

**THE SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom – Happiness**

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# **CHARTER**

**SOUTH BOOKS AND EDUCATIONAL  
EQUIPMENT JSC**

Ho Chi Minh City, April 22<sup>nd</sup>, 2021

# LIST OF CONTENTS

INTRODUCTION .....	<b>Error! Bookmark not defined.</b>
I. DEFINITIONS OF TERMS IN THE CORPORATE CHARTER .....	<b>Error! Bookmark not defined.</b>
Article 1. Explanations of Terms .....	<b>Error! Bookmark not defined.</b>
II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING PERIOD, AND LEGAL REPRESENTATIVE OF THE COMPANY .....	<b>Error! Bookmark not defined.</b>
Article 2. Name, Form, Head Office, Branches, Representative Offices, Business Locations, and Operating Period of the Company .....	<b>Error! Bookmark not defined.</b>
Article 3. Legal Representative of the Company .....	<b>Error! Bookmark not defined.</b>
III. OBJECTIVES AND SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY .....	<b>Error! Bookmark not defined.</b>
Article 4. Objectives of Activities .....	<b>Error! Bookmark not defined.</b>
Article 5. Scope of Business and Activities .....	<b>Error! Bookmark not defined.</b>
IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS .....	<b>Error! Bookmark not defined.</b>
Article 6. Charter Capital, Shares, Founding Shareholders .....	<b>Error! Bookmark not defined.</b>
Article 7. Share Certificates .....	<b>Error! Bookmark not defined.</b>
Article 8. Other Securities Certificates .....	<b>Error! Bookmark not defined.</b>
Article 9. Share Transfer .....	<b>Error! Bookmark not defined.</b>
Article 10. Share Recapture (for cases of business registration) ....	<b>Error! Bookmark not defined.</b>
V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL ....	<b>Error! Bookmark not defined.</b>
Article 11. Organizational Structure, Governance, and Control .....	<b>Error! Bookmark not defined.</b>
VI. SHAREHOLDERS, GENERAL MEETING OF SHAREHOLDERS .....	<b>Error! Bookmark not defined.</b>
Article 12. Shareholders' Rights .....	<b>Error! Bookmark not defined.</b>
Article 13. Shareholders' Obligations .....	<b>Error! Bookmark not defined.</b>
Article 14. The General Meeting of Shareholders .....	<b>Error! Bookmark not defined.</b>
Article 15. Rights and obligations of the General Meeting of Shareholders .....	<b>Error! Bookmark not defined.</b>
Article 16. Authorized representatives .....	19
Article 17. Changes to Special Rights .....	20
Article 18. Convocation of Meetings, Meeting Agenda, and Notice of the General Meeting of Shareholders .....	21
Article 19. Conditions for Convening the General Meeting of Shareholders .....	<b>Error! Bookmark not defined.</b>
Article 20. Procedure for Conducting Meetings and Voting at the General Shareholders' Meeting .....	23
Article 21. Conditions for s of the General Meeting of Shareholders to be Adopted .....	26
Article 22. Authority and Procedures for Obtaining Shareholders' Written Opinions to Approve Resolutions of the General Meeting of Shareholders .....	26
Article 23. Resolution, Minutes of Shareholders' Meeting .....	<b>Error! Bookmark not defined.</b>



Article 24. Request for Annulment of Resolutions of the General Meeting of Shareholders .....	30
VII. BOARD OF DIRECTORS .....	<b>Error! Bookmark not defined.</b>
Article 25. Nomination and Candidacy of Members of the Board of Directors.....	<b>Error! Bookmark not defined.</b>
Article 26. Composition and Term of Members of the Board of Directors.....	31
Article 27. Powers and Obligations of the Board of Directors.....	32
Article 28. Remuneration, Bonuses and Benefits of the Board of Directors.....	34
Article 29. Chairman of the Board of Directors .....	35
Article 30. Meetings of the Board of Directors .....	36
Article 31. Subcommittees under the Board of Directors	<b>Error! Bookmark not defined.</b>
Article 32. Person in Charge of Corporate Governance .....	38
VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES .....	<b>Error! Bookmark not defined.</b>
Article 33. Organizational Structure of Management.....	<b>Error! Bookmark not defined.</b>
Article 34. Company Executives .....	39
Article 35. Appointment, Dismissal, Duties, and Powers of the General Director ..	<b>Error! Bookmark not defined.</b>
IX. SUPERVISORY BOARD .....	<b>Error! Bookmark not defined.</b>
Article 36. Nomination and Candidacy of Members of the Supervisory Board (Supervisors).....	41
Article 37. Composition of the Supervisory Board .....	41
Article 38. Head of the Supervisory Board .....	42
Article 39. Rights and Obligations of the Supervisory Board .....	43
Article 40. Meetings of the Supervisory Board .....	44
Article 41. Salaries, Remuneration, Bonuses, and Other Benefits of the Members of the Supervisory Board .....	44
X. RESPONSIBILITIES OF BOD MEMBERS, CEO/GENERAL DIRECTOR, AND OTHER EXECUTIVES.....	<b>Error! Bookmark not defined.</b>
Article 42. Responsibility of Care .....	44
Article 43. Responsibilities of honesty and avoidance of conflicts of interest.....	<b>Error! Bookmark not defined.</b>
Article 44. Responsibility for damages and compensation .....	46
XI. RIGHT TO ACCESS THE COMPANY'S BOOKS AND RECORDS.....	<b>Error! Bookmark not defined.</b>
Article 45. Right to Access Books and Records.....	46
XII. EMPLOYEES AND TRADE UNIONS.....	<b>Error! Bookmark not defined.</b>
Article 46. Employees and Trade Unions.....	47
XIII. PROFIT DISTRIBUTION .....	<b>Error! Bookmark not defined.</b>
Article 47. Profit Distribution.....	47
XIV. BANK ACCOUNTS, RESERVE FUND, FISCAL YEAR, ACCOUNTING SYSTEM.....	<b>Error! Bookmark not defined.</b>
Article 48. Bank Accounts.....	<b>Error! Bookmark not defined.</b>
Article 49. Fiscal Year .....	48
Article 50. Accounting System.....	49
XV. ANNUAL REPORT AND RESPONSIBILITY FOR INFORMATION DISCLOSURE .....	<b>Error! Bookmark not defined.</b>
Article 51. Annual, Semi-annual, and Quarterly Financial Reports.....	<b>Error! Bookmark not defined.</b>

Article 52. Annual Report.....	<b>Error! Bookmark not defined.</b>
XVI. COMPANY AUDIT .....	<b>Error! Bookmark not defined.</b>
Article 53. Audit .....	49
XVII. SEAL.....	<b>Error! Bookmark not defined.</b>
Article 54. Company Seal.....	50
XVIII. DISSOLUTION OF THE COMPANY.....	<b>Error! Bookmark not defined.</b>
Article 55. Dissolution of the Company .....	<b>Error! Bookmark not defined.</b>
Article 56. Extension of Operations .....	<b>Error! Bookmark not defined.</b>
Article 57. Liquidation.....	<b>Error! Bookmark not defined.</b>
XIX. INTERNAL DISPUTE RESOLUTION .....	<b>Error! Bookmark not defined.</b>
Article 58. Internal Dispute Resolution .....	<b>Error! Bookmark not defined.</b>
XX. AMENDMENT AND MODIFICATION OF THE CHARTER .....	<b>Error! Bookmark not defined.</b>
Article 59. Amendment and Modification of the Charter .....	<b>Error! Bookmark not defined.</b>
XXI. EFFECTIVE DATE .....	<b>Error! Bookmark not defined.</b>
Article 60. Effective Date .....	<b>Error! Bookmark not defined.</b>

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 AN  
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## INTRODUCTION

This Charter was adopted pursuant to Resolution No. 105/NQ-ĐHĐCĐ of the General Meeting of Shareholders dated April 22<sup>nd</sup>, 2025.

### I. DEFINITIONS OF TERMS IN THE CORPORATE CHARTER

#### Article 1. Explanations of Terms

1. In this Charter, the following terms shall be understood as follows:
  - a. "Charter capital" is the total par value of shares sold or registered for purchase when establishing the Company, as regulated in Article 6 of this Charter;
  - b. "Voting Capital" refers to share capital, whereby the holder has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
  - c. "Enterprise Law" means Law on Enterprises No. 59/2020/QH14 dated June 17<sup>th</sup>, 2020, passed by the National Assembly of the Socialist Republic of Vietnam;
  - d. "Securities Law" refers to Securities Law No. 54/2019/QH14, passed by the National Assembly on November 26<sup>th</sup>, 2019;
  - e. "Vietnam" refers to the Socialist Republic of Vietnam;
  - f. "Date of Establishment" refers to the date on which the Company is first issued the Enterprise Registration Certificate (Business Registration Certificate and other equivalent documents);
  - g. "Corporate Executives" refer to the General Director, Deputy General Directors, Chief Accountant, and other executives as stipulated in the Company's Charter;
  - h. "Company managers" include members of the Board of Directors, Chief Executive Officer (CEO), Deputy CEO, and other individuals appointed by the Board of Directors in accordance with the company's regulations of the charter;
  - i. "Related Person" refers to individuals or organizations as defined in Clause 46, Article 4 of the Securities Law and Clause 23, Article 4 of the Enterprise Law;
  - j. "Shareholder" refers to organizations or individuals who own at least one share of the company;

k. "Founding shareholder" is a shareholder who owns at least one ordinary share and signs in the list of founding shareholders of a joint-stock company;

l. "Major Shareholder" refers to a shareholder as defined in Clause 18, Article 4 of the Securities Law.

m. "Operating period" refers to the operating period of the company as stipulated in Article 2 of this Charter and any extension period (if applicable) approved by the General Meeting of Shareholders of the company through a Resolution;

n. "Stock Exchange" refers to the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to any other provisions or legal texts shall include amendments or replacement legal texts.

3. The headings (Chapter, Section, Article) in this Charter are included for convenience of reference and do not affect the meaning in this Charter.

