the Board of Directors to choose to use other capital sources such as bank loans, personal loans, and/or other solutions ensuring compliance with the provisions of law and internal regulations of the Company to implement the set plans.

Assessing the level of stock dilution:

Private placement of shares may cause dilution risks such as: (i) dilution of share price; (ii) dilution of net income per share; (iii) dilution of book value per share; (iv) dilution of ownership and voting rights, specifically as follows:

(i) *Dilution of stock price*

The private placement of shares will not technically affect the price of shares traded on the market. At the same time, the private placement of shares is restricted from transfer for at least 01 year from the time of completion of the offering, so the pressure from supply to the market is low, thus having little impact on the price of circulating shares.

(ii) *Risk of dilution of earnings per share (EPS)*

Net income per share is calculated using the formula:

$$\text{Adjusted EPS} = \frac{\text{Profit after tax}}{\text{Average number of share outstanding during the period}}$$

After the offering is completed, net income per share will be changed in a downward direction due to the increase in the number of outstanding shares while profit growth will have a certain lag.

(iii) *Risk of book value dilution*

The Company's book value of shares is calculated according to the following formula:

$$\text{Book value of shares after dilution} = \frac{\text{Equity} - \text{Intangible assets}}{\text{Total number of shares after offering}}$$

After the offering is completed, the book value of each share may decrease in the event that the offering price is lower than the book value of each share at the time of the offering.

However, the EPS and adjusted book value per share decrease is only temporary. Because with the capital raised from the offering, the Company's business activities in the coming time are expected



to achieve certain results, creating significant growth momentum in the following years.

*(iv) Risk of dilution of holdings and voting rights*

The offering of additional shares to entities other than existing shareholders also reduces the holding ratio and voting rights of existing shareholders by a proportion corresponding to the additional offering ratio.

**II. Purpose and plan for using capital raised from the offering**

In case the Company successfully conducts a Private Share Offering of 10,000,000 shares, the offering price is VND 20,000/share, the expected amount of money collected from the offering is 200,000,000,000 VND.

STT	Capital usage plan	Estimated amount (VND)
1	Established ATG PLANET STONE One Member Co., Ltd., under ATG PLANET, specializing in manufacturing and trading construction materials.	200,000,000,000
	<b>Total</b>	<b>200,000,000,000</b>

The General Meeting of Shareholders authorizes the Board of Directors to develop a detailed capital use plan, adjust/amend the capital use plan and allocate the proceeds from the offering in accordance with the actual business situation of the Company; Decide and/or flexibly adjust the details of the capital use plan, detailed use items and disbursement time, change the capital use plan, the proceeds from the offering with a change value of less than 50% of the total amount raised or a larger change ratio if authorized by the General Meeting of Shareholders.

The General Meeting of Shareholders authorizes the Board of Directors to proactively allocate the additional amount (in case the total amount collected from the offering exceeds the total estimated amount of capital mobilized as mentioned above) to supplement working capital and report to the General Meeting of Shareholders at the nearest meeting .

**III. Additional listing and additional depository**

All additional shares offered for sale will be additionally deposited and listed by the Company. fig according to rules provisions of law.

**IV. Through maximum foreign ownership ratio**

a) Through the foreign ownership ratio of ATG is 100% (one hundred percent)

b) Assign/ authorize to the Board of Directors:

- Carry out necessary work to ensure that the offering complies with foreign ownership regulations

- Proactively adjust the maximum foreign ownership ratio to suit ATG's changing needs and current legal requirements (if any)

- Carry out procedures to notify the State Securities Commission of the maximum foreign ownership ratio.

c) Foreign investors participating in the Offering must satisfy the conditions prescribed by the Securities Law and relevant laws.

**V. Authority**

In addition to the above separately authorized contents, the General Meeting of Shareholders authorizes the Board of Directors to decide all related matters. to the private offering of shares , including including But Are not limit:



a) Carry out development work Khai Phuong judgment stock offering ballot private odd give home head individual / institutional investors contractspecialized domestic and foreign industries:

- Actively prepare and explain the registration dossier for private securities offering to the State Securities Commission;

- Choose select time point prefer fit development declare job Offer for sale after approval of the State Securities Commission, ensuring compliance with legal regulations;

- Build build, thing adjust direction judgment history use capital spend section give edema fit with love image real economy eachtime period belong to business career

- Develop a plan to ensure that the offering of shares meets the regulations on foreign ownership ratio;

- Implement necessary procedures for additional depository and registration of additional listing of offered shares at Vietnam Securities Depository and Clearing Corporation and Hanoi Stock Exchange in accordance with the provisions of law.

- Supplement, amend, complete the Offering Plan or change this plan according to the requirements of the state management agency so that the Company's capital mobilization is carried out legally, in accordance with regulations, ensuring the rights of shareholders and the Company.

b) Make amendments to the provisions relating to charter capital, shares, and stocks in Charter of organization and operation of the Company after completing the stock offering according to the results real economy belong to offering

c) Carry out procedures to change the Company's license related to changing the charter capital. tears according to conclude fruit real economy of offering with muscle mandarin home water has judge rights

d) Decision determine history use part capital surplus residual collect Okay from batch for sale in school fit neck ballotfor sale High than destiny price.

e) Toan rights perform the labour job other have link mandarin.

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

Best regards ./.

**Recipient:**

- General Meeting of Shareholders;
- Board of Directors, Executive Board;
- Save VT.



**Nguyen Huu Phu**

**AN TRUONG AN JOINT STOCK COMPANY**  
Number 81 Mai Hac De, Quy Nhon Nam ward, Gia Lai province

**PRIVATE PLACEMENT PLAN**

**Gia Lai , November 2025**





## LEGAL BASIS FOR THE PRIVATE PLACEMENT

This stock issuance plan is presented at the 2025 Annual General Meeting of Shareholders . This plan is based on :

- 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 the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular 118/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of contents on offering, issuing securities, public offering, repurchasing shares, and registering sign public company and de-qualification of public company;
- Base keep Thing tears nest function and active action of Labour company;
- Base keep love image work business and demand capital belong to Company .

Now build build plan release neck ballot to increase charter capital tears Labour like after:

### I. PRIVATE SHARES OFFERING PLAN TO SECURITY INVESTORS PROFESSIONAL BONDING

#### 1. Direction judgment release

- Name of stock : An Truong An Joint Stock Company
- Destiny price : 10,000 (*Ten thousand* ) copper/share ballot
- Type of stock : Common stock
- Number of shares outstanding : 10,000,000 share (*Ten million shares* ) before offering
- Total value of shares expected: 100,000,000,000 VND (*One hundred billion VND*) maximum issuance at par value
- Issue price : 20,000 VND/share (excluding tax). The Board of Directors is authorized to decide to adjust the maximum issuance price, but it must not be lower than 12,000 VND/share, in accordance with the regulations of the State Securities Commission and the market situation at the time of implementation.
- Issuer : The fish core/ nest function To be home head private proof : contract specialized business according to Article 11 of the Securities Law 2019
- Number of investors offering for sale : Under 100 Professional Stock Investors

- Criteria for selection of issuers : Investors must meet the criteria of being investors. stock professional under Article 11 of the Securities Law.  
General Meeting of Shareholders commission rights give Festival copper management treatment decide determined, adjust pepper will, name book, number quantity home head private old man body give edema  
fit with love reality economy
- Number of shares expected to be offered to each Investor : Depending on the financial capacity and commitment of the investors on the basis of agreements and cooperation contents of the parties. The General Meeting of Shareholders assigns and authorizes the Board of Directors to proactively seek search, select and approve the list and number of investors consult family buy neck ballot Hello sell private odd; decide determine number  
quantity neck greeting sell give each house invest
- Plan for handling undistributed shares : The General Meeting of Shareholders authorizes the Board of Directors to decide on the offering. Number of shares not fully distributed to the parties other object under terms of sale no more favorable than the terms Hello sell give the Home head private in direction judgment This after When has been General Meeting of Shareholders information via and obey goalkeeper according to the rules determine belong to  
France law.
- Transfer conditions : The number of issued shares is restricted from transfer for 01 year for professional securities investors from the date of completion of the issuance, except in the case of transfer. between the home head private proof contract specialized career or law law Have rules determine other.
- Expected release date : In 2025 or 2026. Specific time will be authorized The Board of Directors will decide in accordance with the actual situation. The Company will announce the specific issuance time. after When The State Securities Commission has issued a document approving the Company's private share offering dossier.
- Plan to ensure that the offering of shares meets the regulations on foreign ownership ratio : The General Meeting of Shareholders authorizes the Board of Directors to approve the plan to ensure tell job stock offering ballot response rules determine about proportion office foreign ownership

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## 2. Plan for using capital raised from the issuance

Direction judgment history use capital in school fit develop onion private odd wall labour with price 20,000 VND/share

STT	Direction judgment history use capital	Number money attendants (VND)
1	Established ATG PLANET STONE One Member Co., Ltd., under ATG PLANET, specializing in manufacturing and trading construction materials.	200,000,000,000
Total		200.000.000.000

The General Meeting of Shareholders authorizes the Board of Directors to develop a detailed capital use plan, adjust/amend the capital use plan and allocate the proceeds from the issuance in accordance with the actual business situation of the Company.

## 3. Seal listed supplement fig and save sign supplement fig

All additional shares issued will be additionally deposited and listed by the Company in accordance with regulations.

## 4. Commission rights

The General Meeting of Shareholders authorizes the Board of Directors to decide on all matters related to the private offering of shares to increase charter capital, including but not limited to:

The General Meeting of Shareholders authorizes the Board of Directors to decide on all matters related to the private offering of shares to increase charter capital, including but not limited to:

- a) Exhibition declare Direction judgment Hello sell neck ballot private odd give home head private proof contract professional to increase charter capital.
  - Owner dynamic build build and prize program lake preliminary Ask for permission Commission you proof House contract water real private offering of shares;
  - Choose select time point prefer fit development declare job Hello sell neck ballot individual ;
  - Build build, thing adjust direction judgment history use capital spend section give edema fit with love image real economy each period of the business.
  - Develop a plan to ensure that the foreign investor's share ownership ratio does not exceed the prescribed ratio.
- b) Make amendments to the provisions relating to charter capital, shares, and stocks in Organizational regulations and the Company's operations after the completion of the private placement of shares based on the actual results of the offering.
- c) Carry out procedures to change the Company's license related to changing the charter capital according to the actual results of the private stock offering with the competent state agency.
- d) Decision on using the surplus capital obtained from the private offering of shares in case the shares issued are higher than the par value (if any)
- e) Full authority to perform other related tasks.

**Recipient:**

- Board of Directors;
- Save in office.

Gia Lai, November 06<sup>th</sup>, 2025  
On behalf of the board of directors  
Chairman



Nguyen Huu Phu





**AN TRUONG AN  
JOINT STOCK COMPANY**

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No: 02/2025/TTr-ĐHĐCĐ/ATG

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

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Gia Lai, November 06th 2025

**SUBMISSION**

***Re: Changing the name and adding business lines of the Company***

**Respectfully submit to: General Meeting of Shareholders Company An Truong An Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to Decree 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 Company's Charter of Organization and Operation;
- Base keep love image active dynamic terrible business and demand of the Company company

The Board of Directors respectfully presents the following content to the General Meeting of Shareholders for consideration and approval:

An Truong An Joint Stock Company (ATG) was established in 2005 with the goal of becoming one of the leading companies in Vietnam in the field of construction and material production. To date, ATG has grown strongly, with an expected profit of about 60 billion VND in 2025 from current operations. In line with the strategic development orientation until 2030, focusing on high-tech fields such as Blockchain and Artificial Intelligence (AI), the Company's Board of Directors proposed to change the Company's name to better reflect its scale, vision and international expansion orientation.

The name change will help the Company affirm its new position, attract foreign investors, especially in the fields of Blockchain and Digital Assets, and facilitate capital contribution to technology projects in Da Nang Technology Park.

In order to facilitate business and development, the Board of Directors would like to propose that the General Meeting of Shareholders consider and approve the following contents:

**1. Rename An Truong An Joint Stock Company to:**

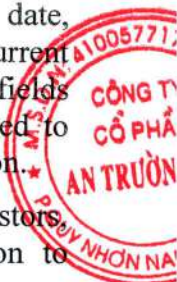
**Vietnamese name:** ATG PLANET JOINT STOCK COMPANY

**English name:** ATG PLANET JOINT STOCK COMPANY

**Abbreviation:** ATG PLANET JSC

Change the company name from An Truong An Joint Stock Company to ATG PLANET Joint Stock Company to reflect the new development strategy, focusing on the fields of blockchain technology, artificial intelligence (AI), digital assets, and construction materials production, to enhance brand recognition, attract strategic investors, and comply with the regulations on information disclosure on the stock market under the Securities Law 2019. The name change does not affect current business operations and will be registered for change with the Department of Finance of Gia Lai province.

Implementation time: Complete the registration of change with the Department of Finance of Gia Lai province before December 31, 2025, disclose information according to the regulations of





the State Securities Commission (SSC) within 24 hours after the resolution of the General Meeting of Shareholders under Decree 155/2020/ND-CP. The Board of Directors is authorized to decide to adjust the maximum implementation time, as long as it complies with the regulations of the State Securities Commission and does not affect the validity of the resolution.