## **II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING PERIOD, AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, Form, Head Office, Branches, Representative Offices, Business Locations, and Operating Period of the Company**

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

- Vietnamese name: CÔNG TY CỔ PHẦN SÁCH VÀ THIẾT BỊ GIÁO DỤC MIỀN NAM
- English name: SOUTH BOOKS AND EDUCATIONAL EQUIPMENT JOINT STOCK COMPANY
- Transaction name: SOUTHERN COMPANY (SOBEE)
- Tên viết tắt: SOBEE JSC.

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

#### **3. The registered headquarters of the Company is:**

- **Address:** 231 Nguyen Van Cu, Ward 4, District 5, Ho Chi Minh City, Vietnam.
- Phone Number: 028 38300312
- Fax: 028 38351488
- Email: sobeejsc@yahoo.com
- Website: sobee.vn



4. The Company can establish branches and representative offices in its business areas to achieve its operational objectives, in accordance with the resolutions of the Board of Directors and within the limits of the law.

5. Unless terminated early under Clause 2, Article 59, or extended under Article 60 of this Charter, the Company's duration shall be indefinite from the date of its establishment.

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

1. The General Director or CEO is the legal representative of the company.

2. Responsibilities of the legal representative of the company:

a. Carry out assigned rights and obligations honestly, diligently, and to the best of their ability to ensure the lawful interests of the company;

b. Be loyal to the interests of the company; do not use information, trade secrets, business opportunities, or abuse their position, position, or other assets of the enterprise for personal gain or for the benefit of other organizations or individuals;

c. Timely, fully, and accurately notify the Company about oneself or any related person who owns or holds controlling shares or capital contributions in other enterprises;

d. The legal representative of the company is personally responsible for damages to the company resulting from violations of obligations stated above.

3. Rights and Obligations of the Legal Representative:

a. Organizing and implementing the resolutions of the Board of Directors;

b. Organizing and implementing the Company's business plans and investment strategies;

c. Deciding on matters related to the Company's daily business operations without requiring a resolution from the Board of Directors;

d. Proposing organizational structure plans and internal management regulations of the Company;

e. Proposing to the Board of Directors the appointment, dismissal, and removal of managerial positions within the Company;

f. Deciding on salaries and other benefits for employees in the company;

g. Recruiting employees;

h. Proposing a plan for dividend distribution or handling business losses;



i. Other rights and obligations as stipulated by law, the Company's Charter, and resolutions of the Board of Directors (if any).

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

#### **Article 4. Objectives of Activities**

1. The company's business *sectors*::

- *Publishing books, periodicals, and other publishing activities.*
- *Printing and related printing services.*
- *Trading books, newspapers, magazines, and stationery.*
- *Retailing and trading books, newspapers, magazines, stationery, toys, games, audio and video discs, pictures, beds, cabinets, tables, chairs, furniture, household electrical appliances, lamps and lighting fixtures, household goods, clothing, footwear, leather and faux leather products, and other goods in specialized stores.*
- *Wholesale trading: materials, equipment, teaching supplies, school interior and exterior furnishings, toys, games, electrical and electronic devices; trade beds, cabinets, tables, chairs, and similar furniture.*
- *Trading media items: recorded audio and video CDs, DVDs (including blank tapes and discs).*
- *Manufacturing office machinery, equipment, teaching supplies, and school interior and exterior furnishings.*
- *Manufacturing beds, cabinets, tables, chairs, toys, and games.*
- *Acting as an agent for purchasing, selling, consignment of goods, commercial brokerage, and auctioning.*
- *Constructing various types of buildings and completing construction projects.*
- *Providing educational support services.*
- *Engaging in other professional, scientific, and technological activities: editing, compiling books, and translation.*
- *Trading and retailing mobile swimming pools.*
- *Trading and retailing chemicals.*

2. The company's operational objectives:

*Distribute books and educational products of Vietnam Education Publishing House and the company to local school equipment and book companies, as well as customers and partners, to serve students, teachers, and the public in southern provinces and cities.*

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

The company is authorized to conduct business activities in the sectors specified in this Charter, as registered, notified of any changes to the business registration authority, and published on the National Business Registration Portal.

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

#### **Article 6. Charter Capital, Shares, Founding Shareholders**

1. The Company's charter capital is VND 44,050,000,000 (Forty-four billion, fifty million Vietnamese dong).

The company's total charter capital is divided into 4,405,000 shares, with a par value of VND 10,000 per share (ten thousand Vietnamese dong per share).

2. The company may increase its charter capital upon approval by the General Meeting of Shareholders and in compliance with legal regulations.

3. As of the date this Charter is adopted, the company's shares consist of common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are specified in Articles 12 and 13 of this Charter.

4. The company may issue other types of preferred shares upon approval by the General Meeting of Shareholders and in compliance with legal regulations.

5. The names, addresses, number of shares, and other information regarding the founding shareholders, as stipulated by the Enterprise Law, are provided in Appendix I attached hereto. This appendix is an integral part of this Charter.

6. Common shares must be offered on a priority basis to existing shareholders in proportion to their ownership of common shares in the company, unless otherwise decided by the General Meeting of Shareholders. Any shares not subscribed by shareholders will be handled at the discretion of the Board of Directors. The Board of Directors may allocate these shares to other parties under conditions and methods it deems appropriate, but it may not sell these shares under more favorable conditions than those offered to existing



shareholders, unless otherwise approved by the General Meeting of Shareholders.

7. The company may repurchase its issued shares in accordance with the methods specified in this Charter and applicable laws. The shares repurchased by the company shall be considered treasury shares, and the Board of Directors may offer them for sale in a manner consistent with the provisions of this Charter, the Securities Law, and relevant guiding regulations.

8. The company may issue other types of securities upon approval by the General Meeting of Shareholders and in compliance with legal regulations.

### **Article 7. Share Certificates**

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

2. A share certificate is a document issued by the company, an accounting entry, or an electronic record that confirms ownership of one or a certain number of shares. The share certificate must bear the company's seal and be signed by the company's legal representative in accordance with the provisions of the Enterprise Law. It must clearly state the number and type of shares held by the shareholder, the shareholder's full name, and other relevant information as required by the Enterprise Law.

3. Within thirty (30) days from the date of submission of a complete application for share ownership transfer as prescribed by the company, or within thirty (30) days (or another period specified in the issuance terms) from the date of full payment for the purchased shares as stipulated in the company's share issuance plan, the shareholder shall be issued a share certificate. The shareholder shall not be required to pay the company for the cost of printing the share certificate.

4. In case a share certificate is damaged, erased, lost, stolen, or destroyed, the shareholder may request the issuance of a new share certificate, provided that they supply information regarding the damaged, erased, lost, stolen, or destroyed certificate and commit to taking responsibility for any disputes arising from the reissuance of the new share certificate.

### **Article 8. Other Securities Certificates**

Bond certificates or other securities certificates issued by the company shall bear the company's seal and the specimen signature of the company's legal representative.



## **Article 9. Share Transfer**

1. All shares are freely transferable unless otherwise stipulated by this Charter and applicable laws. Listed shares and shares registered for trading on the Stock Exchange shall be transferred in accordance with securities laws and stock market regulations.

2. Shares that have not been fully paid for may not be transferred and shall not entitle the holder to related benefits, including the right to receive dividends, the right to receive shares issued to increase share capital from owners' equity, the right to purchase newly offered shares, and other rights as prescribed by law.

## **Article 10. Share Recapture (for cases of business registration)**

1. In the event that a Shareholder fails to fully and timely pay the required amount for purchasing shares, the Board of Directors shall notify and have the right to demand the Shareholder to make the remaining payment along with interest on that amount and any expenses incurred due to the non-payment, as regulated.

2. The aforementioned payment notice must clearly state the new payment deadline (which must be a minimum of seven (07) days from the date of notification), the place of payment, and specify that in the event of non-compliance with the requirements, the remaining shares will be recaptured.

3. The Board of Directors has the right to recapture those shares that have not been fully and timely paid if the requirements specified in the aforementioned notice are not fulfilled.

4. The recaptured shares shall become the company's assets and shall be considered shares eligible for sale as regulated in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly or through authorization sell, redistribute, or settle them to the previous shareholder of the recaptured shares or other parties under conditions and methods deemed appropriate by the Board of Directors.

5. A shareholder holding recaptured shares must relinquish their shareholder status for those shares but remains liable for financial obligations of the Company corresponding to the total par value of the registered shares they had subscribed to at the time of recapture, as determined by the Board of Directors. This liability continues from the date of recapture until the payment is executed. The Board of Directors has full authority to enforce payment of the entire share value at the time of recapture.

6. The recapture notice shall be sent to the holder of the recaptured shares prior to the recapture. The recapture remains valid even in cases of errors or negligence in sending the notice.

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

### **Article 11. Organizational Structure, Governance, and Control**

The organizational structure for management, governance, and supervision of the Company shall be implemented in accordance with point a, clause 1, Article 137 of the Law on Enterprises, including:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. Supervisory Board;
4. The Chief Executive Officer.

The Company is a subsidiary of Vietnam Education Publishing House Limited Company (VEPH) – under the Ministry of Education and Training – with VEPH holding more than 50% of the charter capital. The Company is obligated to comply with the regulations, policies, and operational procedures of the parent-subsidiary corporate group as issued by VEPH.

The Company is an enterprise involved in carrying out specific stages or the entire process of publishing books and educational equipment under the responsibility of VEPH in accordance with legal regulations. The Company maintains a long-term partnership with VEPH in terms of economic benefits, technology, market, and business services.

In cases where VEPH holds a non-controlling stake in the Company, but the Company voluntarily joins the parent-subsidiary corporate group of VEPH, and VEPH retains controlling rights through a legally compliant agreement between both parties.