## 2. Add business lines

Adding business lines to align with the business diversification strategy, including digital technology and construction materials, to take advantage of market opportunities, support the Cam Son industrial cluster project, and ensure compliance with business registration regulations under the 2020 Investment Law and the Vietnam Economic Sector System (Decision 27/2018/QD-TTg). The addition does not require additional legal capital and is not a conditional business line according to Appendix IV of the 2020 Investment Law.

### Additional content of the Company's business lines

STT	Additional business name	Industry code
1	Computer programming	6201
2	Computer consulting and computer administration	6202
3	Information technology services and other computer-related services	6209
4	Data processing, leasing and related activities	6311
5	Information portal	6312
6	Production of building materials from clay	2392
7	Production of concrete and products from cement and plaster	2395
8	Cutting, shaping and finishing stone	2396

- At the same time as the name change, complete the registration before December 31, 2025, and disclose information according to Circular 96/2020/TT-BTC. The Board of Directors is authorized to fully decide on adjusting the maximum additional business lines, as long as it does not change the strategic nature and complies with the regulations of the State Securities Commission. The Board of Directors directs the Board of Directors to coordinate with relevant departments to carry out the necessary legal procedures.

- Establish a specialized project team to implement business activities including: market research, business plan development and establishing relationships with partners

- Mobilize capital from the Company's development investment fund and other legal capital sources.

## 3. Amendment of the Charter

To accommodate new industries, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of adding new industries and business lines to the Company Charter

### Recipient:

- Board of Directors;
- Save in office.

On behalf of the board of directors  
Chairman



Nguyen Huu Phu



**AN TRUONG AN  
JOINT STOCK COMPANY**

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No: 03/2025/TTr-ĐHĐCĐ/ATG

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom - Happiness**

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Gia Lai, November 06<sup>th</sup>, 2025

**SUBMISSION**

*Re: Development and operation plan of the Company until 2030*

**Respectfully submit to: General Meeting of Shareholders Company An Truong An Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to Decree 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 Company's Charter of Organization and Operation;
- Base keep love image active dynamic terrible business and demand of the Company company

The Board of Directors respectfully presents the following content to the General Meeting of Shareholders for consideration and approval:

In the context of the global economy and Vietnam facing many challenges but also opening up many opportunities, An Truong An Joint Stock Company (stock code: ATG) recognizes the need for a long-term strategic orientation to ensure sustainable development and outstanding growth. After careful research and discussion with the Board of Directors, I respectfully present the Company's development and operation plan after changing its name to **ATG PLANET Joint Stock Company** until 2030. This plan not only aims to consolidate its current position but also to make ATG PLANET one of the pioneering enterprises in Vietnam in high-tech fields such as Blockchain and Artificial Intelligence (AI).

**I. Practical basis:**

- o Currently, ATG has a stable financial foundation with an expected profit of VND 60 billion in 2025 from construction and production activities.
- o The demand for investment in Blockchain and AI technology is increasing, especially when Vietnam is building high-tech zones like Da Nang.
- o The trend of international integration and policies to encourage foreign investment create favorable conditions for expansion.

**II. Development and operation plan to 2030**

**1. Phase 2025 - Increasing capital and consolidating the foundation**

- Capital increase through private issuance:



- Raise an additional VND 200 billion through issuing 10,000,000 shares at an expected price of VND 20,000/share.
- **Purpose of use:** Use 200 billion VND (including mobilized capital and internal resources) to establish **ATG PLANET STONE One Member Co., Ltd.**, under ATG PLANET, specializing in manufacturing and trading high-end construction materials.
- In current operations:
  - ATG is the general contractor for the construction of the infrastructure of Cam Son Industrial Park with a total value of about 250 billion VND, implemented in 03 years 2025 - 2027.
  - ATG has signed a principle contract as the general contractor of the Real Estate project in Nghe An with a total value of about 1,000 billion VND, implemented in 02 years 2026 - 2027.
  - ATG has signed a principle contract as the general contractor of 03 industrial parks in Can Tho City with a total value of about 900 billion VND, implemented in 02 years 2026 - 2027.
- **Expected results:** Strengthen financial capacity, expand production scale, create foundation for next development steps. Expected profit from 10% - 20% of contract value for current activities.

## 2. Phase 2026 - Strategic transformation and expansion

- **Charter capital and equity:**
  - Expected to reach 257 billion VND, ending the negative equity situation, marking an important turning point.
- **Development strategy:**
  - Contributed capital to establish **ABI PLANET Company** in Da Nang Technology Park, focusing on Blockchain and AI.
  - Invite foreign investors with experience in Blockchain and Digital Assets (BTC, ETH...) to become strategic shareholders.
  - Continue to issue capital increase in legal forms to invest in Digital Asset warehouse when permitted by law.
- **Stock trading:** Bring ATG shares to daily trading on Hanoi Stock Exchange (HNX) in January 2026.
- **Expected results:** Build ATG PLANET's image as a pioneering technology enterprise, attracting international capital.

## 3. Phase 2027-2030 - Comprehensive focus on Blockchain and AI

- **Focus:** Investing heavily in research, development and application of Blockchain and AI technology in the fields of manufacturing, finance, and administration.
- **Financial goals:**
  - Mobilize capital through legal forms (issuing shares, bonds, bank loans) to reach a minimum scale of **1 billion USD** by 2030.
  - Average revenue and profit growth of 20%/year thanks to international market expansion.



- **Specific activities:**

- Develop Blockchain-based products/services (e.g., smart contracts, traceability).
- AI application in production optimization and supply chain management at ATG PLANET STONE.
- Building a technology research center in Da Nang, cooperating with universities and international organizations.
- **Expected results:** Become a leading regional enterprise in Blockchain and AI technology, increase stock value and shareholder benefits.

### III. Risk analysis and solutions

#### 1. Risk:

- Legal changes related to Digital Assets (BTC, ETH...).
- Competition is fierce in the high-tech sector.
- Difficulty in attracting and retaining tech talent.

#### 2. Solution:

- Closely monitor legal regulations and adjust strategies promptly.
- Invest in research and development to create competitive advantage.
- Build attractive remuneration policies, cooperate with universities to train human resources.



### IV. Conclusion and recommendations

ATG PLANET's development plan to 2030 is not only a strategic vision but also an opportunity for the Company to overcome its current limits and affirm its position in the international market. I respectfully propose to the General Meeting of Shareholders:

1. Approved the plan to increase capital through private issuance and establish ATG PLANET STONE.
2. Approved strategy to transition to Blockchain and AI, including capital contribution to ABI PLANET.
3. Authorize the Board of Directors to implement specific steps and flexibly adjust according to the actual situation.

With the consensus of our shareholders, I believe that ATG PLANET will achieve outstanding achievements, bringing sustainable value to all stakeholders.

#### **Recipient:**

- Board of Directors;
- Save in office.

On behalf of the board of directors



Chairman

Nguyen Huu Phu

**AN TRUONG AN  
JOINT STOCK COMPANY**

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No: 04/2025/TTr-DHĐCĐ/ATG

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

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Gia Lai, November 06<sup>th</sup> 2025

**SUBMISSION**

***Re: Approval of capital contribution plan to establish ABI PLANET Joint Stock Company***

**Respectfully submit to: General Meeting of Shareholders Company An Truong An Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to Decree 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 Company's Charter of Organization and Operation;
- Base keep love image active dynamic terrible business and demand of the Company company

ATG PLANET Joint Stock Company (ATG) was established in 2011 with the goal of becoming one of the leading companies in Vietnam in the field of construction and material production. Up to now, ATG has grown strongly, with an expected profit of about 60 billion VND in 2025 from current operations. In line with the strategic development orientation until 2030, focusing on high-tech fields such as Blockchain and Artificial Intelligence (AI), the Company's Board of Directors proposed to contribute capital to establish ABI PLANET Joint Stock Company in Da Nang Technology Park to specialize in research, development and application of Blockchain and AI technology, attracting foreign shareholders with real capabilities in this field.

The capital contribution to establish a subsidiary will help the Company expand into the technology field, enhance international competitiveness, create a foundation for sustainable development, and support the plan to increase capital and reach a minimum scale of 1 billion USD by 2030.

In order to facilitate the business and development process, the Board of Directors would like to propose the General Meeting of Shareholders to consider and approve the capital contribution to establish ABI PLANET Joint Stock Company with the following main contents:

**Company name:**

**Vietnamese name:** CÔNG TY CỔ PHẦN ABI PLANET

**English name:** ABI PLANET JOINT STOCK COMPANY

**Abbreviation:** ABI JSC

**Charter capital:** 50,000,000,000 VND (Fifty billion VND), in which ATG PLANET Joint Stock Company contributes 15 billion VND (30%), the rest invites foreign strategic shareholders with experience in the field of Blockchain and Digital Assets (BTC, ETH...).

**Head office:** Danang Financial Center (enjoying FTZ incentives: 2-year CIT exemption, 70-year land lease).

**Main business lines:** Research, development and application of Blockchain and Artificial Intelligence (AI) technology; software development, digital services; investment and management of digital assets according to law; technology consulting and international cooperation.





**Organizational structure:** Joint Stock Company, with the Board of Directors elected by shareholders. Legal representative: Mr./Ms. [Name], position: Chairman of the Board of Directors.

Regarding the time of establishment and business registration: The Board of Directors would like to propose that the General Meeting of Shareholders assign the Chairman of the Board of Directors, on behalf of the Company's Board of Directors, to carry out the necessary procedures to contribute capital to establish the company in accordance with current legal regulations.

Upon establishment, ABI PLANET Joint Stock Company will operate under the strategic supervision of its parent company ATG PLANET, to support the Company in implementing its development plan to 2030, with a comprehensive focus on Blockchain and AI.

The General Meeting of Shareholders assigned the Board of Directors to carry out the necessary procedures to contribute capital to establish the company in accordance with legal regulations.

**Recipient:**

- Board of Directors;
- Save in office.

On behalf of the board of directors  
Chairman



Nguyen Huu Phu



**AN TRUONG AN  
JOINT STOCK COMPANY**

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No: 05/2025/TTr-DHĐCĐ/ATG

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

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Gia Lai, November 06<sup>th</sup> 2025

**SUBMISSION**

*Re: Allow foreign investors to own up to 100% of the company's capital*

**Respectfully submit to: General Meeting of Shareholders Company An Truong An Joint Stock Company**

*Base:*

- According to Article 22 of the Law on Enterprises 2020, the General Meeting of Shareholders has the right to decide on the foreign ownership ratio in the Company Charter.
- According to the Investment Law 2020 (Appendix IV), the Company's business lines (construction, information technology, materials) are not on the list of restricted foreign ownership, allowing a 100% ratio.
- According to the Securities Law 2019 (Article 83) and Decree 155/2020/ND-CP, changes in foreign ownership ratio must be transparently disclosed.

The Board of Directors of An Truong An Joint Stock Company (hereinafter referred to as "the Company") respectfully presents the approval plan to allow foreign investors to own up to 100% of the company's capital with the following contents.

**1. Purpose:** Approving the maximum foreign ownership ratio of 100% of the Company's charter capital to attract strategic investment from international investors (Korea, USA, Europe) in the fields of blockchain technology, artificial intelligence (AI), digital assets, and construction materials production, in line with the business diversification strategy and the Resolution of the 2025 General Meeting of Shareholders. This will support capital mobilization for large projects such as Cam Son stone factory and subsidiary ABI PLANET, aiming to achieve revenue of VND 1,000 billion/year and profit of VND 150 billion/year by 2030.

**Foreign ownership ratio:** Maximum 100% of charter capital.

**2. Implementation time:** Applicable immediately after the General Meeting of Shareholders approves and completes the registration of changes with the state agency.

**3. Commitment:**

- The Company commits to fully comply with the regulations of the State Securities Commission (SSC) on information disclosure according to Circular 96/2020/TT-BTC.
- Does not affect the rights of existing shareholders and current business operations.





- The Board of Directors is fully authorized to carry out procedures for registering changes in ownership ratio with competent state agencies and to disclose information in accordance with the provisions of law.

#### 4. Implementation plan

- Time: Applicable immediately after the General Meeting of Shareholders approves on November 6, 2025, complete registration of changes with the competent state agency before December 31, 2025. The Board of Directors is authorized to fully decide to adjust the maximum implementation time, as long as it complies with the regulations of the State Securities Commission and does not affect the validity of the resolution.

- Commitment: Fully comply with the regulations of the State Securities Commission on information disclosure, not affecting current business operations, and report progress at the 2026 Annual General Meeting of Shareholders.

#### 5. Risks and Benefits

- Risks: Allowing 100% foreign ownership may lead to loss of strategic control if foreign investors are the majority, but this is mitigated by the mechanism to protect minority shareholders under Article 115 of the Enterprise Law 2020 and transparent information disclosure under Circular 96/2020/TT-BTC.

- Benefits: Attracting large investment capital from foreign investors (expected 100 million USD in 2 years), supporting development strategy until 2030 (revenue of 1,000 billion VND/year), increasing international competitiveness in the fields of blockchain/AI and construction materials, and ensuring the validity of resolutions of the General Meeting of Shareholders when disclosing information according to regulations of the State Securities Commission.

The Board of Directors proposes that the General Meeting of Shareholders approve the plan to allow foreign investors to own up to 100% of the company's capital, and at the same time authorizes the Board of Directors to decide to adjust the implementation factors to the maximum (time, specific ownership ratio), as long as the strategic nature does not change and complies with the regulations of the State Securities Commission and current laws.

#### Recipient:

- Board of Directors;
- Save in office.

On behalf of the board of directors



Chairman

Nguyen Huu Phu

**AN TRUONG AN  
JOINT STOCK COMPANY**

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No: 06/2025/TTr-ĐHĐCĐ/ATG

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

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Gia Lai, November 06<sup>th</sup> 2025

**SUBMISSION**

***Re: Establishment of a material production and processing company***

**Respectfully submit to: General Meeting of Shareholders Company An Truong An Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
  - Pursuant to the Securities Law No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
  - Pursuant to Decree 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 Company's Charter of Organization and Operation;
  - Base keep love image active dynamic terrible business and demand of the Company company
- Market demand: Thanh Hoa has a demand for construction stone of 5-10 million m<sup>3</sup>/year (infrastructure projects, housing), decorative stone of 2-5 million m<sup>2</sup>/year (villas, gardens). The policy of supporting local materials (Decision 567/QĐ-TTg) promotes consumption.
  - Competition: Local factories (Dong Son, Tuyen Quang) have low capacity (50,000 m<sup>3</sup>/year), construction stone price is 150,000 VND/m<sup>3</sup>, decorative stone is 50,000-100,000 VND/m<sup>2</sup>. ATG competes with 10-15% lower price thanks to free stone powder.
  - Revenue forecast: 171.3 billion VND/year (construction stone 45 billion VND, decorative stone 126.3 billion VND). The establishment of a subsidiary will help the Company expand its production scale, enhance its competitiveness, attract investment and create a foundation for sustainable development in the field of construction materials, while supporting the plan to increase capital and transition to high-tech fields.

In order to facilitate the business and development process, the Board of Directors would like to propose the General Meeting of Shareholders to consider and approve the establishment of ATG Planet Stone One Member Co., Ltd. with the following main contents:

**1. Company information**

**Company name:**

**Vietnamese name:** ATG PLANET STONE ONE MEMBER COMPANY LIMITED

**English name:** ATG PLANET STONE LIMITED LIABILITY COMPANY

**Abbreviation:** ATG STONE LTD

**Charter capital:** 200 billion VND (Two hundred billion VND), 100% contributed by ATG PLANET Joint Stock Company.

**Location :** Cam Son Industrial Park, Cam Thuy Commune and Cam Van Commune, Thanh Hoa Province, area 8 hectares (80,000 m<sup>2</sup>).

**Objective :** Utilize the recovered stone powder from the landfill work (more than 2 million m<sup>3</sup>) to produce construction stone (300,000 m<sup>3</sup>/year) and decorative stone (2 million m<sup>2</sup>/year), support the infrastructure of Cam Son industrial cluster and diversify ATG's business.





**Implementation time :** Construction starts in the 4th quarter of 2025, operation from the 2nd quarter of 2026, operation period of 50 years.

**Main business lines:** Production, processing and trading of construction materials (stone, sand, gravel, cement and related products); construction works; mineral exploitation (according to law).

**Organizational structure:** One-member LLC, owned by ATG PLANET Joint Stock Company. Legal representative: Director.

## **2. Technical solutions**

- Raw materials: Recovered stone powder (2 million m<sup>3</sup>), exploited stone (2,217,215.5 m<sup>3</sup>), cement/plastic (5,000 tons/year).
- Technology:
  - + 2 stone crushing lines (500 m<sup>3</sup>/day/line, total 1,000 m<sup>3</sup>/day).
  - + Decorative stone production line: Pressing pellets/slabs from stone dust (600-800 kg/cm<sup>2</sup>), capacity 2 million m<sup>2</sup>/year.
- Equipment: Jaw crusher, cone crusher, vibrating screen (3.7-5.2 billion VND), hydraulic press (2.3-3.2 billion VND).
- Area: 8 hectares
- Human resources: 50-60 workers.

## **3. Financial plan**

- Charter capital: 200,000,000,000 VND (ATG Stone Cam Son Factory One Member Co., Ltd.).
- Total initial investment: 300,000,000,000 VND.
  - + Land purchase: 150,000,000,000 VND.
  - + Equipment and construction: 100,000,000,000 VND (2 decorative crushing and pressing lines).
  - + Working capital: 50,000,000,000 VND (raw materials, labor).
- Source of capital:
  - + Charter capital: 200,000,000,000 VND (from PHRL ATG).
  - + Loan capital: 100,000,000,000 VND (interest rate 8%/year, 5-year installment from local bank).
- Revenue and profit:
  - + Construction stone: 300,000 m<sup>3</sup> x 150,000 VND/m<sup>3</sup> = 45,000,000,000 VND/year.
  - + Decorative stone: 2,000,000 m<sup>2</sup> x 63,150 VND/m<sup>2</sup> = 126,300,000,000 VND/year.
  - + Total revenue: 171,300,000,000 VND/year.
  - + Cost: 38,820,000,000 - 45,320,000,000 VND/year (raw materials 20 billion, labor 4.32 billion, maintenance 2 billion, depreciation 12.5 billion).
  - + Profit: 126,980,000,000 - 132,480,000,000 VND/year.
- IRR: 18% (calculated on 50-year expected cash flow, 10% discount, capital recovery 14-18 months).

Regarding the time of establishment and business registration: The Board of Directors would like to propose that the General Meeting of Shareholders assign the Chairman of the Board of

Directors, on behalf of the Company's Board of Directors, to carry out the necessary procedures to establish the company in accordance with current legal regulations.

The project is feasible with IRR  $18\% > 15\%$ , supporting the ATG strategy. Proposed approval and implementation in the 4th quarter of 2025.

The General Meeting of Shareholders assigned the Board of Directors to carry out the necessary procedures to establish the company in accordance with legal regulations.

**Recipient:**

- Board of Directors;
- Save in office.

On behalf of the board of directors  
Chairman  
  
Nguyễn Hữu Phú





**SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom – Happiness**

**ORGANIZATION REGULATIONS**

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2025**

**AN TRUONG AN JOINT STOCK COMPANY**

**PART I. GENERAL PROVISIONS**

**Article 1.** Scope of application

These regulations apply to the organization of the 2025 Extraordinary General Meeting of Shareholders of An Truong An Joint Stock Company (hereinafter referred to as the "Company").

**Article 2.** These regulations specifically stipulate the rights and obligations of shareholders / shareholder representatives attending the General Meeting , conditions and procedures for conducting the General Meeting.

**Article 3.** Shareholders / shareholder representatives attending the General Meeting are responsible for complying with the provisions of this Regulation, the Company Charter and current legal regulations .

**Article 4.** Conditions of participation

Shareholders whose names are on the list of shareholders on the record date for attending the General Meeting have the right to directly attend the General Meeting or to legally authorize another person to attend the General Meeting.

**PART II. RIGHTS AND OBLIGATIONS WHEN ATTENDING THE CONGRESS**

**Article 5.** Rights and obligations of shareholders and authorized shareholders ' representatives when attending the General Meeting

1. Ordinary shareholders have the right to attend, discuss and vote on all matters within the competence of the Extraordinary General Meeting of Shareholders ( "EGM" ) ; each ordinary share corresponds to one vote.
2. In case a shareholder , for personal reasons, cannot attend the extraordinary General Meeting of Shareholders , if he/she wants to authorize, he/she can authorize by a Power of Attorney established in accordance with the provisions of civil law or according to the Company's proposed form to another person to attend and vote at the General Meeting on his/her behalf.
3. When attending, Shareholders are requested to bring the original legal documents of the individual (one of the following documents: Citizen Identification Card, Identity Card, Passport, Other legal personal identification documents), Power of Attorney (if the person is authorized) of the individual or organization, a copy of the legal documents of the Authorizer and/or the Meeting





AN TRUONG AN JOINT STOCK COMPANY  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2025

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Invitation Letter officially issued by the Company and all documents attached to the Meeting Invitation Letter .

4. Shareholders are only allowed to officially attend and vote at the meeting after completing registration procedures and proving their valid shareholder status and /or authorized representative status .
5. In case a shareholder has authorized another person without written notice of cancellation of authorization, that shareholder will not receive a Voting Card when attending the General Meeting . and Ballots at the Meeting if their authorized persons have completed the procedures for receiving the Voting Card and Ballot.
6. A person authorized to attend the General Meeting may not re -authorize to a third party.
7. The Organizing Committee of the Congress will publicly announce the Congress agenda . The opinions of shareholders or through authorized representatives at the Congress will be publicly discussed and voted by Voting Cards and/or Voting Ballots depending on each issue .
8. Shareholders attending the General Meeting after the meeting has opened must complete the procedures to register to attend the General Meeting with the Organizing Committee of the General Meeting and then have the right to participate and vote immediately after registration , but the Chairman is not responsible for stopping the General Meeting to allow shareholders to register and the validity of the votes already conducted will not be affected .
9. Shareholders and their authorized representatives when attending the General Meeting of Shareholders shall be given 01 Ballot for voting for members of the Board of Directors (hereinafter referred to as "Ballot"), 01 Ballot for voting on Reports and Proposals (hereinafter referred to as "Voting Ballot") and 01 Voting Card, on which is written the shareholder code and the number of voting shares held by that shareholder . The voting card is also used when shareholders want to express their opinions and when the Chairman proposes to vote on issues at the meeting;
10. Strictly comply with the regulations at the Congress meeting , respect the working results of the Congress and the direction of the Congress Chairman .
11. Shareholders are responsible for attending the General Meeting of Shareholders until the Chairman declares the end of the General Meeting. In case a shareholder leaves the General Meeting of Shareholders before the end for any reason, that shareholder is responsible for contacting the Vote Counting Committee to notify the shareholder's opinion on the issues to be voted at the meeting. In case a shareholder leaves the meeting before the end without notice, the shareholder's votes will not be counted in the voting results of the General Meeting.

**Article 6.** Rights and obligations of the Congress Organizing Committee , the Sub-Committee for verifying the qualifications of shareholders attending the Congress , and the Vote Counting Committee

1. Congress Organizing Committee is established by the Chairman of the Company's Board of Directors . The Congress Organizing Committee may establish sub-committees to assist in organizing the Congress .



2. The Subcommittee for checking the qualifications of shareholders attending the General Meeting is appointed by the Organizing Committee of the General Meeting . The Subcommittee for checking the qualifications of shareholders or their authorized representatives to attend the General Meeting based on the documents they present, summarize the results of the checks and report to the General Meeting on the results of checking the qualifications of shareholders attending the General Meeting . In case a person attending the meeting does not have full qualifications to attend the General Meeting , the Subcommittee for checking the qualifications of shareholders attending the General Meeting has the right to propose to refuse the right to attend the meeting of that person , to propose to refuse to issue Voting Cards, Election Ballots, Voting Ballots and to distribute documents of the General Meeting.
3. The ballot counting committee is approved by the extraordinary General Meeting of Shareholders at the meeting. The ballot counting committee has two (02) members who are not candidates for the Board of Directors , proposed by the Chairman and approved by the extraordinary General Meeting of Shareholders.

The Vote Counting Committee is responsible for counting the Voting Cards during the process of collecting shareholders ' opinions , counting votes to elect members of the Board of Directors and providing general supervision throughout the Extraordinary General Meeting of Shareholders .

For voting on contents at the Congress:

- Instruct shareholders and their authorized representatives on how to use the Voting Card and Voting Ballot ;
- Collect voting cards after the end of the Congress.
- Count the number of Voting Cards and Ballots by type: Approval, Disapproval, No opinion and report the voting results for the Chairman to announce before the Congress .

**Article 7. Chairman and Secretary of the Congress**

1. The Chairman of the Board of Directors presides over the meeting. In the event that the Chairman is absent or temporarily unable to perform his duties, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by majority vote.
2. The Chairman has the right to appoint a person to assist in running the congress. The rights and obligations of the assistant will be decided by the Chairman in writing and will be made public at the Congress.
3. Chairman 's decision on matters of order, procedure or events arising outside the agenda of the Congress shall be final.
4. The Chairman shall conduct the necessary work to conduct the General Meeting in a valid and orderly manner and ensure that the General Meeting reflects the wishes of the majority of attending shareholders .
5. The Chairman has the right to adjourn the meeting to another time and place if he finds that:

- The conduct of those present prevents or is likely to prevent the orderly conduct of the meeting.
  - The delay is necessary so that the work of the Congress can be properly conducted.
6. The Secretary of the Congress is appointed by the Chairman. The Secretary performs support tasks as assigned by the Chairman, truthfully and accurately reflecting the content of the Congress in the Minutes and Resolution of the Congress.

### **PART III. CONGRESS PROCEDURE**

**Article 8.** An extraordinary meeting of the General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents more than 50% of the total number of shares with voting rights.

**Article 9.** Method of conducting the Congress

1. The Congress will discuss and vote to approve the agenda and content of the meeting immediately after completing the procedures for the meeting to take place properly.
2. The Congress will be conducted in turn according to the Congress 's agenda and discuss before voting to approve the issues in the above content.