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

### **Article 12. Shareholders' Rights**

1. Ordinary shareholders have the following rights:
  - a. Attending and expressing opinions at the General Meeting of Shareholders and exercising voting rights directly at the General Meeting of Shareholders, through an authorized representative, or in other forms as



stipulated by the Company's Charter and applicable laws. Each common share is entitled to one voting right;

b. Receiving dividends according to the resolutions of the General Shareholders' Meeting;

c. Freely transferring fully paid shares in accordance with this Charter and current laws, except for cases specified in Clause 3 of Article 120, Clause 1 of Article 127 of the Enterprise Law, and other relevant legal regulations;

d. Enjoying priority to purchase newly issued shares corresponding to the proportion of common shares they own;

e. Reviewing, accessing, and extracting information regarding their names and contact addresses in the list of voting shareholders; request the correction of their inaccurate information;

f. Having full access to periodic and extraordinary information disclosed by the Company in accordance with legal regulations;

g. Reviewing, accessing, extracting, or making copies of the Company's Charter, minutes of General Shareholders' Meetings, and resolutions of the General Shareholders' Meeting;

h. In the event of the Company's dissolution or bankruptcy, shareholders are entitled to receive a portion of the remaining assets corresponding to their share ownership ratio in the Company;

i. Requesting the Company to repurchase their shares in cases specified under Article 132 of the Enterprise Law;

j. Being treated equally, as each share of the same type grants its owner the same rights, obligations, and benefits. Shareholders are entitled to the protection of their legal rights and interests and may request the suspension or annulment of resolutions or decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Enterprise Law;

k. Other rights as prescribed by law and this Charter.

2. A shareholder or a group of shareholders holding at least 5% of the total common shares have the following rights:

a. Requesting the convocation of the General Meeting of Shareholders in accordance with Clause 3 of Article 115 of the Enterprise Law;

b. Accessing, searching, extracting records and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports the Supervisory Board, contracts, transactions that must go through the Board of Directors, and other documents, except for documents related to the trade secrets, business secrets of the Company;



c. Requesting the Supervisory Board to examine specific matters related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following details: full name, contact address, nationality, and legal identification document number for individual shareholders; name, enterprise code or legal identification document number, and registered headquarters address for institutional shareholders; number of shares and the time of share registration for each shareholder; total number of shares held by the group of shareholders and their ownership percentage in the Company's total shares; the specific issue to be examined and the purpose of the examination;

d. Proposing matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than 03 working days before the opening date. The proposal must clearly state the shareholder's name, quantity of each type of shares held by the shareholder, and the matter proposed to be included in the agenda;

e. Other rights as prescribed by law and the Company's Charter.

3. Shareholders or groups of shareholders owning 10% or more of the total outstanding common shares have the right to nominate individuals to the Board of Directors and the Supervisory Board. The nomination of individuals to the Board of Directors is carried out as follows:

a. Ordinary shareholders forming a group to nominate individuals to the Board of Directors and the Supervisory Board must notify the holding of the group meeting to shareholders attending the General Shareholders' Meeting before its commencement;

b. Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders stipulated in this provision have the right to nominate one or several individuals as candidates for the Board of Directors and the Supervisory Board. If the number of candidates nominated by a shareholder or a group of shareholders is lower than the number of candidates they are entitled to nominate as determined by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

### **Article 13. Shareholders' Obligations**

Ordinary shareholders of the Company have the following obligations:

1. Fully and timely paying for the shares committed to purchase.
2. Not withdrawing the contributed capital in the form of ordinary shares from the Company, except when the Company or another party repurchases the shares. In case a shareholder withdraws a part or the entire contributed capital contrary to this provision, That shareholder and related beneficiaries in the

Company shall be jointly liable for the Company's debts and other financial obligations within the value of the withdrawn shares and any resulting damages.

3. Complying with the Company's Charter and Internal Management Regulations;

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

5. Safeguarding the information provided by the Company in accordance with the Company's Charter and the law; use the information provided only to exercise and protect their legitimate rights and interests; prohibit the dissemination or reproduction of the information provided by the Company to other organizations or individuals.

6. Attending and voting at general meetings under the following circumstances:

a. Attending and voting in person at the meeting;

b. Authorizing an individual or organization to attend and vote at the meeting;

c. Attending and voting through online conferences, electronic voting, or other electronic means;

d. Sending voting cards/proxies to the meeting via mail, fax, or email.

7. Taking personal responsibility when acting on behalf of the Company in any form to carry out one of the following actions:

a. Violating the law;

b. Conducting business and other transactions for the benefit of or to serve the interests of other organizations or individuals;

c. Prepaying debts before they become due, in the face of potential financial risks to the Company.

8. Fulfilling other obligations as stipulated by the current laws.

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

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders convenes once (01) per year and within four (04) months from the end of the fiscal year. Unless otherwise stipulated in the Company's Charter, the Board of Directors may decide to extend the convening of the annual general meeting if necessary, but not more than six (06) months from the end of the fiscal year. In addition to the Annual General Meeting of Shareholders, the General Meeting of Shareholders may hold extraordinary



meetings. The meeting location shall be determined as the place where the chairman attends and must be within the territory of Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects an appropriate venue. The Annual General Meeting of Shareholders decides on matters as prescribed by law and the Company's Charter, particularly the approval of annual financial statements and the budget for the next fiscal year. In cases where the Company's audited financial statements contain material exclusions, an adverse opinion, or a disclaimer of opinion, the Company must invite a representative of the approved auditing firm that conducted the financial audit to attend the Annual General Meeting of Shareholders. The representative of the approved auditing firm is responsible for attending the meeting and providing explanations on relevant matters.

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 interests of the Company;

b. The remaining number of members in the Board of Directors or the Supervisory Board is less than the minimum required by law;

c. Upon the request of a shareholder or a group of shareholders as specified in Article 22, Clause 2 of this Charter; The request to convene the General Shareholders' Meeting must be in writing, stating the reasons and purpose of the meeting, and must bear the sufficient signatures of the relevant shareholders, or the written request must be prepared in multiple copies and contain the sufficient signatures of the related shareholders;

d. At the request of the Supervisory Board;

e. Other cases as prescribed by law and this Charter.

4. Convene an Extraordinary General Meeting of Shareholders.

a. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date when the remaining number of members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls below the threshold specified in point b, clause 3 of this Article, or from the date of receiving a request as stipulated in points c and d, clause 3 of this Article;

b. If the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in point a, clause 4 of this Article, the Supervisory Board must, within the following thirty (30) days, replace the Board of Directors in convening the General Meeting of Shareholders in accordance with clause 3, Article 140 of the Enterprise Law.;



c. If the Supervisory Board fails to convene the General Meeting of Shareholders as stipulated in point b, clause 4 of this Article, then within the following thirty (30) days, the shareholder or group of shareholders as specified in point c, clause 3 of this Article shall have the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Enterprise Law.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders has the right to request the business registration authority to supervise the procedures for convening, conducting the meeting, and making decisions at the General Meeting of Shareholders. All costs associated with convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders for attending the General Meeting of Shareholders, including accommodation and travel expenses.

d. The procedures for organizing the General Meeting of Shareholders shall be carried out in accordance with the provisions in Clause 5, Article 140 of the Enterprise Law.

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

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

- a. Approving the development orientation of the Company;
- b. Deciding on the types of shares and the total number of shares of each type eligible for offering; determining the annual dividend rate for each type of shares;
- c. Electing, dismissing, and removing members of the Board of Directors;
- d. Deciding on investments or sales of assets with a value of 35% or more of the total value of assets stated in the most recent financial statements of the Company;
- e. Amending and supplementing the Company's Charter;
- f. Approving the annual financial reports;
- g. Deciding on the repurchase of more than 10% of the total issued shares of each type;
- h. Reviewing and addressing violations committed by members of the Board of Directors and the Supervisory Board that cause damage to the Company and its shareholders;

- i. Deciding on the restructuring or dissolution of the Company;
  - j. Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors;
  - k. Approving the internal governance regulations; regulations on the operation of the Board of Directors;
  - l. Approving the list of approved audit firms; deciding on the appointment of an audit firm to conduct audits of the Company, and dismissing an approved auditor when deemed necessary;
  - m. Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders discussed and approved the following issues:
- a. The annual business plan of the company;
  - b. The audited annual financial report;
  - c. The Report of the Board of Directors on the administration and the performance of the Board of Directors and its members;
  - d. The report of the Supervisory Board on the Company's business performance, the performance of the Board of Directors, and the Chief Executive Officer;
  - e. Self-assessment report on the performance of the Supervisory Board and its members;
  - f. The dividend rate for each type of share;
  - g. The number of members of the Board of Directors and the Supervisory Board;
  - h. The election, exemption, and dismissal of members of the Board of Directors;
  - i. The decision on the budget or the total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
  - j. Approval of the list of approved auditing firms; decision on the approved auditing firm to perform the examination of the company's operations when necessary;
  - k. Amend and supplement the Company's Charter;
  - l. The types and quantities of newly issued shares for each type of share and the transfer of shares by founding members within the first three years from the date of establishment;

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m. Division, separation, consolidation, merger, or conversion of the Company;

n. Reorganization and dissolution (liquidation) of the Company and the appointment of a liquidator;

o. Decision on investment or sale of assets with a value of 35% or more of the total asset value recorded in the latest financial report of the company;

p. Decision to repurchase more than 10% of the total issued shares of each type;

q. The Company enters into contracts or transactions with the entities specified in Clause 1, Article 167 of the Enterprise Law, with a value equal to or exceeding 35% of the Company's total asset value as recorded in the most recent financial statement;

r. Approval of transactions stipulated in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31<sup>st</sup>, 2020, issued by the Government, detailing the implementation of certain provisions of the Securities Law;

s. Approval of the internal governance regulations of the company, the operating regulations of the Board of Directors and the Supervisory Board;

t. Other issues as stipulated by the 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.

## **7. Authorized representatives**

1. Shareholders or their authorized representatives, who are organizations, may directly attend the meeting or delegate one or more individuals or organizations to attend the General Meeting on their behalf, or participate it through one of the forms specified in Clause 3, Article 144 of the Enterprise Law.

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

The authorized person attending the General Meeting of Shareholders must submit the authorization document when registering to attend. In the case

of reauthorization, the attendee must present the original authorization document of the shareholder or the authorized representative of the shareholder, who is an organization (if not previously registered with the Company).

3. The voting ballot of the authorized person attending the meeting within the delegated scope shall remain valid in the event of any of the following cases:

- a. The authorizing person has died, has limited capacity for civil acts, or has lost capacity for civil acts;
- b. The authorizing person has revoked the authorization;
- c. The authorizing person has revoked the authority of the person executing the authorization.

This provision does not apply in cases where the Company has received notice of any of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 16. Changes to Special Rights**

1. The change or cancellation of special rights attached to a class of preferred shares becomes effective when approved by shareholders representing 65% or more of the total voting shares of all participating shareholders at the meeting. Resolutions of the General Meeting of Shareholders regarding changes that adversely affect the rights and obligations of shareholders holding preferred shares can only be passed if the shareholders of the same class, who own 75% or more of the total shares of that class, agree or if the shareholders of the same class, who own 75% or more of the total shares of that class, agree in the case of resolutions passed in writing.

2. The organization of a meeting of shareholders holding a class of preferred shares to approve the aforementioned rights changes is only valid if there are a minimum of 02 shareholders (or their authorized representatives) and they collectively hold at least 1/3 of the par value of the issued shares of that class. If there is an insufficient number of delegates as mentioned above, the meeting shall be rescheduled within 30 days, and the shareholders holding shares of that class (regardless of the number of persons and shares) who are present in person or represented by authorized representatives shall be considered as sufficient representation. At meetings of shareholders holding the mentioned class of preferred shares, the shareholders holding shares of that class who are present in person or represented by authorized representatives may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

3. The procedures for conducting such separate meetings shall be carried out similarly to the provisions in Articles 19, 20, and 21 of this Charter.



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

**Article 17. Convocation of Meetings, Meeting Agenda, and Notice of the General Meeting of Shareholders**

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

2. The convener of the General Meeting of Shareholders must carry out the following tasks:

a. Preparing a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no later than ten (10) days before the notice of the meeting is sent. The Company must disclose information about the preparation of the shareholder list at least 20 days before the record date;

b. Preparing the agenda and content of the meeting;

c. Preparing documents for the meeting;

d. Drafting resolutions of the General Meeting of Shareholders based on the expected agenda of the meeting;

e. Determining the time and venue for holding the meeting;

f. Announcing and sending the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting.

g. Performing other tasks necessary for the meeting.

The notice convening the General Meeting of Shareholders shall be sent to all shareholders through methods ensuring delivery to the shareholders' contact address, and also be publicly disclosed on the Company's website and the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the notice convening the meeting to all shareholders on the List of Shareholders entitled to attend the meeting no later than 21 days before the opening date of the meeting (counted from the date the notice is sent or validly transferred). The agenda of the General Meeting of Shareholders, as well as the related documents regarding the issues to be voted on at the meeting, shall be sent to the shareholders and/or posted on the Company's website. In case the meeting documents are not attached to the notice of the General

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Meeting of Shareholders, the notice must specify a link to access all meeting documents, including:

- a. The meeting agenda and the documents to be used at the meeting;
- b. The list and detailed information of candidates in the case of electing members of the Board of Directors and members of the Supervisory Board;
- c. Ballot papers;
- d. Draft resolutions for each item on the agenda.

3. Shareholders or groups of shareholders as stipulated in Clause 2 of Article 22 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company no later than three (03) working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the quantity of each type of shares held by the shareholder, and the proposed issue to be included in the agenda.

4. The convener of the General Meeting of Shareholders has the right to reject proposals as stipulated in Clause 4 of this Article if they fall into one of the following cases:

- a. The sent proposal does not meet the content requirements specified in Clause 4 of this Article;
- b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares as prescribed in Clause 2 of Article 12 of this Charter;
- c. The proposed issue is beyond the authority of the General Meeting of Shareholders to decide;
- d. Other cases as prescribed by law and this Charter.

5. 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 in cases specified in Clause 5 of this Article; the proposal will be officially added to the agenda and content of the meeting if it is approved by the General Meeting of Shareholders.

#### **Article 18. Conditions for Convening the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be convened when the number of attending shareholders representing over 50% of the total voting shares.



2. If the required number of delegates is not present within thirty (30) minutes from the scheduled start time of the meeting, the convener of the meeting shall cancel the meeting. The General Meeting of Shareholders must be reconvened within thirty (30) days from the intended date of the first General Meeting of Shareholders. The reconvened General Meeting of Shareholders can only be conducted if the attendees, including shareholders and their authorized representatives, represent at least 33% of the total voting shares.

3. If the second General Meeting of Shareholders cannot be held due to the lack of the required number of delegates within thirty (30) minutes from the scheduled start time, the third General Meeting of Shareholders may be convened within twenty (20) days from the intended date of the second meeting. In this case, the third meeting shall be held regardless of the number of shareholders or authorized representatives present, and it will be considered valid and authorized to make decisions on all issues previously approved in the first General Meeting of Shareholders.

#### **Article 19. Procedure for Conducting Meetings and Voting at the General Meeting of Shareholders**

1. Prior to the commencement of the General Meeting of Shareholders, the company must carry out the shareholder registration procedures and continue the registration process until all shareholders entitled to attend the meeting have registered, following the sequence below:

a. When registering shareholders, the Company shall issue a voting card to each shareholder or authorized representative with voting rights. The card will include the registration number, the shareholder's name, the name of the authorized representative, and the number of voting shares held by the shareholder;

b. In the case where a shareholder authorizes another shareholder of the company to attend the meeting and vote, the voting shares of the shareholder granting the authorization will be combined with the voting shares of the authorized shareholder. The voting card of the authorized shareholder will show the registration number, name, and the total number of voting shares of all the shareholders granting the authorization. The voting card will reflect the shareholder's code, the name of the authorized shareholder, and the total number of voting shares of both the authorized and authorizing shareholders;

c. Shareholders or authorized representatives who arrive late to the General Shareholders' Meeting have the right to register and immediately participate and vote at the Meeting. The Chairman is not responsible for stopping the Meeting to allow late-arriving shareholders to register, and the

validity of the previously voted matters before the late-arriving shareholder's participation shall not be affected or changed;

d. The General Meeting elects individuals responsible for counting the votes or supervising the vote-counting process based on the Chairman's proposal. The number of members of the Vote Counting Board will be decided by the General Meeting of Shareholders according to the Chairman's recommendation.

2. The appointment of the Chairman, Secretary, and Ballot/Vote Counting Board is regulated as follows:

a. The Chairman of the Board of Directors acts as the Chairman or delegates another member of the Board of Directors to act as the Chairman of the General Shareholders' Meeting convened by the Board of Directors. In the event that the Chairman of the Board of Directors is absent or temporarily unable to perform the duties, the remaining BOD members shall elect one of them as the Chairman based on the majority principle. In the event that the Chairman cannot be elected, the Head of the Supervisory Board will conduct the meeting and allow the General Meeting of Shareholders to elect a Chairman from among the attendees. The person with the highest number of votes will be appointed as the Chairman of the meeting;

b. Except as provided in point (a) above, the person who signed the notice to convene the General Meeting of Shareholders will preside over the meeting and the person with the highest number of votes will be appointed as the Chairman of the meeting;

c. The Chairman appoints one or several individuals as Secretary of the Meeting;

d. The General Shareholders' Meeting elects one or several individuals to the Ballot/Vote Counting Board based on the proposal of the Chairman.

3. The agenda and content of the Meeting must be approved by the General Shareholders' Meeting during the opening session. The agenda must specify the time allocated for each item in the agenda.

4. The Chairman of the meeting may carry out necessary actions to conduct the General Meeting of Shareholders in a valid, orderly manner, following the approved agenda, and reflecting the wishes of the majority of the delegates attending the meeting:

a. Arranging seating at the venue for the General Meeting of Shareholders;

b. Ensuring the safety of everyone present at that venue;



c. Facilitating shareholder participation (or continued participation) in the General Meeting. The Board of Directors has full authority to change the above measures and apply all necessary measures if deemed necessary. The applied measures may include issuing tickets at the entrance or using other selected forms.

5. The General Meeting of Shareholders discusses and votes on each item in the agenda. Voting is conducted through affirmative, negative, or abstaining votes. When voting at the general meeting, the approval cards are collected first, followed by the disapproval cards. Finally, the total number of votes for and against are counted to make a decision. The voting results are announced by the Chairman immediately before the meeting concludes.

6. The person convening the Meeting or the Chairman of the General Shareholders' Meeting has the following rights:

a. Requesting that shareholders or their authorized representatives attending the General Meeting of Shareholders submit to security checks or other legal and reasonable security measures.

b. Requesting the competent authority to maintain order at the Meeting; expelling those who do not comply with the Chairman's authority, deliberately disrupt the order, impede the normal progress of the Meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders.

7. The chairman has the right to postpone the General Shareholders' Meeting when the maximum number of registered attendees is reached, not exceeding 3 working days from the scheduled opening date of the meeting. The meeting can only be postponed or the venue changed in the following cases:

a. The meeting venue does not have sufficient seating capacity for all attendees;

b. The information facilities at the meeting venue do not ensure the participation, discussion, and voting of shareholders;

c. There are attendees who obstruct or disrupt the order and pose a risk to conducting the meeting in a fair and legal manner.

8. In case the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions in clause 7, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairman and conduct the meeting until its conclusion; All resolutions passed at that meeting shall be effective and enforceable.

9. In the case where the company applies modern technology to organize the General Meeting of Shareholders through online meetings, the company is responsible for ensuring that shareholders can participate and vote via electronic

voting or other electronic means, in accordance with Article 144 of the Enterprise Law and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Securities Law.

#### **Article 20. Conditions for Resolutions of the General Meeting of Shareholders to be Adopted**

1. Resolutions on the following matters shall be adopted if they receive at least 65% or more of the total votes cast by all attending and voting shareholders at the meeting, except as provided in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law:

- a. Type of shares and total number of shares of each type;
- b. Change of industry, profession, and business sector;
- c. Change in the organizational structure of the Company's management;
- d. Investment projects or sale of assets with a value equal to or greater than 35% of the total value of assets stated in the most recent financial statements of the Company;
- e. Restructuring or dissolution of the Company.

2. Other resolutions shall be adopted when they receive over 50% of the total votes cast by all attending and voting shareholders at the meeting, except as provided in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law.

3. Resolutions of the General Meeting of Shareholders are considered legal and effective if they are approved by 100% of the total number of shares with voting rights, even if the procedures and formalities for adopting such resolutions violate the provisions of the Enterprise Law and the Company's Charter.