The approval of each content in the Congress is carried out according to the provisions of Article 11 of these Regulations.

**Article 10.** Principles of speaking at the Congress

1. Shareholders who want to propose a request at the 2025 Extraordinary General Meeting of Shareholders must follow the following principles:
  - Only allowed to participate in giving opinions in the discussion section of the Congress.
  - Must raise the voting card to ask for the Chairman's opinion and can only speak after being allowed by the Chairman. At the same time , only one shareholder is allowed to speak.
  - In case many shareholders have opinions at the same time, the chairman will invite each shareholder in turn to present their opinions.
  - The chairman has the right to interrupt the presentation of shareholders' opinions if deemed necessary.
  - Comments and questions will be collected at the same time and answered sequentially .
2. Shareholder proposals must meet the following conditions :
  - Do not re-present issues that have already been raised . mentioned before .
  - Concise, clear and focused on the key content to be discussed , in accordance with the approved Congress program .

proposed content must not violate the law, relate to personal issues or exceed the authority of the enterprise.

**Article 11.** Approval of the Decision of the extraordinary General Meeting of Shareholders



1. Voting form:

- a. Shareholders and Shareholders' Representatives exercise their voting rights at the 2025 Extraordinary General Meeting of Shareholders of An Truong An Joint Stock Company by using Voting Cards and Voting Ballots .

Voting cards and ballots have been pre-printed according to the form of the Organizing Committee, stamped by An Truong An Joint Stock Company and distributed to Shareholders when attending the Meeting. Voting cards and ballots contain information about the shareholder code, number of shares of the Shareholder or Shareholder Representative attending the Meeting.

Shareholders use Voting Cards to vote on issues requiring voting by raising the Voting Card at the meeting.

In addition to issues that require direct voting by raising the Voting Card at the General Meeting, for the contents of the Report and Proposal, Shareholders vote by selecting the voting contents (Agree, Disagree, No opinion) on the Voting Card, signing to confirm and submitting it to the Vote Counting Committee.

- b. The Congress shall vote on each issue in the agenda. For each issue to be voted on at the General Meeting of Shareholders, the Chairman of the Congress shall propose to vote 3 times in the following order:

- First time : Vote for Approval.
- Second time : Vote of Disapproval.
- Third time : Vote No opinion.

Each Shareholder or Shareholder Representative (01 person) is only allowed to vote 01 time (approve, disagree or have no opinion) on the same issue to be voted on at the General Meeting of Shareholders.

- ✓ *For direct voting by raising Voting Cards:* Shareholders who do not raise their Voting Cards all 3 times the Chairman asks for their opinion on that content (Agree, Disagree, No opinion) will be considered to agree on that content.
- ✓ *For voting on the contents of Reports and Proposals by selecting voting content on the Voting Form:* Shareholders choose to mark "v" or "x" in the appropriate box on the Voting Form.
  - A ballot is considered valid in the following cases:
    - + Is a voting ballot issued by the General Meeting's Vote Counting Committee, stamped by An Truong An Joint Stock Company;
    - + The voting ballot is not torn;
    - + Voting content is not erased, scraped or edited;
    - + Valid voting content is the content that the Shareholder specifically selects 1 of 3 boxes: Agree or Disagree or No opinion.

- + In case a Shareholder does not tick any of the 3 boxes in a voting content, it is considered as agreeing and valid with that voting content.
  - Voting ballots and voting content are considered invalid in one of the following cases:
    - + Voting ballots are not issued by the Congress Organizing Committee and do not have the seal of An Truong An Joint Stock Company;
    - + The voting ballot is torn, erased, or has information on it altered;
    - + Voting ballot does not have the signature of the shareholder or the shareholder's authorized representative;
    - + Shareholders who mark 2 or more boxes for the same voting content or erase ballots that make the selected content unclear will be considered invalid for that voting content.
    - + The voting ballot must be submitted to the Organizing Committee after the voting ends and the ballot box has been sealed.
2. The following issues shall be approved by the General Meeting when approved by at least 65% of the total number of voting shares of shareholders attending the meeting:
- a) Type of shares and total number of shares of each type;
  - b) Change of industry, profession and business field;
  - c) Change the company's management structure ;
  - Investment project or sale of assets with value equal to or greater than 35% of the total value of assets recorded in the Company's accounting books;
  - e) Reorganization and dissolution of the company;
  - f) Other issues as prescribed by current laws.

\* Resolutions on other contents shall be passed by the General Meeting of Shareholders when approved by shareholders representing at least 50 % of the total votes of all shareholders attending the meeting, except for the case specified in Clause 2 of this Article .

**Article 12.** Resolution and Minutes of the Extraordinary General Meeting of Shareholders in 2025

All contents at the extraordinary General Meeting of Shareholders must be recorded by the Secretary of the Meeting in the Minutes of the Meeting. The Minutes and Draft Resolution of the Meeting are read at the Meeting and voted for by the Meeting before closing the meeting.

Minutes and Resolutions of the General Meeting are kept at the Company's Headquarters as prescribed .

**PART IV. IMPLEMENTATION PROVISIONS**

1. This Charter consists of 4 parts and 12 articles , approved by the 2025 Extraordinary General Meeting of Shareholders of An Truong An Joint Stock Company on November 6<sup>th</sup>, 2025 and takes effect immediately upon approval to organize the 2025 Extraordinary General Meeting of Shareholders of An Truong An Joint Stock Company.



AN TRUONG AN JOINT STOCK COMPANY  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2025

- Shareholders and attendees of the General Meeting are responsible for implementing the provisions of this Charter.

On behalf of the General Meeting of  
Shareholders

PRESIDENT



Nguyen Huu Phu



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

**Charter**  
**ORGANIZATION AND ACTIVITIES**  
**ATG PLANET JOINT STOCK COMPANY**

English Name: ATG PLANET JOINT STOCK COMPANY

Abbreviation: ATG PLANET JSC

**Hanoi , November 2025**





## INDEX

<b>I. DEFINITION OF TERMS IN ARTICLE .....</b>	<b>2</b>
Article 1. Interpretation of terms .....	2
<b>II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATIONS AND LEGAL REPRESENTATIVES OF THE COMPANY .....</b>	<b>3</b>
Article 2. Name, form, headquarters, branches, representative offices, business locations and term of operation of the Company .....	3
Article 3. Legal representative of Company .....	3
<b>III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY</b>	<b>4</b>
Article 4. Operational objectives of the Company .....	4
Article 5. Scope of business and operations of the Company .....	6
<b>IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS .....</b>	<b>7</b>
Article 6. Charter capital, shares, founding shareholders .....	7
Article 7. Stock certificates	97

## INTRODUCTION

This Charter is approved in accordance with Resolution of the General Meeting of Shareholders No. 0611/2025/NQ-ĐHĐCĐ/ATG dated November 6, 2025.

### I. DEFINITION OF TERMS IN THE CHARTER

#### Điều 1. Terminology explained

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

- a) *Charter capital* is the total par value of all types of shares sold or registered to be purchased upon establishment of the Joint Stock Company and as prescribed in Article 6 of this Charter;
- b) *Voting capital* is a share, under which the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
- c) *The Law on Enterprises* is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) *Securities Law* is Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- d) *Vietnam* is the Socialist Republic of Vietnam;
- e) *The date of establishment* is the date on which the Company is first granted the Certificate of Business Registration (Certificate of Business Registration and equivalent documents);
- g) *The enterprise operators* are the General Director, Deputy Director (Deputy General Director), Chief Accountant and other operators as prescribed in the Company Charter;
- h) *Business manager* is the person managing the Company, including the Chairman of the Board of Directors, members of the Board of Directors, General Director and individuals holding other management positions as prescribed in the Company Charter;
- i) *Related persons* are individuals and organizations specified in Clause 23, Article 4 of the Law on Enterprises and Article 46 of the Law on Securities ;
- k) *A shareholder* is an individual or organization that owns at least one share of a joint stock company;
- l) *A founding shareholder* is a shareholder who owns at least one common share and signs the list of founding shareholders of the Joint Stock Company;
- m) *Major shareholder* is a shareholder specified in Clause 18, Article 4 of the Law on Securities ;
- n) *Term of operation* is the term of operation of the Company as stipulated in Article 2 of this Charter and the extension period (if any) approved by the Company's General Meeting of Shareholders;
- o) *The Stock Exchange* is the Vietnam Stock Exchange and its Subsidiaries.

2. In this Charter, references to one or more other provisions or documents include amendments, supplements or replacement documents.



3. The titles (Sections, Articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.

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

### **Điều 2. Name, form, headquarters, branches, representative offices, business locations and term of operation of the Company**

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

- Company name written in Vietnamese: ATG PLANET JOINT STOCK COMPANY
- Company name written in English : ATG PLANET JOINT STOCK COMPANY
- Abbreviated Company Name: ATG PLANET JSC

2. The Company is a joint stock company with legal status in accordance with current laws of Vietnam.

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

- Head office address: No. 81 Mai Hac De, Quy Nhon Ward, Gia Lai Province.
- Website: <https://atajsc.vn/>
- Phone:

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

5. Unless terminated before the deadline specified in Clause 2, Article 55 of this Charter, the Company's term of operation is indefinite .

### **Điều 3. Legal representative of the Company**

The Company has 02 (two) legal representatives , the Chairman of the Board of Directors and the General Director . Of which:

1. The Chairman of the Board of Directors and the General Director have full rights and obligations of the Legal Representative as prescribed by current laws.
2. The legal representative exercises the rights and obligations arising from the Company's transactions, represents the Company as a person requesting settlement of civil matters, plaintiff, defendant, person with related rights and obligations before the Arbitration, Court and other rights and obligations as prescribed by law. Specifically as follows:
  - a) Authority of the Chairman of the Board of Directors: approve, decide on the contents and sign to confirm transactions and related documents for:
    - Contents and tasks under the authority of the Board of Directors (including but not limited to investment decisions, projects, real estate business, tasks arising at joint ventures/associated companies/with capital contributions of the Company);
    - Contents and tasks under the authority of the Chairman of the Board of Directors;
    - Other contents as decided by the Board of Directors.
  - b) Authority of the General Director:

- Direct the implementation of business activities according to the decisions of the Board of Directors/Chairman of the Board of Directors.
  - Approve, decide on the contents and sign to confirm transactions and documents for:
    - + Daily business activities are under the authority of the General Director, as assigned/authorized by the Board of Directors/Chairman of the Board of Directors.
    - + Other contents as decided by the Board of Directors/Chairman of the Board of Directors.
- c) The General Director is the legal representative of the Company, opening payment accounts at the Bank and securities accounts. Approving, deciding on the contents and signing the transactions and documents related to the Company's payment accounts and securities accounts within the scope of representation.

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

#### **Điều 4. Company's operating objectives**

##### **1. The Company's business lines:**

<b>STT</b>	<b>INDUSTRY NAME</b>	<b>INDUSTRY CODE</b>
1.	Quarrying of stone, sand, gravel, clay	0810
2.	Sewing clothes (except fur clothes) Details: Production and processing of textile products	1410
3.	Warehousing and storage of goods	5210
4.	Short-term accommodation services	5510
5.	Other accommodation facilities	5590
6.	Wholesale of metals and metal ores Details: Wholesale of iron, steel and other metals	4662
7.	Wholesale of other construction materials and installation equipment Details: Wholesale of construction materials	4663
8.	Restaurants and mobile food services Details: Food and beverage services	5610
9.	Other production not elsewhere classified Details: Deep processing of products from titanium ore	3290
10.	Construction of all kinds of houses Details: Construction of civil and industrial works	4100
11.	Site preparation	4312



STT	INDUSTRY NAME	INDUSTRY CODE
	Details: Digging, leveling the ground	
12.	Sale of spare parts and accessories for automobiles and other motor vehicles	4530
13.	Motorcycles for sale	4541
14.	Wholesale of agricultural and forestry raw materials (except wood, bamboo) and live animals	4620
15.	Retail sale of other new goods in specialized stores Details: Buying and selling industrial consumer goods, technological food products, cosmetics and other consumer goods in specialized stores.	4773
16.	Trade promotion and introduction organization Details: Event organization, conferences, wedding parties	8230
17.	<b>Real estate business, land use rights of owners, users or tenants</b> <b>Details: Investment and business in industrial park infrastructure, investment in leasing of business premises and offices.</b>	<b>6810 (Main)</b>
18.	Travel agent Details: Tourism and travel services business	7911
19.	Wholesale of rice, wheat, other cereals, flour	4631
20.	Retail of food, beverages, cigarettes and tobacco accounts for a large proportion in general stores.	4711
21.	Other retail in general merchandise stores	4719
22.	Planting annual trees	011
23.	Perennial planting	012
24.	Multiplication and care of agricultural seedlings	013
25.	Animal husbandry	014
26.	Mixed farming and livestock farming	015

STT	INDUSTRY NAME	INDUSTRY CODE
27.	Agricultural service activities	016
28.	Production of basic chemicals, fertilizers and nitrogen compounds; production of plastics and synthetic rubber in primary forms	2012-20120
29.	Electricity production . Exclusions: Electricity generation through waste incineration, classified in group 38210 (Treatment and disposal of non-hazardous waste ).	3511
30.	Computer programming	6201
31.	Computer consulting and computer administration	6202
32.	Information technology services and other computer-related services	6209
33.	Data processing, leasing and related activities	6311
34.	Information portal	6312
35.	Production of building materials from clay	2392
36.	Production of concrete and products from cement and plaster	2395
37.	Cutting, shaping and finishing stone	2396

## 2. Company's operational objectives:

The Company builds and maintains its brand, while simultaneously expanding and developing other areas of operation in which the Company has advantages, creating a foundation for stable, long-term and solid development, maximizing profits, ensuring the legitimate rights of shareholders, and fulfilling its obligations to the State.