#### **Article 21. Authority and Procedures for Obtaining Shareholders' Written Opinions to Approve Resolutions of the General Meeting of Shareholders**

The authority and procedure for obtaining shareholders' opinions in writing to pass a decision of the General Meeting of Shareholders shall be carried out in accordance with the following regulations:

1. The Board of Directors has the authority to obtain shareholders' opinions in writing to pass a decision of the General Meeting of Shareholders on all matters within the decision-making authority of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, including matters specified in Clause 2, Article 147 of the Enterprise Law.



2. The Board of Directors must prepare a Form for Obtaining Opinions, a draft resolution of the General Meeting of Shareholders, explanatory documents for the draft resolution, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the Form for Obtaining Opinions. The requirements and procedures for sending the Form for Obtaining Opinions and accompanying documents shall be carried out in accordance with the provisions of Clause 3, Article 18 of this Charter.

3. The Form for Obtaining Opinions must include the following main contents:

- a. Name, registered address, company code;
- b. Purpose of obtaining opinions;
- c. Full name, contact address, nationality, legal identification documents of individuals who are shareholders; name, business code, or legal identification documents for organizations who are shareholders, registered address for organizations who are shareholders, or full name, contact address, nationality, legal identification documents of individuals who are representatives of organizations; number of shares of each type and the number of voting rights of the shareholders;
- d. Issues on which opinions are sought for approval;
- e. Voting options including approval, disapproval, and no opinion for each issue seeking opinions;
- f. Deadline for returning the Form for Obtaining Opinions that has been answered;
- g. Full name and signature of the Chairman of the Board of Directors.

4. Shareholders can submit their responded Voting Ballots/Form for Obtaining Opinions to the Company via mail, fax, or email according to the following regulations:

a. By mail: The responded Voting Ballot/Form for Obtaining Opinions must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the corporate shareholder. The Voting Ballot/Form for Obtaining Opinions should be enclosed in a sealed envelope, and no one is allowed to open it before the vote counting;

b. By fax or email: If the responded Voting Ballot/Form for Obtaining Opinions is sent to the Company via fax or email, it must be kept confidential until the vote counting.

c. The responded Voting Ballot/Forms for Obtaining Opinions sent to the Company after the deadline specified in the content, or those that have been

opened in the case of mail or exposed in the case of fax or email, are considered invalid. The responded Voting Ballot/Forms for Obtaining Opinions that are not submitted shall be regarded as non-participating in the voting.

5. The Board of Directors shall conduct the vote counting and prepare the vote counting minutes under the supervision of the Supervisory Board or shareholders who do not hold any managerial positions in the Company. The vote counting minutes must include the following key contents:

- a. Name, registered address, company code;
- b. The purpose and Issues on which opinions are sought for approval;
- c. The number of shareholders and the total number of voting rights that participated in the vote, distinguishing between valid and invalid votes, the method of submitting the voting forms, along with an appendix listing the shareholders who participated in the vote;
- d. The total number of votes in favor, against, and abstentions for each issue;
- e. The issues that have been approved and the corresponding approval voting percentage;
- f. Full name and signature of the Chairman of the Board of Directors, the vote counter, and the supervisor of the vote counting.

The members of the Board of Directors, the vote counter, and the supervisor of the vote counting shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; they shall also be jointly liable for any damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. The vote counting minutes and resolutions must be sent to the shareholders within 15 days from the date of completion of the vote counting. Sending the vote counting minutes and resolutions can be replaced by posting them on the Company's electronic information page within twenty-four (24) hours from the date of completion of the vote counting.

7. The answered voting forms, Voting Minutes, the full text of the passed Resolutions, and related documents accompanying the voting forms must be kept at the main office of the company.

8. A resolution passed through the method of obtaining shareholders' opinions in writing shall be valid if it is approved by shareholders owning more than 50% of the total voting rights of all shareholders entitled to vote and shall have the same validity as a resolution passed at a General Shareholders' Meeting.



## **Article 22. Resolution, Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes, which may be audio recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in foreign languages, and should include the following key contents:

- a. Name, address of the head office, and company code;
- b. Time and place of the Shareholders' Meeting;
- c. Agenda and content of the meeting;
- d. Name of the Chairman and Secretary of the meeting;
- e. Summary of the proceedings of the meeting and opinions expressed at the Shareholders' Meeting on each item in the agenda;
- f. Number of shareholders and total number of voting shares of shareholders attending the meeting, attached with a list of registered shareholders, representatives of shareholders attending the meeting with the corresponding number of shares and voting rights;
- g. Total number of votes for each voting issue, specifying the voting method, the total number of valid votes, invalid votes and votes in favor, against, and abstained; the corresponding percentage on the total number of votes of attending shareholders;
- h. Resolutions adopted and corresponding voting percentages;
- i. Name and signatures of the Chairman and Secretary. In case the Chairman or Secretary refuses to sign the minutes of the meeting, the minutes shall be valid if they are signed by all other BOD members or the Presiding Board attending the meeting, and contain all the required contents as prescribed in this clause. The minutes shall clearly state the refusal of the Chairman or Secretary to sign the minutes of the meeting.

2. The 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 must be jointly responsible for the truthfulness and accuracy of the content of the minutes.

3. The minutes prepared in Vietnamese and in a foreign language have the same legal effect. In case of any difference in content between the Vietnamese and foreign language versions, the content in the Vietnamese version shall apply.

4. The resolution, minutes of the General Meeting of Shareholders, the appendix listing the shareholders registered to attend the meeting with their

signatures, proxies for meeting attendance, all documents attached to the minutes (if any), and related materials accompanying the meeting invitation must be disclosed in accordance with legal regulations on information disclosure in the securities market and must be kept at the Company's headquarters.

### **Article 23. Request for Annulment of Resolutions of the General Meeting of Shareholders**

Within a period of ninety (90) days from the date of receiving the General Meeting resolutions, the minutes of the General Meeting of Shareholders, or the voting result record of Shareholders' opinions, Shareholders or groups of Shareholders as specified in Clause 2, Article 115 of the Enterprise Law, have the right to request the Court or Arbitration to review and annul the resolutions or part of the content of resolutions of the General Meeting of Shareholders in the following cases:

1. The procedures and formalities for convening the General Meeting of Shareholders are not carried out in accordance with the provisions of the Company's Charter and relevant laws, except in cases specified in Clause 3 of Article 21 of these Charter.
2. The content of the resolutions violates the provisions of the law or the Company's Charter.

## **VII. BOARD OF DIRECTORS**

### **Article 24. Nomination and Candidacy of Members of the Board of Directors**

1. In case a candidate for the Board of Directors has been identified, the company must disclose relevant information about the candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the company's website. This allows shareholders to learn about the candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of the disclosed personal information. They must also commit to fulfill their duties honestly if elected as members of the Board of Directors. The information related to a Board of Directors candidate to be disclosed shall include at least the following details:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Work experience;
- d. The companies where the candidate is currently holding the position of a Board member and other management positions;



- e. Related interests in the company and related parties of the company;
- f. Other relevant information (if any);

g. The company is responsible for disclosing information about companies in which the candidate holds positions as a member of the Board of Directors, other management positions, and related interests in the company (if any).

2. Shareholders or groups of shareholders holding from 10% to less than 20% of the voting shares have the right to nominate a maximum of 01 member; Shareholders or groups of shareholders holding from 20% to less than 30% of the voting shares have the right to nominate a maximum of 02 members; Shareholders or groups of shareholders holding from 30% to less than 40% of the voting shares have the right to nominate a maximum of 03 members; Shareholders or groups of shareholders holding from 40% to less than 50% of the voting shares have the right to nominate a maximum of 04 members; Shareholders or groups of shareholders holding from 50% to less than 60% of the voting shares have the right to nominate a maximum of 05 members; Shareholders or groups of shareholders holding from 60% to less than 70% of the voting shares have the right to nominate a maximum of 06 members; Shareholders or groups of shareholders holding from 70% to less than 80% of the voting shares have the right to nominate a maximum of 07 members; And shareholders or groups of shareholders holding from 80% to less than 90% of the voting shares have the right to nominate a maximum of 08 members.

- In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as required under Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors introduces additional candidates or organize nominations as specified in the Company's Charter, the Internal Governance Regulations of the Company, and the Operation Regulations of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with legal regulations.

3. BOD members must meet the standards and conditions specified in Clause 1, Clause 2 of Article 155 of the Enterprise Law and the Company's Charter.

## **Article 25. Composition and Term of Members of the Board of Directors**

1. The number of members of the Board of Directors is five (05).
2. The term of the Board of Directors' members shall not exceed 05 years and can be reelected for an unlimited number of terms. An individual can only

be elected as an independent member of the Board of Directors of a company for a maximum of 02 consecutive terms. In case all BOD members simultaneously finish their terms, they shall continue to serve as BOD members until new members are elected to replace and take over their duties.

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

The composition of the Board of Directors of a public company must ensure that at least one-third of the total members are non-executive members. The company shall minimize the number of Board members holding executive positions within the company to maintain the independence of the Board of Directors.

The number of independent members of the Board of Directors of a listed company must be at least one (01).

4. A member of the Board of Directors shall no longer hold their position in case they are dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Enterprise Law.

5. The appointment of BOD members must be publicly announced in accordance with the regulations on disclosure of information in the securities market.

6. A member of the Board of Directors is not required to be a shareholder of the Company.

#### **Article 26. Powers and Obligations of the Board of Directors**

1. The business activities and operations of the Company must be managed or directed by the Board of Directors. The Board of Directors is the governing body of the Company, with full authority to exercise all rights on behalf of the Company, except for issues within the jurisdiction of the General Meeting of Shareholders.

2. The powers and obligations of the Board of Directors are determined by laws, the Company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and responsibilities:

a. Deciding on the strategy, the medium-term development strategy and the annual business plan of the Company;

b. Proposing the types of shares and the total number of shares authorized for issuance for each type;

c. Deciding on the sale of unsold shares within the scope of the authorized shares for each type and decide on capital mobilization through other forms.



- d. Deciding on the selling price of the company's shares and bonds;
- e. Deciding on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Enterprise Law;
- f. Deciding on investment plans and investment projects within the authority and limits prescribed by law;
- g. Determining market development, marketing, and technology solutions;
- h. Approval of contracts for purchase, sale, borrowing, lending, and other transactions with a value of 35% or more of the total value of assets recorded in the most recent financial statements of the Company, contracts and transactions under the decision-making authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Enterprise Law;
- i. Appointment, dismissal, and removal of the Chairman of the Board of Directors; Appointment, dismissal, contract signing, and contract termination for the General Director and key managers as stipulated by the Company's Charter; determination of salaries, remuneration, bonuses, and other benefits for those managers; appointment of authorized representatives to the Members' Council or the General Meeting of Shareholders in other companies; determination of remuneration and other benefits for those representatives;
- j. Supervision and guidance of the General Director/CEO and other managers in the daily business operations of the Company;
- k. Decision on organizational structure, internal management regulations of the Company, establishment of subsidiaries, branches, representative offices, and capital contribution, share purchase of other businesses;
- l. Approval of the agenda and meeting materials for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or collecting opinions for the General Meeting of Shareholders to pass resolutions;
- m. Submission of the audited annual financial statements to the General Meeting of Shareholders;
- n. Recommendation of the dividend payout rate; determination of the timeline and procedures for dividend payment or the handling of losses incurred during business operations;
- o. Recommendation on the reorganization or dissolution of the Company; request for the Company's bankruptcy;
- p. Decision on the issuance of the Board of Directors' Operating Regulations and the Company's Internal Governance Regulations after approval

by the General Meeting of Shareholders; decision on the issuance of the Operating Regulations of the Audit Committee under the Board of Directors and the Company's Information Disclosure Regulations;

q. Implementation of all agreed-upon provisions in the general framework agreement for operations within Vietnam Education Publishing House's parent-subsidary company group;

r. Application and compliance with the general regulations, rules, and operational procedures issued within Vietnam Education Publishing House's parent-subsidary company group in accordance with legal provisions.

d. Other rights and obligations as stipulated by the Enterprise Law, the Securities Law, other legal regulations, and the Company's Charter;

3. The Board of Directors must report to the General Meeting of Shareholders on its operational results in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31<sup>st</sup>, 2020, issued by the Government, detailing the implementation of certain provisions of the Securities Law.

#### **Article 27. Remuneration, Bonuses and Benefits of the Board of Directors**

1. The company has the right to pay remuneration and bonuses to the BOD members based on the business results and efficiency.

2. BOD members are entitled to remuneration for their work and bonuses. The remuneration for work is calculated based on the number of working days required to complete the tasks of the Board of Directors and the daily remuneration rate. The Board of Directors determines the remuneration level for each member according to agreed principles. The total remuneration and bonuses of the Board of Directors are decided by the Annual General Meeting of Shareholders.

3. The remuneration of each member of the Board of Directors is included in the company's business expenses in accordance with the regulations on corporate income tax and is reflected as a separate item in the company's annual financial report. It must be reported to the Annual General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors who hold executive positions, serve on subcommittees of the Board, or undertake tasks deemed by the Board to be beyond the usual responsibilities of a Board member may receive additional remuneration in the form of a lump-sum payment, salary, commission, profit-sharing, or other forms as determined by the Board of Directors.



5. BOD members have the right to be reimbursed for all travel, accommodation, and other reasonable expenses incurred when carrying out their responsibilities as members of the Board of Directors, including expenses arising from attending the General Meeting of Shareholders, the Board of Directors, or Committees of the Board of Directors.

6. BOD members may be covered by an insurance policy with the approval of the General Meeting of Shareholders. This insurance does not cover liabilities of Board members related to violations of laws and the Company's Charter.

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

1. The Chairman is elected, dismissed, or removed among the members of the Board of Directors.

2. The Chairman shall not concurrently hold the position of the CEO/General Director.

3. The Chairman has the following rights and obligations:

a. Establishing the programs and plans of the Board of Directors' activities;

b. Preparing the agenda, content, and materials for meetings; Convening, presiding over, and chairing meetings of the Board of Directors.

c. Organizing the approval of resolutions and decisions of the Board of Directors;

d. Supervising the implementation of resolutions and decisions of the Board of Directors;

e. Chairing the General Meeting of Shareholders;

f. Other rights and obligations as prescribed by law and the company's charter;

4. In case the Chairman of the Board of Directors resigns or is dismissed or removed from office, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation letter or the dismissal or removal decision.

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and obligations of the Chairman. If no authorization is given, or if the Chairman passes away, goes missing, is temporarily detained, serving a prison sentence, undergoing administrative measures at a compulsory rehabilitation or education facility, flees their place of residence, is restricted or loses civil act capacity, has difficulty in perception or behavior control, or is prohibited by the

court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one among themselves to assume the position of Chairman of the Board of Directors based on the majority principle until a new decision is made by the Board of Directors.

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

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of the Board of Directors for that term. This meeting is convened and chaired by the member with the highest number of votes or the highest voting percentage. In case there is more than one (01) member with the highest and equal number of votes or voting percentage, the members shall elect one among them by majority vote to convene the meeting of the Board of Directors.

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

3. The Chairman of the Board of Directors convenes meetings of the Board of Directors in the following cases:

a. Upon the request of the Supervisory Board or an independent director of the Board of Directors;

b. Upon the request of the General Director or a minimum of five other executives;

c. Upon the request of a minimum of two members of the Board of Directors.

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

5. The Chairman must convene a meeting of the Board of Directors within seven (07) working days from the date of receiving the provisions stated in Clause 3 of this Article. If the meeting of the Board of Directors is not convened as requested, the Chairman shall be held responsible for any damages incurred by the Company. The person making the request has the right to substitute the Chairman to convene the meeting of the Board of Directors.

6. The Chairman or the person convening the meeting of the Board of Directors must send the meeting invitation at least 03 working days prior to the meeting date. The meeting invitation must specify the exact time and venue of the meeting, the agenda, and the issues for discussion and decision-making. The meeting invitation must be accompanied by the documents to be used at the meeting and the voting ballots of the members.



The meeting invitation of the Board of Directors can be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Company's Charter, ensuring that it reaches the contact address of each registered member of the Board of Directors in the Company.

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

Members of the Supervisory Board have the authority to attend meetings of the Board of Directors; They have the authority to participate in discussions but do not have voting rights.

8. A Board of Directors meeting is conducted when at least three-fourths (3/4) of the total number of Board of Directors members or their authorized representatives attend the meeting. In case a meeting is convened according to the provisions stated in this section, but the number of members attending the meeting does not meet the requirements, a second meeting shall be convened within a period of seven (7) days from the scheduled date of the first meeting. In this case, the meeting shall proceed if more than half of the Board of Directors members attend.

9. The BOD members are considered to participate and vote at the meeting in the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend the meeting as stipulated in Clause 11 of this charter;
- c. Participating and voting through online conferences, electronic voting, or other electronic forms;
- d. Sending voting ballots to the meeting via mail, fax, or email;
- e. Sending voting ballots through other means (if any).

10. In the case of sending voting ballots to the meeting by mail, the voting ballots must be sealed in an envelope and must be delivered to the Chairman no later than 1 (one) hour before the commencement. The voting ballots can only be opened in the presence of all attendees.

11. Members must attend all Board of Directors meetings. Members can authorize another person to attend and vote at the meeting if approved by a majority of the Board of Directors members.

12. Resolutions and decisions of the Board of Directors are approved if they receive the consent of the majority of attending members; in the event of a

tie, the final decision shall be determined by the opinion of the Chairman of the Board of Directors.

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

1. The Board of Directors may establish subcommittees to be responsible for development policies, personnel, remuneration, internal auditing, and risk management. The number of members in the subcommittee is determined by the Board of Directors, with a minimum of 03 members, including both Board members and external members. Independent members of the Board of Directors/members who are not executives should constitute a majority in the subcommittee, and one of these members shall be appointed as the Head of the subcommittee according to the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee shall only be valid when a majority of the members attend and vote in favor at the subcommittee's meeting.

2. The implementation of decisions by the Board of Directors, its subordinate Sub-Committees, or individuals eligible to be members of the Board subcommittee must comply with the current legal regulations, the provisions in the Company's Charter and internal governance regulations.

### **Article 31. Person in Charge of Corporate Governance**

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support the company's management activities within the enterprise. The person in charge of corporate governance may also serve as the Company Secretary as regulated in Clause 5, Article 156 of the Enterprise Law.

2. The person in charge of corporate governance cannot concurrently work for an approved audit firm conducting audits of the company's financial reports.

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

a. Advising the Board of Directors in organizing the General Meeting of Shareholders as regulated and related tasks between the company and the shareholders;

b. Preparing meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;

c. Advising on the procedures of the meetings;

d. Attending the meetings;



e. Advising on the procedures for making appropriate resolutions of the Board of Directors in accordance with the law;

f. Providing financial information, copies of minutes of the Board of Directors meetings, and other information to the BOD members and the members the Supervisory Board;

g. Monitoring and reporting to the Board of Directors on the company's disclosure activities;

h. Acting as the liaison with relevant stakeholders;

i. Safeguarding information in accordance with the regulations of the law and the Company's Charter;

j. Other rights and responsibilities as stipulated by the law and the Company's Charter.

## **VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Charter 32. Organizational Structure of Management**

The Company's management system must ensure that the executive apparatus is accountable to the Board of Directors and operates under its supervision and direction. The Company shall have one (01) General Director, Deputy General Directors, a Chief Accountant, and other management positions appointed by the Board of Directors, excluding the corporate governance officer, the authorized information disclosure representative, heads and deputy heads of specialized departments, and members of the executive committee of party and mass organizations within the enterprise. The appointment, dismissal, and removal of the aforementioned positions must be approved through resolutions or decisions of the Board of Directors.

### **Article 33. Company Executives**

1. Company executives include the CEO/General Director, Deputy CEO/General Director, Chief Accountant, and other positions within the company as stipulated in the Company's Charter, excluding the corporate governance officer, the authorized information disclosure representative, heads and deputy heads of specialized departments, and members of the executive committee of party and mass organizations within the enterprise.