### **Điều 5. Scope of business and operations of the Company**

The Company is allowed to conduct business activities in accordance with the provisions of the Business Registration Certificate and this Charter in accordance with the provisions of current law. In case the Company conducts business in conditional investment and business sectors, the Company must satisfy all business conditions in accordance with the provisions of the Investment Law and relevant specialized laws.



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

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

1. The Company's charter capital is **VND 152,200,000,000** (One hundred and fifty-two billion two hundred million VND).

The total charter capital of the Company is divided into **15,220,000** shares with a par value of VND 10,000/share.

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

3. The Company's shares on the date of approval of this Charter include common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of shares are stipulated in Article 12 and Article 13 of this Charter.

4. The Company may issue other types of preferred shares after approval by the General Meeting of Shareholders and in accordance with the provisions of law.

5. The company has no founding shareholders.

6. Common shares must be offered to existing shareholders in proportion to their common share ownership in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not register to buy in full will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and others under conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

7. The Company may purchase shares issued by the Company itself in the manners prescribed in this Charter and current laws.

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

##### **Điều 7. Stock certificate**

1. Shareholders of the Company are issued stock certificates corresponding to the number of shares and type of shares owned.

2. Shares are securities that confirm the legal rights and interests of the owner to a part of the equity capital of the issuing organization. Shares must have full contents as prescribed in Clause 1, Article 121 of the Law on Enterprises .

3. Within 01 month from the date of submission of a complete application for transfer of share ownership as prescribed by the Company or within two (02) months from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan (or other period as prescribed by the issuance terms), the owner of the shares shall be issued shares. The owner of shares shall not have to pay the Company the cost of printing the share certificate.

4. In case a share is lost, damaged or otherwise destroyed, the shareholder shall be reissued a share by the Company upon request of that shareholder. The shareholder's request must include the following contents:

a) Information about shares that have been lost, damaged or destroyed in any other way;

b) Commit to take responsibility for disputes arising from the re-issuance of new shares.

**Điều 8. Other securities certificates**

Bond certificates or other securities certificates issued by the Company shall be signed by the legal representative and sealed by the Company.

**Điều 9. Share transfer**

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed and registered for trading on the Stock Exchange are transferred in accordance with the provisions of the law on securities and the stock market.
2. Shares that have not been fully paid for cannot be transferred and enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from equity capital, the right to buy newly offered shares and other rights as prescribed by law.

**Điều 10. Share revocation**

1. In case a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall notify and have the right to request that shareholder to pay the remaining amount and be responsible for the total par value of the shares registered to purchase for the Company's financial obligations arising from failure to pay in full.
2. The above payment notice must clearly state the new payment period (at least 07 days from the date of sending the notice), payment location and the notice must clearly state that in case of non-payment as required, the unpaid shares will be revoked.
3. The Board of Directors has the right to revoke shares that have not been fully and timely paid in case the requirements in the above notice are not implemented.
4. The revoked shares are considered as shares entitled to be offered for sale as prescribed in Clause 3, Article 112 of the Law on Enterprises . The Board of Directors may directly sell or authorize the sale or redistribution under the conditions and methods that the Board of Directors deems appropriate.
5. Shareholders holding revoked shares must give up their shareholder status with respect to those shares, but must still be responsible for the total par value of the shares registered to purchase for the Company's financial obligations arising at the time of revocation according to the decision of the Board of Directors from the date of revocation until the date of payment. The Board of Directors has full authority to decide on the compulsory payment of the entire value of shares at the time of revocation.
6. The notice of revocation shall be sent to the holder of the revoked shares before the date of revocation. The revocation shall remain effective even if there is an error or negligence in sending the notice.

**V. ORGANIZATIONAL STRUCTURE, ADMINISTRATION AND CONTROL**

**Điều 11. Organizational structure, administration and control**

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

1. General meeting of shareholders.
2. Board of Directors.



3. Audit Committee.

4. General Director.

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

### **Điều 12. Shareholder rights**

1. Common shareholders have the following rights:

- a) Attend and speak at the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative . Each common share has one vote;
- b) Receive dividends at the level decided by the General Meeting of Shareholders;
- c) Priority in purchasing new shares corresponding to the ratio of common shares owned by each shareholder in the Company;
- d) Freely transfer his/her shares to others, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
- d) Review, look up and extract information on names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information;
- e) Review, look up, extract or copy the Company Charter, minutes of the Shareholders' Meeting and Resolutions of the Shareholders' Meeting;
- g) When the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the ratio of shares owned in the Company;
- h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises ;
- i) Equal treatment. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preferential shares, the rights and obligations attached to the preferential shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
- k) Have full access to periodic and irregular information published by the Company in accordance with the provisions of law;
- l) To protect one's legitimate rights and interests; to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Law on Enterprises;
- m) Other rights as prescribed by law and this Charter.

2. Shareholders or groups of shareholders owning 5% or more of the total number of common shares of the Company have the following rights:

- a) Request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 of the Law on Enterprises and Article 14 of the Charter ;
- b) Review, look up, and extract minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Audit Committee, contracts, transactions

that must be approved by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets;

c) Request the Audit Committee to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of the Company; issues to be inspected, purpose of inspection;

d) Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date of the Company. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda;

d) Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to nominate people to the Board of Directors. The nomination of people to the Board of Directors and the Audit Committee is carried out as follows:

a) Common shareholders forming a group that satisfies the prescribed conditions to nominate people to the Board of Directors and the Audit Committee must notify the Company of the group meeting before the opening of the General Meeting of Shareholders;

b) Ordinary shareholders have the right to combine their voting rights to nominate candidates for the Board of Directors and the Audit Committee. Shareholders or groups of shareholders holding from 5% to less than 10% of the voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to 80% may nominate up to seven (07) candidates; and from 80% to less than 90% may nominate up to eight (08) candidates.

c) In case the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and/or the Audit Committee and/or other shareholders. The procedure for the incumbent Board of Directors and Audit Committee to introduce candidates for the Board of Directors and Audit Committee must be clearly announced and must be approved by the General Meeting of Shareholders before the nomination is made according to regulations.

### **Điều 13. Shareholders' obligations**

Common shareholders have the following obligations:



1. Pay in full and on time for the number of shares you commit to buy. Provide accurate and complete address information to the Company when registering to buy shares and/or when changing address information.
2. Capital contributed by common shares shall not be withdrawn from the Company in any form, except in the case where the Company or another person buys back the shares. In case a shareholder withdraws part or all of the contributed capital in contravention of the provisions of this clause, that shareholder and the person with related interests in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages incurred.
3. Comply with the Company's Charter and Internal Management Regulations of the Company.
4. Comply with the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Keep confidential the information provided by the Company according to the provisions of the Company Charter and the law; only use the information provided to exercise and protect one's legitimate rights and interests; strictly prohibit the dissemination or copying or sending of information provided by the Company to other organizations or individuals.
6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:
  - a) Attend and vote directly at the meeting;
  - b) Authorize other individuals and organizations to attend and vote at the meeting;
  - c) Attend and vote via online conference, electronic voting or other electronic form;
  - d) Send voting ballots to the meeting via mail, fax, or email;
  - d) Sending voting ballots by other means as prescribed in actual practice;
7. Be personally responsible when performing one of the following acts on behalf of the Company in any form:
  - a) Violation of the law;
  - b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c) Pay off debts that are not due in the face of financial risks to the Company.
8. Fulfill other obligations as prescribed by current laws.

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

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders meets annually once a year and within four (04) months from the end of the fiscal year. The Board of Directors decides to extend the annual General Meeting of Shareholders if necessary, but not more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting

of Shareholders is determined to be the place where the chair attends the meeting and must be in Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and the Company's Charter, especially approving the audited annual financial statements. In case the Audit Report of the Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the Company must invite a representative of the approved auditing organization to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above is responsible for attending the Annual General Meeting of Shareholders of the Company.

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

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining members of the Board of Directors is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 12 of the Charter; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the request must be made in multiple copies and must include sufficient signatures of the relevant shareholders;
- d). Other cases as prescribed by law and the Company Charter.

4. Responsibility for convening extraordinary shareholders' meetings

a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date the number of members of the Board of Directors, independent members of the Board of Directors or members of the Audit Committee remaining as prescribed in Point b, Clause 3 of this Article or from the date of receipt of the request prescribed in Point c and Point d, Clause 3 of this Article;

b) In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the next 30 days, the Audit Committee shall replace the Board of Directors in convening the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises ;

c) In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders prescribed in Point c, Clause 3 of this Article shall have the right to request the Company representative to convene the General Meeting of Shareholders as prescribed in the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting and making decisions of the General Meeting of Shareholders.



d) All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

e) The convener must prepare a list of shareholders entitled to attend the General Meeting of Shareholders; provide information and resolve complaints related to the list of shareholders, prepare the agenda and content of the meeting; draft resolutions of the General Meeting of Shareholders according to the expected content of the meeting, list and detailed information of candidates in case of election of members of the Board of Directors and Supervisors; prepare documents; determine the time and location of the meeting; send meeting invitations to each shareholder entitled to attend the meeting according to the provisions of the Law on Enterprises and related documents; other tasks serving the meeting.

g) Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.

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

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

- a) Approving the Company's development orientation;
- b) Decide on the type of shares and the total number of shares of each type that are allowed to be offered for sale; decide on the annual dividend rate for each type of shares;
- c) Elect, dismiss, remove members of the Board of Directors;
- d) Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial report;
- d) Decision to amend and supplement the Company Charter;
- e) Approval of annual financial reports;
- g) Decision to buy back more than 10% of total sold shares of each type;
- h) Review and handle violations by members of the Board of Directors that cause damage to the Company and its shareholders;
- i) Decision to reorganize and dissolve the Company;
- k) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Audit Committee;
- l) Approve the internal governance regulations; Board of Directors' operating regulations;
- m) Approve the list of approved auditing companies; decide on the approved auditing company to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary;
- n) Other rights and obligations as prescribed by law.

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

- a) The Company's annual business plan;
- b) Audited annual financial statements;

- c) Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors; Report of independent member of the Board of Directors as prescribed in Article 284 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;
- d) Dividend level for each share of each type;
- d) Number of members of the Board of Directors and Audit Committee;
- e) Elect, dismiss, remove members of the Board of Directors and members of the Audit Committee;
- g) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and Audit Committee;
- h) Approve the list of approved auditing companies; decide on approved auditing companies to conduct audits of the Company's activities when deemed necessary;
- i) Supplement and amend the Company Charter;
- k) Types of shares and number of new shares issued for each type of shares and transfer of shares by founding members within the first 03 years from the date of establishment;
- l) Division, separation, consolidation, merger or conversion of the Company;
- m) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
- n) Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent Financial Statement;
- o) Decision to buy back more than 10% of total sold shares of each type;
- p) The Company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the most recent financial report;
- q ) Approve the transactions specified in Clause 4, Article 293 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;
- r) Approve the internal regulations on corporate governance, regulations on the operation of the Board of Directors, regulations on the operation of the Audit Committee;
- s) Other matters as prescribed by law and this Charter.

3. All resolutions and issues included in the agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Điều 16. Authorization to attend the General Meeting of Shareholders**

1. Shareholders and authorized representatives of organizational shareholders may directly attend the meeting or authorize one or more other individuals or organizations to attend the meeting or attend the meeting through one of the forms specified in Clause 6, Article 13 of this Charter.
2. The authorization for an individual or organization to represent the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization



document must be made in accordance with the provisions of civil law, according to the Company's prescribed form and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of authorization, the authorization period, and the signatures of the authorizing party and the authorized party. In case the authorizing party and/or the authorized party is an organization, there must be the signature of the legal representative.

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

3. The voting ballot of the person authorized to attend the meeting within the scope of authorization remains valid when one of the following cases occurs:

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

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

#### **Điều 17. Change permissions**

1. The change or cancellation of special rights attached to a type of preferred shares shall be effective when approved by shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on the content of an adverse change in the rights and obligations of shareholders owning preferred shares shall only be approved if it is approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or by the number of preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of a resolution being approved by written opinion.

2. The organization of a meeting of shareholders holding a type of preferred shares to approve the above-mentioned change of rights is only valid when there are at least 02 shareholders (or their authorized representatives) and holding at least 1/3 of the par value of the issued shares of that type. In case there are not enough delegates as above, the meeting will be re-organized within the next 30 days and the holders of shares of that type (regardless of the number of people and shares) present in person or through authorized representatives are considered to have the required number of delegates. At the meetings of shareholders holding the above-mentioned preferred shares, the holders of shares of that type present in person or through representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.

3. The procedures for conducting such separate meetings are similar to the provisions in Articles 19, 20 and 21 of this Charter.



4. Unless otherwise provided by the terms of issue of shares, the special rights attached to the classes of shares with preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

**Điều 18. Convening meetings, meeting agenda and notice of invitation to the General Meeting of Shareholders**

1. The Board of Directors convenes annual and extraordinary General Meetings of Shareholders. The Board of Directors convenes extraordinary General Meetings of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.

2. The person convening the General Meeting of Shareholders must perform the following tasks:

a) Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

b) Prepare the program and content of the congress;

c) Prepare documents for the congress;

d) Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting;

d) Determine the time and place of the congress;

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

g) Other tasks serving the congress.

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

a) Meeting agenda and documents used in the meeting;

b) List and details of candidates in case of election of members of the Board of Directors;

c) Voting ballot;

d) Draft resolutions for each issue in the meeting agenda.



4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 03 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda.

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

- a) The petition is sent not in accordance with the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of common shares as prescribed in Clause 2, Article 12 of this Charter;
- c) The proposed issue is not within the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and content of the meeting, except for the case specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents more than 50% of the total number of votes.

2. In case the first meeting does not meet the conditions for holding it as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the first meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total number of votes.

3. In case the second meeting does not meet the conditions for holding it as prescribed in Clause 2 of this Article, the notice of the third meeting must be sent within 20 days from the date of the second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the attending shareholders.

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

1. Before opening the meeting, the Company must carry out shareholder registration procedures and must carry out the registration until all shareholders entitled to attend the meeting are present and registered in the following order:

- a) When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, on which is stated the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, and without opinion. The results of



the vote counting shall be announced by the Chairman immediately before the closing of the meeting. The General Meeting shall elect those responsible for counting or supervising the counting of votes at the request of the Chairman. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the request of the Chairman of the meeting;

b) Shareholders, authorized representatives of institutional shareholders or authorized persons arriving after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The chairperson is not responsible for stopping the meeting to allow late-arriving shareholders to register and the validity of previously voted contents remains unchanged.

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

a) The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority principle.

b) Except for the case specified in Point a of this Clause, the person who signs the convening of the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect the meeting chairman and the person with the highest number of votes shall chair the meeting;

c) The chairperson appoints one or more people to act as meeting secretaries;

d) The General Meeting of Shareholders elects one or more people to the vote counting committee at the request of the meeting chairman.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically specify the time for each issue in the agenda.

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

a) Seating arrangement at the venue of the Shareholders' Meeting;

b) Ensure safety for everyone present at meeting locations;

c) Create conditions for shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has the full right to change the above measures and apply all necessary measures. The measures applied may be to issue admission tickets or use other forms of selection.

5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting for, against, and without opinion. The vote counting results are announced by the chairman immediately before the closing of the meeting.

6. Shareholders or authorized persons who arrive after the meeting has opened may still register and have the right to vote immediately after registration; in this case, the validity of the previously voted contents shall not change.



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

- a) Require all meeting attendees to submit to inspection or other lawful, reasonable security measures;
- b) Request competent authorities to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, prevent the normal progress of the meeting or do not comply with security check requirements from the General Meeting of Shareholders.

8. The Chairman has the right to postpone a General Meeting of Shareholders with a sufficient number of registered attendees for no more than 03 working days from the date the meeting is scheduled to open and may only postpone the meeting or change the meeting location in the following cases:

- a) The meeting venue does not have enough convenient seating for all attendees;
- b) The media at the meeting location does not ensure that shareholders attending the meeting can participate, discuss and vote;
- c) There are attendees who obstruct or disrupt the meeting, creating a risk of preventing the meeting from being conducted fairly and legally.

9. In case the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions in Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairman in conducting the meeting until its conclusion; all resolutions passed at that meeting shall be effective.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and the Internal Regulations on Corporate Governance.

**Điều 21.        Conditions for the Resolution of the General Meeting of Shareholders to be passed**

1. The General Meeting of Shareholders adopts resolutions within its authority by voting at the meeting or by obtaining written opinions.

2. The resolution on the following content shall be passed if approved by shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting:

- a) Type of shares and total number of shares of each type;
- b) Change of industry, profession and business field;
- c) Change the Company's management structure;
- d) Investment project or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial report;
- d) Reorganize and dissolve the Company;

3. Resolutions are passed when approved by shareholders owning more than 50% of the total number of votes of all shareholders attending the meeting, except for the cases specified in Clauses 2, 4, 5 of this Article and Clause 8, Article 22 of the Charter.

4. Election of members of the Board of Directors shall be carried out by the cumulative voting method prescribed in Clause 3, Article 148 of the Law on Enterprises or another method approved by the General Meeting of Shareholders.

5. A resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be passed if it is approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type, or approved by the preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of passing a resolution in the form of collecting shareholders' opinions in writing.

6. In case of passing a resolution in the form of written opinion, the resolution of the General Meeting of Shareholders shall be passed if it is approved by shareholders owning more than 50% of the total number of votes of all shareholders with voting rights.

7. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for convening the meeting and passing such resolution violate the provisions of the Law on Enterprises and the Company Charter.

**Điều 22. Authority and procedures for obtaining written opinions of shareholders to pass Resolutions of the General Meeting of Shareholders**

The authority and procedures for obtaining written opinions of shareholders to pass the Resolution of the General Meeting of Shareholders are implemented according to the following provisions:

1. The Board of Directors has the right to seek written opinions from shareholders to pass resolutions of the General Meeting of Shareholders at any time and on any content when deemed necessary for the benefit of the Company, including the cases specified in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare the voting ballot, draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send them to all shareholders with voting rights at least 10 days before the deadline for returning the voting ballot. The requirements and method for sending the voting ballot and accompanying documents are implemented according to the provisions in Clause 3, Article 18 of this Charter.

3. The opinion form must have the following main contents:

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

b) Purpose of collecting opinions;

c) Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders or full name, contact address, nationality, legal document number of the individual for the representative of the organizational shareholder; number of shares of each type and number of votes of the shareholder;



- d) Issues requiring consultation to pass decisions;
- d) Voting options include approval, disapproval and no opinion on each issue for voting;
- e) Deadline for returning completed opinion forms to the Company;
- g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send completed ballots to the Company by mail, fax or email in accordance with the following provisions:

- a) In case of sending by mail, the answered opinion form must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The opinion form sent to the Company must be contained in a sealed envelope and no one is allowed to open it before the vote counting;
- b) In case of sending by fax or email, the opinion form sent to the Company must be kept confidential until the time of vote counting;
- c) Voting forms sent to the Company after the deadline specified in the voting form or opened in the case of mailing and disclosed in the case of faxing or emailing are invalid. Voting forms not returned are considered as non-voting forms.
- d) Other regulations according to the Company's Notice at the time of sending the shareholder opinion form.

5. The Board of Directors shall count the votes and prepare a vote counting record under the witness of the Audit Committee or of shareholders who do not hold management positions in the Company. The vote counting record shall contain the following main contents:

- a) Name, head office address, business registration number;
- b) Purpose and issues to be consulted to pass the resolution;
- c) Number of shareholders with total number of votes participated in voting, in which distinguishing between valid and invalid votes and method of sending votes, with appendix of list of shareholders participating in voting;
- d) Total number of votes in favor, against and abstentions on each issue;
- d) The matter passed and the corresponding percentage of votes passed;
- e) Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.

Members of the Board of Directors, vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and jointly responsible for damages arising from decisions adopted due to dishonest and inaccurate vote counting.

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

7. The completed ballots, the vote counting minutes, the adopted resolutions and relevant documents attached to the ballots must all be kept at the Company's head office.

8. A resolution is passed by way of written shareholder opinion if approved by shareholders owning more than 50% of the total number of votes of all shareholders with voting rights and has the same value as a resolution passed at a meeting of the General Meeting of Shareholders.

**Điều 23. Resolution, Minutes of Shareholders' Meeting**

1. Minutes of the General Meeting of Shareholders must be recorded and may be audio-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese, and may be prepared in a foreign language, and contain the following main contents:

- a) Name, head office address, business registration number;
  - b) Time and place of the General Meeting of Shareholders;
  - c) Meeting agenda and content;
  - d) Full name of the chairman and secretary;
  - d) Summarize the meeting proceedings and opinions expressed at the Shareholders' Meeting on each issue in the meeting agenda;
  - e) Number of shareholders and total number of votes of shareholders attending the meeting, appendix of list of registered shareholders, shareholder representatives attending the meeting with corresponding number of shares and votes;
  - g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding ratio of total number of votes of shareholders attending the meeting;
  - h) Issues passed and corresponding percentage of votes passed;
  - i) Full name and signature of the chairperson and secretary. In case the chairperson or secretary refuses to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in this clause. The meeting minutes shall clearly state the refusal of the chairperson or secretary to sign the meeting minutes.
2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairman and secretary of the meeting or other signatories of the minutes must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
3. Minutes made in Vietnamese and foreign languages have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in foreign languages, the content in the minutes in Vietnamese shall prevail.
4. Resolutions, Minutes of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting with shareholders' signatures, authorization documents to attend the meeting, all documents attached to the Minutes (if any) and related documents attached to the meeting invitation must be kept at the Company's head office.



#### **Điều 24. Request to cancel the Resolution of the General Meeting of Shareholders**

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting to collect opinions of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 12 of the Charter has the right to request the Court or Arbitration to review and cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

#### **VII. BOARD OF DIRECTORS**

##### **Điều 25. Nominate and run for Board of Directors**

1. In case the Board of Directors candidates have been identified, the Company must publish information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. The Board of Directors candidates must have a written commitment to the honesty and accuracy of the published personal information and must commit to performing their duties honestly, carefully and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the Board of Directors candidates to be published includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work process;
- d) Other management positions (including positions on the Board of Directors of other Companies);
- d) Interests related to the Company and its related parties;
- e) Other information (if any) according to the Company 's form ;
- g) The Company is responsible for disclosing information about the Companies in which the candidate is holding the position of Board of Directors member, other management positions and the Board of Directors candidate's related interests to the Company (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate candidates for the Board of Directors as prescribed in Clause 3, Article 12 of the Company's Charter.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required in Clause 3 , Article 1 2 The Charter , the current Board of Directors shall introduce additional candidates or organize nominations in accordance with the provisions of the Company Charter, the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the current

Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.

4. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises and the Company Charter.

**Điều 26. Composition and term of office of Board of Directors members**

1. The number of members of the Board of Directors is at least 03 and at most 11. The General Meeting of Shareholders decides the number of members of the Board of Directors at each period.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Company's Board of Directors for no more than 02 consecutive terms. In case all members of the Board of Directors end their term at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work .

3. The composition of the Board of Directors is as follows:

At least 1/3 of the total number of members of the Board of Directors are non-executive members. The Company limits the number of Board of Directors members who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.

The composition of the Board of Directors of a company must ensure that at least 1/5 of the total number of Board of Directors members are independent members. In case the number of Board of Directors members of a company is less than 05 people, the Company must ensure that 01 member of the Board of Directors is an independent member.

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

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

- Not meeting the standards and conditions as prescribed in Article 25 of this Charter;
- Resignation letter submitted and accepted;
- Other cases as prescribed by law and this Charter.

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

- Not attending meetings of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
- According to the decision of the General Meeting of Shareholders;
- Other cases as prescribed by law and this Charter.

c) When deemed necessary, the General Meeting of Shareholders decides to replace members of the Board of Directors; dismiss or remove members of the Board of Directors other than in the cases specified in Point a and Point b, Clause 4 of this Article.



5. The appointment of members of the Board of Directors must be announced in accordance with the law on information disclosure on the stock market.

6. A member of the Board of Directors need not be a shareholder of the Company.

**Điều 27. Powers and obligations of the Board of Directors**

1. The Board of Directors is the Company's management body, with full authority to decide and exercise the Company's rights and obligations on behalf of the Company, except for the rights and obligations 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) Decide on the Company's strategy, medium-term development plan and annual business plan;  
b) Propose the type of shares and the total number of shares of each type that can be offered for sale;

c) Decision to sell unsold shares within the number of shares allowed to be offered for sale of each type; decision to raise additional capital in other forms;

d) Decide on the selling price of the Company's shares and bonds;

d) Decision to repurchase shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises ;

e) Decide on investment plans and investment projects within the authority and limits prescribed by law;

g) Decide on solutions for market development, marketing and technology;

h) Approve purchase, sale, loan, lending contracts and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial report, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises ;

i) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director, Deputy General Director, Chief Accountant; decide on salaries, remuneration, bonuses and other benefits of those managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders at other companies, decide on remuneration and other benefits of those people;

k) Supervise and direct the General Director and other managers in operating the Company's daily business operations;

l) Decide on the organizational structure and internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices and capital contribution and purchase of shares of other enterprises;

- m) Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
- n) Submit audited annual financial statements to the General Meeting of Shareholders;
- o) Propose the dividend level to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during business operations;
- p) Proposing the reorganization and dissolution of the Company; requesting the Company's bankruptcy;
- q) Decision to promulgate the Board of Directors' Operating Regulations, Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; Regulations on information disclosure of the Company;
- s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities in accordance with Article 280 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.