2. Upon the proposal of the CEO/General Director and with the approval of the Board of Directors, the company may recruit additional executives in appropriate numbers and qualifications, in accordance with the company's organizational structure and management regulations as stipulated by the Board

of Directors. Company executives are responsible for supporting the Company in achieving its operational and organizational goals.

3. The CEO/General Director is entitled to salary and bonuses. The salary and bonuses of the CEO/General Director are determined by the Board of Directors.

4. The salary of executives is considered as part of the Company's business expenses in accordance with the laws on corporate income tax and is separately disclosed in the Company's annual financial reports and reported to the General Shareholders' Meeting at the annual meeting.

5. Responsibilities of company executives:

- Fulfilling all provisions in the framework agreement on general operations within Vietnam Education Publishing House's parent-subsiary group;

- Applying and complying with the regulations, rules, and general operating procedures issued by Vietnam Education Publishing House's parent-subsiary company group in accordance with legal provisions.

#### **Article 34. Appointment, Dismissal, Duties, and Powers of the General Director**

1. The Board of Directors appoints a member of the Board or hires another person as the General Director.

2. The General Director manages the company's daily business operations that do not fall under the authority of the Board of Directors, is subject to the supervision of the Board of Directors, and is responsible to the Board of Directors and the law for the exercise of assigned powers and duties.

3. The term of the General Director or equivalent position shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The appointment may be terminated based on the provisions of the employment contract. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions as prescribed by law and the Company's Charter.

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

- a. Deciding on matters related to the company's daily business operations that do not fall under the authority of the Board of Directors;

- b. Organizing the implementation of the resolutions and decisions of the Board of Directors;

- c. Organizing the implementation of the company's business plan and investment strategy;



d. Proposing organizational structure plans and internal management regulations of the company;

e. Appointing, dismissing, and removing management positions in the company, except for positions under the authority of the Board of Directors;

f. Deciding on salaries and other benefits for employees in the company, including managers under the General Director's appointment authority;

g. Recruiting employees;

h. Proposing plans for dividend distribution or handling business losses;

i. Other rights and obligations as prescribed by law and the Company's Charter.

5. The Board of Directors may dismiss the General Director if the majority of attending Board members with voting rights approve and appoint a new General Director as a replacement.

## **IX. SUPERVISORY BOARD**

### **Article 35. Nomination and Candidacy of Members of the Supervisory Board (Supervisors)**

1. The nomination and candidacy of members of the Board of Supervisors shall be carried out in accordance with the provisions of Clause 1 and Clause 2, Article 25 of this Charter.

2. In case the number of candidates for the Board of Supervisors through nomination and self-nomination is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations according to the mechanisms stipulated in the company's Charter, Internal Governance Regulations, and the Board of Supervisors' Operating Regulations. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

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

1. The Board of Supervisors of the Company consists of three (03) members. The term of each member shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

2. In case the terms of the members of the Board of Supervisors end at the same time and a new Board of Supervisors has not yet been elected, the outgoing members shall continue to exercise their rights and obligations until the new members are elected and assume their duties.

3. Members of the Board of Supervisors must meet the standards and conditions stipulated in Article 169 of the Enterprise Law and must not fall into the following cases:

- a. Working in the accounting or finance department of the Company;
- b. Being a member or employee of an independent auditing firm that audited the company's financial statements in the past three (03) consecutive years.

4. A member of the Board of Supervisors shall be dismissed in the following cases:

- a. No longer meeting the standards and conditions to serve as a member of the Board of Supervisors as stipulated in Clause 2 of this Article;
- b. Having a resignation letter that is approved;
- c. Other cases as prescribed by law and this Charter.

5. Members of the Board of Supervisors shall be dismissed in the following cases:

- a. Failing to fulfill assigned duties and responsibilities;
- b. Failing to exercise their rights and obligations for six (06) consecutive months, except in force majeure cases;
- c. Committing serious or repeated violations of the obligations of a Supervisor as stipulated in the Enterprise Law and the company's Charter;
- d. As decided by the General Meeting of Shareholders;
- e. Other cases as prescribed by law and this Charter.

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

1. The Head of the Board of Supervisors is elected by the Board of Supervisors from among its members; the election, dismissal, and removal follow the majority principle. More than half of the Board of Supervisors' members must reside in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a discipline related to the company's business activities.

2. Rights and responsibilities of the Head of the Board of Supervisors:

- a. Convening meetings of the Board of Supervisors;
- b. Requesting the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;



c. Preparing and signing the Board of Supervisors' report after consulting the Board of Directors to present to the General Meeting of Shareholders.

### **Article 38. Rights and Obligations of the Supervisory Board**

The Board of Supervisors has the rights and obligations stipulated in Article 170 of the Law on Enterprises and the following rights and obligations:

1. Proposing and recommending that the General Meeting of Shareholders approve the list of approved auditing firms to audit the Company's financial statements; deciding on the approved auditing firm to inspect the Company's operations; and dismissing an approved auditor when deemed necessary.

2. Being accountable to shareholders for its supervisory activities.

3. Supervising the company's financial situation and compliance with the law in the activities of the Board of Directors' members, the General Director, and other managers.

4. Ensuring coordination of activities with the Board of Directors, the General Director, and shareholders.

5. In case of detecting any violations of the law or the company's Charter by members of the Board of Directors, the General Director, or other executives of the company, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the violator to cease the violation, and propose corrective measures.

6. Developing the operational regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

7. Reporting to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, issued by the Government, detailing the implementation of certain provisions of the Securities Law.

8. Having the right to access the company's records and documents stored at the headquarters, branches, and other locations; Having the right to visit the workplaces of the company's managers and employees during working hours.

9. Having the right to request the Board of Directors, its members, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the company's management, operations, and business activities.

10. Other rights and obligations as prescribed by law and the Company's Charter.

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

1. The Supervisory Board must meet at least twice a year, with at least two-thirds of its members attending each meeting. The meeting minutes must be recorded in detail and clearly. The minutes taker and all attending members of the Supervisory Board must sign the meeting minutes. All meeting minutes must be retained to determine the responsibility of each Supervisory Board member.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend meetings and clarify relevant issues.

### **Article 40. Salaries, Remuneration, Bonuses, and Other Benefits of the Members of the Supervisory Board**

The salary, remuneration, bonuses, and other benefits of Supervisory Board members shall be implemented according to the following provisions:

1. Members of the Supervisory Board shall receive salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders determines the total annual salary, remuneration, bonuses, other benefits, and operational budget of the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed for reasonable expenses related to meals, accommodation, travel, and the use of independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board as approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salary and operating expenses of the Supervisory Board shall be accounted for as the company's business expenses in accordance with corporate income tax laws and other relevant legal regulations. These expenses must be presented as a separate item in the company's annual financial statements.

## **X. RESPONSIBILITIES OF BOD MEMBERS, CEO/GENERAL DIRECTOR, AND OTHER EXECUTIVES**

### **Article 41. Responsibility of Care**

Members of the Board of Directors, the Supervisory Board, the General Director, and other executives have the responsibility to perform their duties, including those as members of Board committees, honestly, in the best interests



of the company, and with the level of care that a prudent person would exercise in an equivalent position and under similar circumstances.

#### **Article 42. Responsibilities of honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, the Supervisory Board, the General Director, and other executives must disclose any relevant interests in accordance with the provisions of the Enterprise Law and other applicable legal regulations.

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

3. Members of the Board of Directors, the Supervisory Board, the General Director, and other managers are required to provide written notification to the Board of Directors and the Supervisory Board regarding transactions between the company, its subsidiaries, or other companies in which the public company holds more than 50% of charter capital, and those individuals or their related parties, as prescribed by law. For such transactions that require approval from the General Meeting of Shareholders or the Board of Directors, the company must disclose information about the resolutions in accordance with securities laws on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that provide benefits to themselves or their related parties, in accordance with the provisions of the Enterprise Law and the Company's Charter.

5. Members of the Board of Directors, the Supervisory Board, the General Director, other managers, and their related persons shall not use or disclose internal information to others for conducting related transactions.

6. A contract or transaction between the company and one or more members of the Board of Directors, the Supervisory Board, the General Director, other executives, or individuals and organizations related to these parties shall not be deemed invalid in the following cases:

a. For contracts valued at less than 35% of the total asset value recorded in the latest financial statements, the key terms of the contract or transaction, as well as the relationships and interests of the involved members of the Board of Directors, the Supervisory Board, the General Director, and other executives, have been reported to the Board of Directors and approved by a majority vote of the non-interested Board members;

b. For contracts valued at more than 35% of the total asset value recorded in the latest financial statements, the key terms of the transaction, as well as the relationships and interests of the involved members of the Board of Directors, the Supervisory Board, the General Director, and other executives, have been disclosed to the shareholders and approved by the General Meeting of Shareholders through a vote of non-interested shareholders.

#### **Article 43. Responsibility for damages and compensation**

1. Responsibility for damages: BOD Members, the CEO/General Director, and managerial staff who fail to fulfill their obligations honestly and diligently must be held responsible for the damages caused by their violations.

2. The Company will compensate individuals who have, are, or may become parties involved in complaints, lawsuits, or prosecutions, whether civil or administrative (excluding lawsuits initiated or brought by the Company) (including civil and administrative cases, excluding lawsuits initiated by the Company) if the individual has or is a BOD Members, the CEO/General Director, other executives, employees, or authorized representatives acting in the interests of the company, acting honestly and diligently for the benefit of the Company, in compliance with the law, and without evidence confirming that the person has breached their responsibilities.

3. Compensation costs include judgment expenses, fines, and actual payable amounts (including attorney fees) incurred in resolving these matters within the limits permitted by law. The Company can purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

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

#### **Article 44. Right to Access Books and Records**

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

a. Ordinary shareholders have the right to review, access, and excerpt information regarding their names and contact addresses in the list of voting shareholders; request the correction of their inaccurate information; review, access, excerpt, or photocopy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b. Shareholders or groups of shareholders owning 5% or more of the total outstanding common shares have the right to review, access, and excerpt the minutes and resolutions, decisions of the Board of Management, semi-annual and annual financial reports, reports of the Supervisory Board, contracts,



transactions subject to the approval of the Board of Directors and other documents, except for materials related to the company's trade secrets and business secrets.