**Điều 28. Remuneration, bonuses and other benefits of Board of Directors members**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.
2. Members of the Board of Directors are entitled to remuneration and bonuses. The remuneration is calculated based on the number of working days required to complete the duties of the Board of Directors member and the daily remuneration. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial report and must be reported to the General Meeting of Shareholders at the annual meeting.
5. Members of the Board of Directors are entitled to be reimbursed for all travel, food, accommodation and other reasonable expenses incurred by them in performing their responsibilities 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. The Company may purchase liability insurance for members of the Board of Directors after approval by the General Meeting of Shareholders. This insurance does not cover the liabilities of members of the Board of Directors related to violations of the law and the Company's Charter.



## **Điều 29. 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 the members of the Board of Directors.
2. The Chairman of the Board of Directors may not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a) Develop programs and plans of activities of the Board of Directors;
  - b) Prepare agenda, content, and documents for meetings; convene, chair, and preside over meetings of the Board of Directors;
  - c) Organize the adoption of resolutions and decisions of the Board of Directors;
  - d) Monitor the implementation of resolutions and decisions of the Board of Directors;
  - d) Chair the General Meeting of Shareholders;
  - e) Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.
4. In case the Chairman of the Board of Directors submits a resignation or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or dismissal or removal.
5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has fled his/her place of residence, is restricted or loses civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.

## **Điều 30. Board of Directors Meeting**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the highest percentage of votes and equal, 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 a 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) At the request of the Audit Committee;

- b) At the request of the General Director or at least 05 other managers;
- c) At the request of at least 02 members of the Board of Directors;
- d) Other cases as prescribed in the Company Charter.

4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decisions within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damage caused to the Company; the person requesting shall have the right to replace the Chairman of the Board of Directors in convening a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a meeting invitation at least 03 working days before the meeting date. The meeting invitation must specify the time and location of the meeting, the agenda, the issues to be discussed and decided. The meeting invitation must be accompanied by documents to be used at the meeting and the members' voting ballots.

Notice of Board of Directors' meeting may be sent by invitation, telephone, fax, electronic means and guaranteed 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 convener shall send the meeting invitation and accompanying documents to the members of the Audit Committee as to the members of the Board of Directors.

Audit Committee members have the right to attend Board of Directors meetings; have the right to discuss but not to vote.

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

9. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c) Attend and vote via online conference, electronic voting or other electronic form;
- d) Send voting ballots to the meeting via mail, fax, or email;
- d) Sending voting ballots by other means (according to specific regulations of the Board of Directors meeting).



10. In case of sending the ballot to the meeting by mail, the ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The ballot can only be opened in the presence of all attendees.

11. Members must attend all Board of Directors meetings. Members may authorize others to attend meetings and vote if approved by a majority of Board of Directors members.

12. Resolutions and decisions of the Board of Directors are passed if approved by the majority of members attending the meeting; in case of equal votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

### **Điều 31. Subcommittees of the Board of Directors**

1. The Board of Directors may establish a subcommittee to be in charge of development policies, personnel, remuneration, internal audit, and risk management at each point in time. The number of members of the subcommittee is decided by the Board of Directors, with a minimum of 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. The subcommittee's resolution is only effective when a majority of members attend and vote for it at the subcommittee's meeting.

2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors shall comply with current legal provisions and the provisions of the Company Charter and Internal Regulations on Corporate Governance.

### **Điều 32. Corporate Governance Officer**

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support the Company's governance work. The person in charge of corporate governance may concurrently hold the position of Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises .

2. The person in charge of corporate governance shall not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

3. The person in charge of corporate governance has the following rights and obligations:

a) Advise the Board of Directors on organizing the General Meeting of Shareholders according to regulations and related work between the Company and shareholders;

b) Prepare meetings of the Board of Directors, Audit Committee and General Meeting of Shareholders as requested by the Board of Directors or Audit Committee;

c) Advice on meeting procedures;

d) Attend meetings;

d) Consulting on procedures for preparing resolutions of the Board of Directors in accordance with legal provisions;

e) Provide financial information, copies of Board of Directors meeting minutes and other information to Board of Directors members and Audit Committee members;

- g) Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h) Act as a point of contact with stakeholders;
- i) Keep information confidential in accordance with the provisions of law and the Company's Charter;
- k) Other rights and obligations as prescribed by law and the Company Charter.

**Điều 33. Nomination and candidacy for members of the Audit Committee**

1. The Chairman of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and are not executives of the Company.
2. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.

**Điều 34. Composition of the Audit Committee**

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

**Điều 35. Rights and obligations of the Audit Committee**

The Audit Committee has the rights and obligations as prescribed in Article 161 of the Law on Enterprises, the Company Charter and the following rights and obligations:

1. Have the right to access documents related to the Company's operations, discuss with other members of the Board of Directors, the General Director, Chief Accountant and other managers to collect information for the Audit Committee's operations.
2. Have the right to request representatives of approved auditing organizations to attend and answer questions related to audited financial reports at meetings of the Audit Committee.
3. Use outside legal, accounting or other consulting services when necessary.
4. Develop and submit to the Board of Directors policies on risk detection and management; propose to the Board of Directors solutions to handle risks arising in the Company's operations.
5. Prepare a written report to the Board of Directors when discovering that a member of the Board of Directors, the Director (General Director) and other managers do not fully perform their responsibilities as prescribed in the Law on Enterprises and the Company Charter.



6. Develop the Audit Committee's Operating Regulations and submit them to the Board of Directors for approval. 4. Audit Committee Meeting

**Điều 36. Audit Committee Meeting.**

1. The Audit Committee must meet at least twice a year. Minutes of the meeting must be detailed, clear and fully retained. The person taking the minutes and the Audit Committee members attending the meeting must sign the minutes of the meeting.
2. The Audit Committee shall pass decisions by voting at meetings, by collecting written opinions or by other means in accordance with the provisions of this Charter or the Rules of Procedure of the Audit Committee. Each member of the Audit Committee shall have one vote. Decisions of the Audit Committee shall be passed if approved by the majority of members attending the meeting; in case of equal votes, the final decision shall belong to the side with the opinion of the Chairman of the Audit Committee.

**Điều 37. Report on the performance of the independent member of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders**

1. The independent member of the Board of Directors in the Audit Committee is responsible for reporting on its activities at the annual General Meeting of Shareholders.
2. The performance report of the independent member of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders must ensure the following contents:
  - a) Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee as prescribed in the Law on Enterprises and the Company Charter;
  - b) Summary of meetings of the Audit Committee and conclusions and recommendations of the Audit Committee;
  - c) Results of monitoring of financial reports, operations and financial situation of the Company;
  - d) Assessment report on transactions between the Company, subsidiaries, other companies in which the Company controls 50% or more of the charter capital with members of the Board of Directors, General Directors, other executives of the enterprise and related persons of that entity; transactions between the Company and companies in which members of the Board of Directors, General Directors, other executives of the enterprise are founding members or enterprise managers within the last 3 years prior to the transaction;
  - d) Assessment results of the Company's internal control and risk management system;
  - e) Results of supervision of the Board of Directors, General Director and other executives of the enterprise;
  - g) Results of the assessment of the coordination of activities between the Audit Committee, the Board of Directors, the General Director and shareholders;

**VIII. CEO AND OTHER EXECUTIVES**

**Điều 38. Management organization**

The Company has established a management apparatus to run daily business operations. The Company's management apparatus is responsible to the Board of Directors and is subject to the

supervision and direction of the Board of Directors. The Company has a General Director, Deputy General Directors, Chief Accountant and other managers appointed by the Board of Directors. The appointment, dismissal and removal of the above positions must be approved by resolution or decision of the Board of Directors.

**Điều 39. Company Executives**

1. The Company's executives include the General Director, Deputy General Director, Chief Accountant and other executives decided by the Board of Directors from time to time.
2. Upon the request of the General Director and with the approval of the Board of Directors, the Company shall recruit executives with the number and standards appropriate to the Company's management structure and regulations as prescribed by the Board of Directors. Executives shall be responsible for assisting the Company in achieving its objectives in operation and organization.
3. The General Director is paid salary and bonus. The General Director's salary and bonus are decided by the Board of Directors.
4. The salary of the executive is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial report and must be reported to the General Meeting of Shareholders at the annual meeting.

**Điều 40. Appointment, dismissal, duties and powers of the General Director**

1. The Board of Directors appoints one member of the Board of Directors or hires another person as General Director.
2. The General Director is the person who runs the daily business of the Company; is supervised by the Board of Directors; is responsible to the Board of Directors and before the law for the implementation of assigned rights and obligations.
3. The term of office of the General Director shall not exceed 05 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the Company.
4. The General Director has the following rights and obligations:
  - a) Decide on matters related to the Company's daily business operations as delegated by the Board of Directors;
  - b) Organize the implementation of resolutions and decisions of the Board of Directors;
  - c) Organize the implementation of the Company's business plan and investment plan;
  - d) Proposing organizational structure plan and internal management regulations of the Company;
  - d) Appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors;
  - e) Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;
  - g) Labor recruitment;
  - h) Proposing plans to pay dividends or handle business losses;



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

k) Prepare the Company's long-term, monthly and annual budgets (hereinafter referred to as the budget) to serve the Company's long-term, monthly and annual management activities according to the business plan. The annual budget (including the balance sheet, business production report and expected cash flow report) for each fiscal year must be submitted to the Board of Directors for approval and must comply with the Company's Regulations and Rules.

l) Other rights and obligations as prescribed by law and the Company.

## **IX. RESPONSIBILITIES OF BOARD MEMBERS, GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Điều 41. Responsibility to be honest and avoid conflicts of interest**

1. Members of the Board of Directors, members of the Audit Committee, the General Director and other managers must publicly disclose related interests in accordance with the provisions of the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, members of the Audit Committee, the General Director, other managers and their related persons may only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, the General Director and other managers are obliged to notify the Board of Directors in writing of transactions between the Company, Subsidiaries, and other Companies in which the Public Company controls 50% or more of the charter capital with the same entity or with related persons of that entity in accordance with the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.

4. A member of the Board of Directors is not allowed to vote on transactions that benefit that member or a related person of that member as prescribed by the Law on Enterprises.

5. Members of the Board of Directors, General Director, other managers and related persons of these subjects are not allowed to use or disclose to others inside information to carry out related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Audit Committee, the General Director, other executives and individuals and organizations related to these subjects are not invalid in the following cases:

a) For transactions with a value of less than 35% of the total asset value recorded in the most recent financial report, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, the General Director, and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors who have no related interests;

b) For transactions with a value greater than or equal to 35% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of



35% or more of the total asset value recorded in the most recent financial report, the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, General Director, and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders with no related interests.

**Điều 42. Liability for damages and compensation**

1. Members of the Board of Directors, the General Director and other executives who violate their obligations and responsibilities of honesty and prudence and fail to fulfill their obligations shall be responsible for damages caused by their violations.
2. The Company shall indemnify those who have been, are or may become a party to any claim, lawsuit or prosecution (including civil and administrative cases and not lawsuits initiated by the Company) if such person has been or is a member of the Board of Directors, General Director, other executive, employee or representative authorized by the Company who has been or is performing duties authorized by the Company, acting honestly and prudently for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that such person has violated his/her responsibilities.
3. Compensation costs include judgment costs, fines, and actual payments (including attorney fees) incurred in resolving these cases within the framework of the law. The Company has the right to purchase insurance for these people to avoid the above compensation responsibilities.

**X. RIGHT TO SEARCH COMPANY BOOKS AND RECORDS**

**Điều 43. Right to search books and records**

1. Common shareholders have the right to look up books and records, specifically as follows:
  - a) Ordinary shareholders have the right to review, look up and extract information about their names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, look up, extract or copy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
  - b) Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial reports, reports of the Audit Committee, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to the Company's trade secrets and business secrets.
2. In case an authorized representative of a shareholder or group of shareholders requests to look up books and records, he/she must attach a power of attorney from the shareholder or group of shareholders that he/she represents (original or certified copy of the power of attorney); the power of attorney is made according to the Company's form (if any).
3. Members of the Board of Directors, the General Director and other executives have the right to look up the Company's shareholder register, list of shareholders, books and other records of the Company for purposes related to their positions, provided that such information must be kept confidential.



4. The Company must keep this Charter and amendments to the Charter, the Certificate of Business Registration, regulations, documents proving property ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Audit Committee, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.
5. The Company's Charter must be published on the Company's website.

## **XI. EMPLOYEES AND UNIONS**

### **Điều 44. Workers and unions**

1. The General Director must plan for the Board of Directors to approve issues related to recruitment, termination of labor contracts, salary policies, social insurance, welfare, rewards and discipline for employees and business executives.
2. The General Director must plan for the Board of Directors to approve matters relating to the Company's relations with trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and current legal regulations.