2. In case a representative authorized by a shareholder or a group of shareholders requests access to books and records, they must provide the authorization letter from the shareholder or the group of shareholders they represent or a certified copy of this authorization letter.

3. BOD Members, the CEO/General Director, and other executives have the right to access the shareholder register of the Company, the list of shareholders, books, and other records of the Company for purposes related to their positions, provided that this information must be kept confidential.

4. The Company must keep this Charter and any amendments to the Charter, the business registration certificate, regulations, documents proving ownership rights, resolutions of General Meetings of Shareholders and the Board of Directors, minutes of General Meetings of Shareholders and the Board of Directors, reports of the Board of Directors, annual financial reports, accounting books, and other documents as required by law at its headquarters or another location, provided that the shareholders and the business registration authority are notified of the storage location of these documents.

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

## **XII. EMPLOYEES AND TRADE UNIONS**

### **Article 45. Employees and Trade Unions**

1. The CEO/General Director must set up plans for the Board of Directors to approve matters related to recruitment and termination of employment, wages, social insurance, benefits, rewards, and discipline for employees and management personnel of the enterprise.

2. The CEO/General Director must set up plans for the Board of Directors to approve matters related to the company's relationship with trade union organizations according to the highest standards, customs, and best management policies, as well as the regulations stipulated in this Charter, the company's regulations, and existing legal provisions.

## **XIII. PROFIT DISTRIBUTION**

### **Article 46. Profit Distribution**

1. The General Meeting of Shareholders determines the annual dividend payment rate and form of payment from the company's retained earnings.

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2. The company does not pay interest on dividend payments or any other payments related to a specific type of share.

3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of dividends, in whole or in part, in shares, and the Board of Directors is responsible for executing this decision.

4. If dividends or other payments related to a specific type of share are paid in cash, the company must make the payment in Vietnamese dong. The payment can be made directly or through banks based on the bank details provided by the shareholder. If the company has transferred the funds according to the shareholder's provided bank details but the shareholder does not receive the money, the company shall not be held responsible for the transferred amount. Dividend payments for shares listed on the Stock Exchange may be processed through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Based on the Enterprise Law and the Securities Law, the Board of Directors shall pass a resolution or decision to determine a specific date for finalizing the list of shareholders. As of that date, registered shareholders or holders of other securities shall be entitled to receive cash or stock dividends, notifications, or other documents.

6. Other matters related to profit distribution shall be carried out in accordance with legal regulations.

#### **XIV. BANK ACCOUNTS, RESERVE FUND, FISCAL YEAR, ACCOUNTING SYSTEM**

##### **Article 47. Bank Accounts**

1. The Company shall open bank accounts in Vietnamese banks or in foreign banks permitted to operate in Vietnam.

2. With prior approval from the competent authority, if necessary, the Company may open bank accounts overseas in accordance with the provisions of the law.

3. The Company shall conduct all payments and accounting transactions through its Vietnamese dong or foreign currency accounts at the banks where the Company has opened accounts.

##### **Article 48. Fiscal Year**

The fiscal year of the Company shall begin on January 1<sup>st</sup> of each calendar year and end on December 31<sup>st</sup> of the same calendar year. The first fiscal year commenced from the date of issuance of the License of Establishment and Operation and ended on December 31<sup>st</sup>, 2010.

132  
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## **Article 49. Accounting System**

1. The accounting system used by the company shall be either the enterprise accounting system or a specific accounting system issued or approved by the competent authority.

2. The company shall maintain accounting records in Vietnamese and store accounting documents in accordance with accounting laws and relevant legal regulations. These records must be accurate, up-to-date, systematic, and sufficient to demonstrate and explain the Company's transactions.

3. The Company uses the Vietnamese dong as the accounting currency. In case the Company's major economic transactions are denominated in a foreign currency, the Company may decide to choose that foreign currency as the accounting currency, taking responsibility for such decision in accordance with the law and notifying the direct tax management authority.

## **XV. ANNUAL REPORT AND RESPONSIBILITY FOR INFORMATION DISCLOSURE**

### **Article 50. Annual, Semi-annual, and Quarterly Financial Reports**

1. The company must prepare annual financial statements, which must be audited in accordance with legal regulations. The company shall disclose the audited annual financial statements as required by law on information disclosure in the securities market and submit them to the competent state authorities.

2. The annual financial statements must include all reports, appendices, and explanatory notes as required by enterprise accounting laws. The financial statements must accurately and objectively reflect the company's operations.

3. The company must prepare and disclose reviewed semi-annual reports and quarterly financial statements in accordance with legal regulations on information disclosure in the securities market and submit them to the competent state authorities.

### **Article 51. Annual Report**

The company is required to prepare and publish an annual report in accordance with the regulations on securities and the stock market.

## **XVI. COMPANY AUDIT**

### **Article 52. Audit**

1. The General Meeting of Shareholders shall appoint an independent audit company or authorize the Board of Directors to select one from the list of independent audit companies to conduct an audit of the company's financial

statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors.

2. The audit report shall be attached to the company's annual financial statements.

3. The independent auditor conducting the company's audit is entitled to attend General Meeting of Shareholders, receive notifications and other information related to the meeting that shareholders are entitled to receive, and express opinions at the meeting on matters related to the audit of the company's financial statements.

## **XVII. SEAL**

### **Article 53. Company Seal**

1. The company seal includes a seal made at a seal-engraving facility or a seal in the form of a digital signature as regulated by the laws on electronic transactions.

2. The Board of Directors decides on the type, quantity, form, and content of the company seal, branch seals, and representative office seals (if any).

3. The Board of Directors and the CEO/General Director shall use and manage the company seal in accordance with the provisions of the current laws.

4. Additionally, the individuals authorized to use the company's seal for reporting and information disclosure purposes, as per regulations, include the Head of the Supervisory Board and the authorized representative for information disclosure.

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

### **Article 54. Dissolution of the Company**

1. The Company may be dissolved in the following cases:

a. The expiration of the operating period specified in the Company's Charter without a decision on extension;

b. In accordance with the resolution or decision of the General Meeting of Shareholders;

c. Revocation of the Certificate of Business Registration, except in cases where the Tax Administration Law provides otherwise;

d. Other cases as prescribed by law;

2. The dissolution of the Company before the expiration of the operating period, (including any extended term), as decided by the General Meeting of



Shareholders, shall be carried out by the Board of Directors. This decision must be notified or approved by the competent authority in accordance with the provisions of the law (if required).

#### **Article 55. Extension of Operations**

1. Extension of operations: The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before the expiration of the operating period, so that shareholders can vote on the extension of the Company's operations based on the proposal of the Board of Directors.

2. Extension of operations: The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before the expiration of the operating period, so that shareholders can vote on the extension of the Company's operations based on the proposal of the Board of Directors.

3. The operating term may be extended if approved by at least 65% of the total votes of shareholders with voting rights who are present in person or through authorized representatives at the General Meeting of Shareholders.

#### **Article 56. Liquidation**

1. At least six (06) months before the expiration of the company's operation term or after a decision to dissolve the company is made, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing company. The Liquidation Committee will prepare its own operational regulations. The members of the Liquidation Committee may be selected from the company's employees or independent experts. All costs related to the liquidation will be given priority for payment before other debts of the company.

2. The Liquidation Committee is responsible for reporting to the business registration authority on the date of establishment and the date of commencement of activities. From that point onwards, the Liquidation Committee will act on behalf of the company in all matters related to the company's liquidation before the court and administrative agencies.

3. The funds obtained from the liquidation will be paid in the following order:

- a. Liquidation costs;
- b. Debts for wages, severance allowances, social insurance, and other employee benefits under collective labor agreements and employment contracts;
- c. Taxes and other payments to the State;

- d. Other debts of the company;
- e. The remaining amount after paying all debts from (a) to (d) above shall be distributed among the shareholders. Preferred shares shall be given priority in payment.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 57. Internal Dispute Resolution**

1. In the event of a dispute or complaint related to the operations of the Company or the rights of shareholders arising from the Charter or any rights or obligations under the Enterprise Law, Securities Law, other legal regulations, or agreements between:

- a. Shareholders and the Company;
- b. Shareholders and the Board of Directors, CEO/General Director, or other managerial personnel;

1. The parties involved shall attempt to resolve the dispute through negotiation and reconciliation. Except for disputes involving the Board of Directors or the Chairman of the Board, the Chairman shall preside over the dispute resolution process and request each party to present the relevant practical factors related to the dispute within *thirty (30)* working days from the date the dispute arises. In the case of a dispute involving the Board of Directors or the Chairman, either party may request the *Company* to appoint an independent expert to act as an arbitrator for the dispute resolution process.

2. If a reconciliation decision is not reached within six (06) weeks from the start of the reconciliation process, or if the decision of the mediation intermediary is not accepted by the parties, either party may bring the dispute to the Economic Arbitration Tribunal or Economic Court.

3. The parties shall bear their own costs related to negotiation and reconciliation procedures. The payment of court expenses shall be made in accordance with the court's ruling.

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

### **Article 58. Amendment and Modification of the Charter**

1. The amendment and modification of this Charter must be considered and decided upon by the General Meeting of Shareholders.

2. In cases where there are legal provisions related to the operations of the Company that are not mentioned in this Charter or in cases where there are new legal provisions that differ from the provisions in this Charter, those legal

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provisions shall naturally be applied and regulate the operations of the Company.

## **XXI. EFFECTIVE DATE**

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

1. This charter consists of 21 chapters and 60 articles and was unanimously approved by the General Meeting of Shareholders of Southern Book and Educational Equipment Joint Stock Company on April 22<sup>nd</sup>, 2025, at the 2025 Annual General Meeting of Shareholders, with full acceptance of its effectiveness.

2. The Charter is prepared in ten (10) copies, all having equal validity kept at the company's headquarters.

3. This Charter is the only official document of the Company.

4. Copies or extracts of the Company's Charter are valid when bearing the signature of the Chairman of the Board of Directors or at least one-half 1/2 of the total BOD members or the company's legal representative./.

**LEGAL REPRESENTATIVE**

*(Sign, clearly state full name, and affix seal)*



*Đỗ Thị Mai Anh*