## **XII. PROFIT DISTRIBUTION**

### **Điều 45. Profit distribution**

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

### **XIII. BANK ACCOUNTS, FISCAL YEARS AND ACCOUNTING REGIME**

#### **Điều 46. Bank account**

1. The Company opens accounts at Vietnamese banks or at foreign bank branches licensed to operate in Vietnam.
2. Subject to prior approval of the competent authority, if necessary, the Company may open a bank account abroad in accordance with the provisions of law.
3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

#### **Điều 47. Fiscal year**

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

#### **Điều 48. Accounting regime**

1. The accounting regime used by the Company is the corporate accounting regime or a special accounting regime issued and approved by a competent authority.
2. The Company shall prepare accounting books in Vietnamese and maintain accounting records in accordance with the provisions of the law on accounting and related laws. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.
3. The Company uses Vietnamese Dong as the accounting currency. In case the Company has economic transactions arising mainly in a foreign currency, it may freely choose that foreign currency as the accounting currency, be responsible for that choice before the law and notify the direct tax management agency.

### **XIV. FINANCIAL REPORTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES**

#### **Điều 49. Annual, semi-annual and quarterly financial reports**

1. The Company must prepare annual financial statements and the annual financial statements must be audited in accordance with the provisions of law. The Company shall publish its audited annual financial statements in accordance with the provisions of law on information disclosure on the stock market and submit them to the competent state agency.
2. The annual financial report must include all reports, appendices, and explanations as prescribed by law on corporate accounting. The annual financial report must honestly and objectively reflect the Company's operations.
3. The Company must prepare and publish audited semi-annual financial reports and quarterly financial reports in accordance with the law on information disclosure on the stock market and submit them to the competent state agency.

#### **Điều 50. Annual Report**

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



## **XV. COMPANY AUDIT**

### **Điều 51. Auditing**

1. The General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide on one of these units to conduct the audit of the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Directors.
2. The independent auditing company shall examine, confirm, prepare audit reports and submit them to the Board of Directors. The time limit for preparing reports must comply with the provisions of law on financial reports. The audit report shall be attached to the Company's annual financial report.
3. The independent auditor performing the audit of the Company's financial statements is entitled to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the meeting on issues related to the audit of the Company's financial statements.

## **XVI. BUSINESS SEAL**

### **Điều 52. Company seal**

1. Seals include seals made at seal engraving establishments or seals in the form of digital signatures according to the provisions of law on electronic transactions.
2. The Board of Directors decides on the type, quantity, form and content of the seal of the Company, branches and representative offices of the Company (if any).
3. The Board of Directors and General Director use and manage the seal in accordance with current laws.

## **XVII. DISSOLUTION OF COMPANY**

### **Điều 53. Dissolution of the Company**

1. The company may be dissolved in the following cases:
  - a) The term of operation stated in the Company Charter ends without a decision to extend;
  - b) According to resolutions and decisions of the General Meeting of Shareholders;
  - c) The Certificate of Business Registration is revoked, except in cases where the Law on Tax Administration provides otherwise;
  - d) Other cases as prescribed by law.
2. The dissolution of the Company before the deadline (including the extended deadline) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

### **Điều 54. Liquidation**

1. At least 06 (six) months before the end of the Company's term of operation or after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee

consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company prior to other debts of the Company.

2. The Liquidation Board is responsible for reporting to the Business Registration Authority on the date of establishment and the date of commencement of operations. From that time on, the Liquidation Board represents the Company in all matters related to the Company's liquidation before the Court and administrative agencies.

3. The proceeds from the liquidation shall be paid in the following order:

- a) Liquidation costs;
- b) Debts of wages, severance pay, social insurance and other benefits of employees according to collective labor agreements and signed labor contracts;
- c) Tax debt;
- d) Other debts of the Company;
- d) The remainder after paying all debts from items (a) to (d) above shall be distributed to shareholders. Preferred shares shall have priority for payment.

## **XVIII. RESOLUTION OF INTERNAL DISPUTES**

### **Điều 55. Resolving internal disputes**

1. In case of disputes or complaints arising related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, the Company's Charter, other legal regulations or agreements between:

- a) Shareholders with the Company;
- b) Shareholders with the Board of Directors, Audit Committee, General Director or other executives;

The parties concerned shall attempt to resolve such dispute through negotiation and conciliation. Except in the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and shall require each party to present information relating to the dispute within 10 working days from the date the dispute arises. In the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as a mediator for the dispute resolution process.

2. In case no conciliation decision is reached within 06 (six) weeks from the start of the conciliation process or if the conciliator's decision is not accepted by the parties, a party may bring the dispute to Arbitration or a competent Court.

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





## **XIX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER**

### **Điều 56. Company Charter**

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case the law has provisions related to the Company's operations that are not mentioned in this Charter or in case there are new provisions of law that are different from the provisions in this Charter, the provisions of that law shall naturally be applied and regulate the Company's operations.

## **XX. EFFECTIVE DATE**

### **Điều 57. Effective date**

1. This Charter consists of 20 sections and 57 clauses. This Charter was approved by the Company's Extraordinary General Meeting of Shareholders in 2025 on November 6, 2025 in Hanoi and the full text of this Charter was also approved.
2. This charter is kept at the Company's head office.
3. This Charter is the sole and official of the Company.
4. Copies or extracts of the Company Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.



**LEGAL REPRESENTATIVE**

**CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ**  
*Nguyễn Hữu Phú*



**AN TRUONG AN  
JOINT STOCK COMPANY**

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

*Hanoi, November 6<sup>th</sup>, 2025*

**SHAREHOLDER QUALIFICATIONS INSPECTION REPORT  
ATTENDING THE EXTRAORDINARY GENERAL MEETING OF  
SHAREHOLDERS IN 2025**

**AN TRUONG AN JOINT STOCK COMPANY**

On behalf of the Shareholders' Qualification Examination Committee of the 2025 Extraordinary General Meeting of Shareholders, I report the results of the shareholders' qualification examination to attend the General Meeting as follows:

2025 Extraordinary General Meeting of Shareholders is **908** shareholders, owning and representing a total of **15,220,000** shares, equivalent to **100%** of the total number of shares with voting rights.

The total number of actual shareholders and shareholder representatives attending the 2025 Extraordinary General Meeting of Shareholders is 08 delegates, owning or representing **9.934.700** common shares, equivalent to **65,27%** of the total voting shares of An Truong An Joint Stock Company.

According to the provisions of the Enterprise Law, the Company Charter and the Organization Regulations, the 2025 Annual General Meeting of Shareholders of An Truong An Joint Stock Company has met all the conditions to hold the meeting. Shareholders and shareholders' representatives attending the meeting have the right to vote according to the number of shares owned or represented.

**On behalf of the Shareholder Qualifications Audit  
Committee  
PREFECT**

**Dinh Thi Hong Lien**





AN TRUONG AN JOINT  
STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness

Hanoi, November 6<sup>th</sup>, 2025

**MINUTES OF VOTE COUNTING**  
**VOTING AT THE 2025 EXTRAORDINARY GENERAL MEETING OF**  
**SHAREHOLDERS**  
**OF AN TRUONG AN JOINT STOCK COMPANY**

**Business name** : AN TRUONG AN JOINT STOCK COMPANY  
("Company/ATG")  
**Stock code** : ATG  
**Certificate of Business Registration** : 4100577172 first issued by the Department of Planning and Investment of Binh Dinh Province on August 1, 2007, 13th change on July 16, 2025  
**Head office address** : No. 81 Mai Hac De, Quy Nhon Nam Ward, Gia Lai Province.  
**Phone** :  
**Meeting time** : From 15:00 November 6, 2025  
**Meeting place** : 8th Floor, Building No. 132 Mai Hac De, Hai Ba Trung Ward, Hanoi, Vietnam



The vote counting committee introduced by the Organizing Committee of the Extraordinary General Meeting of Shareholders (EGM) of An Truong An Joint Stock Company (ATG) and approved by the GMS includes:

1. Ms. Dao Thi Quynh - Head of the Ballot Counting Committee
2. Ms. Do Phuong Thao - Member

And some other supporting members conducted the vote counting at the 2025 ATG Shareholders' Meeting as follows:

**I. VOTING COMPONENTS**

Total number of invited shareholders: all shareholders named in the List of Shareholders entitled to attend the General Meeting according to the List of Securities Owners (exercising the right to attend the General Meeting of Shareholders, the last registration date is October 9, 2025) is **908** shareholders, representing **15,220,000** shareholders. voting shares, equivalent to **15,220,000 voting shares**, representing **100%** of the total voting shares of An Truong An Joint Stock Company.

**II. MEETING PARTICIPANTS AND VOTING**

The total number of actual shareholders/shareholder representatives attending and voting at the 2025 Extraordinary General Meeting of Shareholders is 08 delegates, owning or representing **9.934.700** voting shares, equivalent to **9.934.700** voting rights, accounting for **65,27%** total number of votes

At 15:00 on November 6, 2025, the total number of shareholders/valid authorized representatives attending the meeting at the 2025 Extraordinary General Meeting of Shareholders was 06 valid authorized representatives for **9.934.700** voting shares, equivalent to **9.934.700** voting rights, accounting for **65,27%** total number of votes

### III. VOTING CONTENTS AND VOTING RESULTS

- Total number of votes issued: **9.934.700** votes for **08** delegates, representing **9.934.700** shares equal to **100%** of the voting shares attending the meeting.
- Total votes received: **9.934.700** votes from **08** delegates, representing **9.934.700** shares equal to **100%** of the voting shares attending the meeting.

*In there:*

- Number of valid votes: **9.934.700** votes, representing **9.934.700** shares equal to **100%** of the voting shares attending the meeting.
- Number of invalid votes: **0** votes, representing **0** shares equal to **0%** of the voting shares attending the meeting.
- Number of abstentions: **0** votes, representing **0** shares equal to **0%** of the voting shares attending the meeting.

STT	Voting content	Voting results
1	Approving the plan to issue additional shares to increase the company's charter capital (Submission No. 01/2025/TTr-DHĐCĐ/ATG)	<ul style="list-style-type: none"> <li>- Number of votes: <b>9.934.700</b></li> <li>- Approval: <b>9.934.700</b> shares, ratio: <b>100%</b></li> <li>- Disapproval: <b>0</b> shares, ratio: <b>0%</b></li> <li>- No comments: <b>0</b> shares, ratio: <b>0%</b></li> </ul>
2	Approval of changing the company name to ATG PLANET Joint Stock Company and adding business lines ((Report No. 02/2025/TTr-DHĐCĐ/ATG)	<ul style="list-style-type: none"> <li>- Number of votes: <b>9.934.700</b></li> <li>- Approval: <b>9.934.700</b> shares, ratio: <b>100%</b></li> <li>- Disapproval: <b>0</b> shares, ratio: <b>0%</b></li> <li>- No comments: <b>0</b> shares, ratio: <b>0%</b></li> </ul>
3	Information via Report on ATG PLANET's operational strategy until the end of 2030. (Report No.	<ul style="list-style-type: none"> <li>- Number of votes: <b>9.934.700</b></li> <li>- Approval: <b>9.934.700</b> shares, ratio: <b>100%</b></li> </ul>



STT	Voting content	Voting results
	03/2025/TTr-DHĐCĐ/ATG)	<ul style="list-style-type: none"> <li>- Disapproval: <b>0</b> shares, ratio: <b>0%</b></li> <li>- No comments: <b>0</b> shares, ratio: <b>0%</b></li> </ul>
4	Approval of Capital Contribution to establish a Blockchain and AI technology company. (Report No. 04/2025/TTr-DHĐCĐ/ATG)	<ul style="list-style-type: none"> <li>- Number of votes: <b>9.934.700</b></li> <li>- Approval: <b>9.934.700</b> shares, ratio: <b>100%</b></li> <li>- Disapproval: <b>0</b> shares, ratio: <b>0%</b></li> <li>- No comments: <b>0</b> shares, ratio: <b>0%</b></li> </ul>
5	Approving the Permission for Foreign Investors to Own Up to 100% of the Company's Charter Capital. (Submission No. 05/2025/TTr-DHĐCĐ/ATG)	<ul style="list-style-type: none"> <li>- Number of votes: <b>9.934.700</b></li> <li>- Approval: <b>9.934.700</b> shares, ratio: <b>100%</b></li> <li>- Disapproval: <b>0</b> shares, ratio: <b>0%</b></li> <li>- No comments: <b>0</b> shares, ratio: <b>0%</b></li> </ul>
6	Approval of the establishment of ATG Planet Stone LLC. (Report No. 06/2025/TTr-DHĐCĐ/ATG)	<ul style="list-style-type: none"> <li>- Number of votes: <b>9.934.700</b></li> <li>- Approval: <b>9.934.700</b> shares, ratio: <b>100%</b></li> <li>- Disapproval: <b>0</b> shares, ratio: <b>0%</b></li> <li>- No comments: <b>0</b> shares, ratio: <b>0%</b></li> </ul>

The vote counting ended at 16:45 on November 6, 2025.

We guarantee the accuracy of the above vote counting.

This vote counting record is announced at the 2025 Extraordinary General Meeting of Shareholders and kept at ATG Head Office.

#### MEMBERS PARTICIPATING IN THE VOTE COUNTING

**Head of the Ballot  
Counting Committee**



**Dao Thi Quynh**

**Members of the Ballot Counting  
Committee**



**Do Phuong Thao**

